



**BOARD OF TRUSTEES**  
**May 25, 2021**

**DRAFT Minutes**

A meeting of the Board of Trustees of the University of Delaware was held on Tuesday, May 25 via videoconference. The meeting began at 3:00 p.m.

**TRUSTEES PRESENT:**

John R. Cochran, Chair; Carol Ammon; Dennis N. Assanis; Christopher W. Baker; James C. Borel; I.G. Burton III; Allison B. Castellanos; Beth Cooper; Claire DeMatteis; William J. DiMondi; Donna M. Fontana; Chaitanya R. Gadde; Michael S. Geltzeiler; Kathleen V. Hawkins; Terri Kelly; Guy F. Marcozzi; Terence M. Murphy; Debra Hess Norris; John W. Paradee; Claudia Peña Porretti; Donald J. Puglisi; Edmond J. Sannini; David W. Spartin; Whitney Townsend Sweeney; Sean X. Wang; Kenneth C. Whitney;

**TRUSTEES EXCUSED:**

John Carney; Joan F. Coker; Nisha Lodhavia; Rob Rider Jr.

**APPROVED ON A MOTION MADE AND SECONDED:**

The minutes of the Board's Semiannual Meeting of December 8, 2020.

**RESOLUTIONS:**

The following resolutions were approved by the Board of Trustees:

1. **RESOLVED**, that the following individual, as a member of the Honorary Degree Class of 2021, is recommended to the Board of Trustees to receive an Honorary Degree: Dr. Daniel Rich.
2. **RESOLVED**, that 4 individuals have been approved to receive the University of Delaware Medal of Distinction.
3. **WHEREAS**, the following donors have generously given to the University of Delaware; and

*(details as contained in the listing provided in the Spring 2021 PA&A Committee meeting booklet and detailed in **Appendix A** included in these materials)*

**NOW, THEREFORE BE IT RESOLVED**, that the Board of Trustees hereby expresses its sincere gratitude for the generosity of these donors.

4. **WHEREAS**, the Department of Mathematical Sciences in the College of Arts and Sciences has provisionally offered a successful program for the BS in Applied Mathematics, enrollment in which has grown each year, and

**WHEREAS**, the National Research Council has called for training more mathematical scientists who understand the role of the mathematical sciences in the wider world of science, engineering, medicine, defense, and business, and

**WHEREAS**, the Applied Mathematics program requires deep training in mathematics as well as achievement of a minor in one of twenty-one minors overseen by other departments, and

**WHEREAS**, no new courses were created for, nor new resources devoted to, the Applied Mathematics program, and departments that host the approved minors do not report an undue burden as a result of the program, and

**WHEREAS**, the Applied Mathematics degree is an exemplar of fostering multidisciplinary individuals who can bring knowledge from one area to make an impact in another;

**WHEREAS**, the Faculty Senate recommends permanent program status approval for the Bachelor of Science in Applied Mathematics, and

**WHEREAS**, the Administration and Committee on Academic Affairs also recommends permanent program status approval for the Bachelor of Science in Applied Mathematics,

**NOW THEREFORE, BE IT RESOLVED**, that the Board of Trustees approves permanent establishment of the Bachelor of Science in Applied Mathematics.

5. **WHEREAS**, the College of Agriculture and Natural Resources (CANR) no longer has students enrolled nor adequate demand for the Agricultural Education MA (AGED-MA), and

**WHEREAS**, CANR faculty who taught requisite courses for the AGED-MA have retired without replacement, and

**WHEREAS**, CANR is no longer offering courses required for the AGED-MA, and

**WHEREAS**, there is an alternative and desirable path to becoming an Ag Ed teacher in Delaware via the Alternate Route to Certification program offered by the College of Education & Human Development, and

**WHEREAS**, the Faculty Senate recommends disestablishment of the AGED-MA, and

**WHEREAS**, the Administration and Committee on Academic Affairs also recommends the disestablishment of the AGED-MA,

**NOW THEREFORE, BE IT RESOLVED**, that the Board of Trustees approves the disestablishment of the MA in Agricultural Education.

6. **BE IT RESOLVED**, to recognize the personnel actions (named professorships and promotions and tenure) presented in the May 4, 2021 meeting booklet of the Trustee Committee on Academic Affairs as contained in Appendix B.

7. **WHEREAS**, the Trustee Committee on Finance has reviewed and recommends to the Executive Committee the FY 2022 budget,

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Trustees approves the FY 2022 budget of \$1,102.8 million as presented including the following annual tuition rates for FY 2022 (subject to confirmation of the State Budget Recommendations for FY 2022). The Board of Trustees authorizes an undergraduate tuition rate increase not to exceed 2.0 percent.

	Resident		Non-	
Resident	<u>Tuition</u>	<u>Increase</u>	<u>Tuition</u>	<u>Increase</u>
<b>Undergraduate</b>				
Full-time	\$12,980	2.0%	\$34,840	2.0%
Per Credit Hour	541		1,452	
Maximum Tuition Rate for:				
Winter Session	\$ 2,435		\$ 6,534	
Summer Session	2,435		6,534	
<b>Graduate Sustaining Fee</b>				
Master	\$ 741		\$ 741	
Doctoral	\$ 1,118		\$ 1,118	

8. **RESOLVED**, that, effective fall 2021, the student Comprehensive Fee be increased from \$489 per semester to \$549 per fall and spring semester for all full-time students.

9. **RESOLVED**, that, effective fall 2021, the Student Center Fee be \$119 per semester.
10. **RESOLVED**, that, effective fall 2021, the Student Wellbeing fee be \$352 per semester; the winter session fee be \$77; and the summer session fee be \$98.
11. **RESOLVED**, that, effective fall 2021, the Scuba Fee be \$375.
12. **RESOLVED**, that, effective fall 2021, the University annual dining plan rates will be increased an average of 2.0 percent.
13. **RESOLVED**, that, effective fall 2021, the University traditional residence hall room annual rates will be increased by an average of 2.0 percent.
14. **WHEREAS**, prudence suggests that endowment policy consider the preservation of endowed principal along with spending needs of the University, and  
  
**WHEREAS**, the University endowment spending policy guideline provides for an annual distribution in the range of 4 - 5% of the pooled endowment portfolio average market value over the twelve trailing quarters through December of the year prior to the new fiscal year,  
  
**NOW, THEREFORE BE IT RESOLVED**, that the endowment pooled portfolio distribute \$4.10 per unit in FY 2022 which represents 4.04% of the endowment pooled portfolio average market value over the twelve trailing quarters through December 31, 2020.
15. **RESOLVED**, the Board of Trustees approves the recommended revisions to the Bylaws as presented in Appendix C.
16. **RESOLVED**, that authorization be, and hereby is, given to the President of the University to confer degrees on May 28 and 29, 2021, on such students as shall have completed by that time all the requirements pertaining to such degrees.

**OPENING:**

Chairman Cochran convened the meeting at 3 p.m. and welcomed all those in attendance. He requested a moment of silence in remembrance of friends of the University who had recently passed away. He then called on Mr. Burton for the Attendance Report.

**APPROVAL OF MINUTES:**

On a motion made and seconded, the Board approved the minutes of the Board's semiannual meeting of December 8, 2020.

**PUBLIC COMMENT:**

The Board of Trustees recognized Ms. Page Cummins and Dr. John Morgan for comments.

**REPORT OF THE PRESIDENT:**

Dr. Assanis reported to the Board of Trustees on the efforts of the University of Delaware community to support one another and the organization over the past year. He expressed his gratitude to students, faculty, staff, trustees and the local community for their efforts to safeguard the community. Despite the challenges of related to the COVID-19 pandemic, the University achieved strong performance in areas of academic continuity, support of issues related to diversity, equity and inclusion and fundraising. He specifically recognized those donors who supported the Blue Hen Strong fund which works to provide emergency support to students with unforeseen hardships.

Dr. Assanis reviewed the plans for celebrating the Class of 2020 and 2021 through a series of in-person Commencement ceremonies held at Delaware Stadium from May 28-30, 2021. He also recognized the winners of the University of Delaware's Alumni Association Warner and Taylor Awards, among other student achievements.

Dr. Assanis reviewed the financial outlook for the fiscal year and noted there were reasons for cautious optimism. He shared the favorable support received from the Joint Finance Committee and their approval for the recommended funding from the State. Looking ahead to the fall, Dr. Assanis shared the University's decision to mandate COVID-19 vaccinations for students returning to campus in the fall, with exemptions allowed for religious or medical reasons. Over 400 institutions have already set a similar mandate, and the vaccine is being recommended by the American College Health Association.

Dr. Assanis spoke to the incoming first-year class, and noted there are record numbers of applications for both undergraduate and graduate programs, with growth in international, Black and Hispanic/Latino student populations. He shared plans for instructional delivery for the fall semester, highlighting a strong return to in-person instruction. Study abroad will also return, with some limitations of destinations given the current trajectory of the pandemic. That said, it is expected that travel will expand again for the spring semester.

Dr. Assanis next introduced Dr. Riera to speak to one of the buildings that will be available to students as they return to campus in the fall, the Wellbeing Center at Warner Hall. Dr. Riera highlighted the value of the new wellbeing center, as well as the history of the building on campus. A video presentation of the building was shared with the Board.

Dr. Assanis closed his remarks with a review of the status of the Middle States Commission on Higher Education re-accreditation process as well as the status of a refresh of the University's strategic plan. One of the goals of the strategic plan refresh is to take advantage of the lessons learned from the COVID-19 pandemic in order to emerge from the pandemic stronger than before.

#### SPECIAL PRESENTATION:

Dr. Thomas Epps, Allan and Myra Ferguson Distinguished Professor in the College of Engineering, presented to the Board of Trustees on several research initiatives and institutes at the University.

#### TRUSTEE COMMITTEE ON GROUNDS & BUILDINGS:

Mr. Borel reported on the Committee's meeting of May 3, 2021. Highlights included:

- An update from Dr. Assanis on the success of the spring and plans for the fall;
- A review of the capital plan and discussions of the McKinley Laboratory project;
- A report on the results of an exploration into a public-private partnership for on-campus student housing; and
- An update on the progress on the Whitney Athletic Center, Wellbeing Center at Warner Hall, and Drake Laboratory projects.

Mr. Borel noted there were no resolutions considered by the Committee for Board approval.

#### TRUSTEE/FACULTY COMMITTEE ON HONORARY DEGREES AND AWARDS:

Ms. Norris presented the report of the Committee's meeting of May 4, 2021. Highlights included:

- Approval of Daniel Rich to receive the University of Delaware Honorary Degree;
- A review of plans for Commencement and Convocations for the Class of 2021; and
- Approval of four recipients of the Medals of Distinction.

Ms. Norris noted the resolutions contained in the Consent Agenda.

TRUSTEE COMMITTEE ON PUBLIC AFFAIRS & ADVANCEMENT:

Ms. Kelly presented the report of the Committee's meeting of May 4, 2021.

Highlights included:

- A report on local, state, and federal government relations;
- A report from the Office of Communications and Marketing;
- A report and update from the Office of Development and Alumni Relations, including updates on the capital campaign and I Heart UD Day; and
- A recognition of donors to the University.

Ms. Kelly noted one resolution contained in the Consent Agenda.

TRUSTEE COMMITTEE ON ACADEMIC AFFAIRS:

Ms. Fontana reported on the Committee's meeting of May 4, 2021.

Highlights included:

- Reports from representatives of the Graduate Student Government and Student Government Association;
- A discussion of plans for the fall semester;
- A presentation recognizing the challenges ahead in welcoming to campus many students who have not had a traditional in-person learning experience over the past 18 months; and
- A review of admissions trends and strategies to increase diversity and inclusion goals.

Ms. Fontana noted several resolutions contained in the Consent Agenda.

TRUSTEE COMMITTEE ON STUDENT LIFE AND ATHLETICS:

Mr. Spartin reported on the Committee's meeting of May 5, 2021.

Highlights included:

- An update from Dr. Assanis on the spring semester and plans for the fall;
- Updates from Ms. Rawak, including a virtual tour of the Whitney Athletic Center;
- Updates from Dr. Riera, including a virtual tour of the Wellbeing Center at Warner Hall; and
- Remarks from the Student-Athlete Advisory Committee, Student Government Association and Graduate Student Government.

Mr. Spartin noted there were no resolutions on the agenda for the Committee's approval.

TRUSTEE COMMITTEE ON FINANCE:

Dr. Puglisi reported on the Committee's meeting of May 6, 2021.  
Highlights included:

- An update of the University's Bond ratings from Standard and Poor's and Moody's;
- A review of budget performance for fiscal year 2021 and a discussion of fiscal year 2022 budget projections;
- Proposals for changes to tuition and fees; and
- Approval of the endowment payout rate.

Dr. Puglisi noted the resolutions contained in the Consent Agenda.

#### NOMINATING COMMITTEE:

Dr. Puglisi presented the report of the Nominating Committee, with one trustee eligible for re-election to the Board of Trustees:

- Terence M. Murphy

On a motion made and seconded, the trustee was unanimously re-elected as recommended.

Dr. Puglisi then continued the report of the Nominating Committee, asking the officer candidates to be excused for the presentation and vote. Dr. Puglisi presented the following Slate of Officers for 2021-2022:

- John R. Cochran, Chair
- Terri L. Kelly, Vice Chair
- Terence M. Murphy, Vice Chair
- I.G. Burton III, Secretary/Treasurer.

On a motion made and seconded, the officers were elected unanimously, and were greeted with applause by those assembled.

#### EXECUTIVE COMMITTEE:

Mr. Cochran reported that the Executive Committee met on May 14, 2021. The Committee received reports from all standing Committees of the Board, and reviewed the resolutions brought forward by the standing Committees, all of which were included in the Consent Agenda and recommended for formal action by the Board of Trustees.

#### CONSENT AGENDA:

Mr. Cochran then asked for approval of the resolutions as presented in the Consent Agenda. On a motion made and seconded, all resolutions contained in the Consent Agenda were approved as presented.

#### ADJOURNMENT:



With no further business, the meeting was adjourned at 4:38 p.m.

Respectfully submitted:

Beth G. Brand  
Vice President and University Secretary

**APPENDIX A**

<b>RESOLUTIONS</b>			
<b>July 1, 2020 – December 31, 2020</b>			
<b>Whereas the following donors;</b>	<b>Have generously given the amount of;</b>	<b>To the benefit of the following school or unit;</b>	<b>Whereas the gift shall be allocated as follows;</b>
Aramark (CP)	\$ 10,885,000.00	Business and Economics: University Wide	Aramark Scholars Program; Restricted Support for Presidential Priorities
Unidel Foundation, Inc. (FP)	\$ 10,124,358.00	University Wide	Biological Mass Spectrometry; Field Robotic Systems; Climate Science and Policy Hub; Delaware Teaching Fellows Program; UD-State Research Alliance; Photoacoustics Ultra Micro-Imaging; Electron Beam Evaporator; Neuroscience Graduate Program; Unidel Distinguished Graduate Scholars Program; Eugene du Pont Memorial Distinguished Scholars; Scaling Entrepreneurship Lab Program
Dr. Donald J. Puglisi (TR) and Ms. Marichu C. Valencia (PP)	\$ 5,200,000.00	Arts and Sciences; Business and Economics; Health Sciences	Donald J. Puglisi and Marichu C. Valencia Music Enrichment Fund; James B. O'Neill CEEE Faculty and Staff Support Fund; Maggie E. Neumann Health Sciences Research Fund

<b>Whereas the following donors;</b>	<b>Have generously given the amount of;</b>	<b>To the benefit of the following school or unit;</b>	<b>Whereas the gift shall be allocated as follows;</b>
H. Fletcher Brown Trust (TC)	\$ 1,390,727.66	University Wide	H. Fletcher Brown Trust
Mr. Donald B. Brown ('72/EG)	\$ 1,000,000.00	Engineering	Donald B. Brown and Mardi Harrison Opportunity Scholarship
Dr. Daniel L. Chester (RF)	\$ 1,000,000.00	Engineering	Daniel L. Chester Student Enrichment Fund
Ms. Mary Sturges Dodge ('73/AS) and Dr. Thomas A. Evans (FS)	\$ 1,000,000.00	University Wide	Sturges, Robert and Susan Dodge and Thomas Evans Delaware Environmental Institute Graduate Fellowship
Mr. David A. Plastino ('78/AS)	\$ 1,000,000.00	Arts and Sciences	David A. Plastino Scholars
Mrs. Catherine E. Faller ('58/EHD) and Dr. James G. Faller ('62/EG)	\$ 918,000.00	Arts and Sciences; Education and Human Development; Engineering; Health Sciences	George and Joan Faller Scholarship; Ioannis and Sophia Eliades Scholarship in Math and Physics; Catherine Eliades Faller Scholarship; James and Catherine Faller Scholarship; Catherine and James Faller Health Sciences Scholarship
Phillip E. and Carole R. Ratcliffe Foundation (CP)	\$ 745,000.00	Business and Economics; Earth, Ocean and Environment	Ratcliffe Eco-Entrepreneurship Fellows Program

<b>Whereas the following donors;</b>	<b>Have generously given the amount of;</b>	<b>To the benefit of the following school or unit;</b>	<b>Whereas the gift shall be allocated as follows;</b>
Mr. John R. Felten ('64/EG)	\$ 500,000.00	Athletics; Engineering	John R. Felten '64 Baseball Support Fund; John R. Felten '64 Chemical Engineering Support Fund; John R. Felten '64 Chemical Engineering Graduate Fellowship
Mr. Kenneth C. Shelin, Jr. ('61/EHD)	\$ 500,000.00	Arts and Sciences	Department of Theatre
Open Up Resources (FP) [Mrs. Jessica R. Sliwerski (FR)]	\$ 455,000.00	Education and Human Development	Bookworms Project Support Fund
Tresco Foundation (FP) [Douglas A. Tresco, Ph.D. ('79/AS) and Mrs. Catherine A. Tresco (FR)]	\$ 450,000.00	University Wide	Gloria Abromson Tresco Scholarship
Mr. Brian Bennett (FR)	\$ 315,000.00	Morris Library	University Museums
DE Council on Economic Education (OO)	\$ 300,000.00	Business and Economics	James B. O'Neill CEEE Faculty and Staff Support Fund
Ms. Heather Smith Linton ('76/AS)	\$ 300,000.00	Arts and Sciences	Department of Philosophy
Edward C. Davis Trust (TC)	\$ 279,283.36	University Wide	Edward C. Davis Trust

Anonymous Friend (AF)	\$ 255,000.00	University Wide	McNair Scholars Program Support in STEM-related Fields
<b>Whereas the following donors;</b>	<b>Have generously given the amount of;</b>	<b>To the benefit of the following school or unit;</b>	<b>Whereas the gift shall be allocated as follows;</b>
Mr. Daniel J. Boyce (PA) and Mrs. Shelley Boyce (PA)	\$ 250,000.00	University Wide	Boyce Family Fund for Student Mental Health and Wellbeing
Crystal Trust (FP)	\$ 250,000.00	University Wide	Warner Hall Renovation
Ms. Donna M. Fontana ('85/BE)	\$ 250,000.00	Business and Economics	James B. O'Neill CEEE Faculty and Staff Support Fund
Mr. Charles W. Horn ('75/AS) and Mrs. Patricia A. Horn (FR)	\$ 250,000.00	University Wide	Youth Entrepreneurship Program
Kelly Family Foundation Fund-CFNJ (FF) [Mrs. Terri L. Kelly ('83/EG) and Mr. John B. Kelly ('83/BE)]	\$ 250,000.00	University Wide	Kelly Family Wellbeing Fund; Warner Hall Renovation
Krishna Vaddi, Ph.D. (FR) and Mrs. Lakshmi Vaddi (FR)	\$ 250,000.00	University Wide	Youth Entrepreneurship Program
Delaware Atlantis Foundation (FP) [two Anonymous Alums (AA); Anonymous Trustee (AE)]	\$ 235,000.00	Agriculture and Natural Resources; Health Sciences	Carvel Greenhouse Construction Project; Entomology and Wildlife Conservation; Apiary Program; GoBabyGo! Program
Mrs. Sandra L. Burgoon (FR)	\$ 204,392.70	Business and Economics; Engineering	Sandra L. Burgoon and Jules J. Schwartz Scholarships in Business and Economics and

			Mechanical Engineering
MedImmune, Inc. (CP)	\$ 200,000.00	University Wide	Biopharmaceutical Innovation Program

<b>Whereas the following donors;</b>	<b>Have generously given the amount of;</b>	<b>To the benefit of the following school or unit;</b>	<b>Whereas the gift shall be allocated as follows;</b>
Independence Prosthetics-Orthotics (CP) [Mr. John R. Horne ('94/AS)]	\$ 180,000.00	Health Sciences	Independence Prosthetics-Orthotics Graduate Education Fund
Mr. Terry F. Neimeyer ('77/EG) and Mrs. Mary L. Neimeyer ('77/BE)	\$ 150,000.00	Engineering	Terry F. Neimeyer Scholarship
Puglisi and Associates (CP) [Dr. Donald J. Puglisi (TR) and Ms. Marichu C. Valencia (PP)]	\$ 144,000.00	Arts and Sciences	Calidore String Quartet
Ms. Lyn B. Arnold ('77/AS)	\$ 125,000.00	Arts and Sciences; University Wide	J. L. Miller Internship in Journalism; Lyn B. Arnold Study Abroad Scholarship
Dr. Sharon L. Brittingham ('70/AS)	\$ 120,000.00	Education and Human Development	Sharon L. Brittingham Faculty Support Fund
Elizabeth V. White Trust (TC)	\$ 112,587.04	University Wide	Elizabeth V. White Trust
American Chemical Society - PRF (OO)	\$ 110,000.00	Earth, Ocean and Environment	Dr. Andrew Wozniak's Research Project: Implications for Sulfurization in Salt Marshes ACS

Mrs. Patricia A. Cochran (FR) and Mr. John R. Cochran III (TR)	\$ 100,000.00	Business and Economics	James B. O'Neill CEEE Faculty and Staff Support Fund
<b>Whereas the following donors;</b>	<b>Have generously given the amount of;</b>	<b>To the benefit of the following school or unit;</b>	<b>Whereas the gift shall be allocated as follows;</b>
Collins Charitable Foundation (FP) [Mr. John R. Collins ('80/BE) and Mrs. Margaret P. Collins ('80/AS)]	\$ 100,000.00	Business and Economics	James B. O'Neill CEEE Faculty and Staff Support Fund
Discover Financial Services, Inc. (CP)	\$ 100,000.00	University Wide	Small Business Development Center
Donald L. Gouge, Jr., Esq. ('80/AS)	\$ 100,000.00	Athletics	Men's Basketball Excellence Fund
Thomas L. Gutshall ('60/EG) and Mrs. Kipp T. Gutshall (FR)	\$ 100,000.00	Athletics	Student-Athlete Health & Wellbeing
Mr. Vance V. Kershner ('79/EG)	\$ 100,000.00	Engineering	College of Engineering Remote Education Initiative
Mr. Wayne E. McCabe ('57/EG)	\$ 100,000.00	Engineering	Wayne E. McCabe Charitable Gift Annuity for Mechanical Engineering
Ms. Rosalia Miranda (FR); Mr. G. Willy Miranda, Jr. ('70/AS) and Mrs. Stacey P. Miranda (FR)	\$ 100,000.00	Athletics	Willy Miranda Family Baseball Fund

Norwalt (CP) [Michael B. Seitel, P.E. ('87/EG) and Mrs. Julie E. Seitel (PA)]	\$ 100,000.00	Engineering	Design Studio in Mechanical Engineering
Mr. Robert W. Smith ( '84/BE) and Mrs. Teresa O. Smith ( '83/EHD)	\$ 100,000.00	Education and Human Development	Teachers for Tomorrow Program Fund

<b>Whereas the following donors;</b>	<b>Have generously given the amount of;</b>	<b>To the benefit of the following school or unit;</b>	<b>Whereas the gift shall be allocated as follows;</b>
Tides Foundation (FP)	\$ 100,000.00	Education and Human Development	Computer Science Professional Development for Educators
Mr. David L. Warnock ('80/AS) and Ms. Michele Speaks (FR)	\$ 100,000.00	University Wide	Youth Entrepreneurship Program
Dr. Wayne C. Westerman ('99/EG)	\$ 100,000.00	Engineering	Westerman Family Graduate Research Fund
Mrs. Jacqueline Winn-O'Neill ('01/AS) and Dr. James B. O'Neill (RF)	\$ 100,000.00	Athletics	Dorothy V. O'Neill Memorial Women's Basketball Scholarship

**NOW, THEREFORE BE IT RESOLVED, that the Board of Trustees hereby expresses its sincere gratitude for the generosity of these donors.**



## APPENDIX B

### FACULTY PERSONNEL ACTIONS

#### 1. Named Professorships

The following individuals are recommended for named professorships:

Name	Title and Department
Thomas Epps	Allan and Myra Ferguson Distinguished Chair, Chemical and Biomolecular Engineering
April Kloxin	Thomas and Kipp Gutshall Development Professor of Chemical and Biomolecular Engineering, Chemical and Biomolecular Engineering
Millicent Sullivan	Alvin B. and Julie O. Stiles Professor of Chemical and Biomolecular Engineering Chemical and Biomolecular Engineering
Dion Vlachos	Unidel Dan Rich Chair in Energy, Chemical and Biomolecular Engineering
Sunita Chandrasekaran	David L. and Beverly J.C. Mills Career Development Chair, Computer and Information Sciences
Doug Tallamy	T.A. Baker Professor, Entomology and Wildlife Ecology
Mark Moline	Maxwell P. and Mildred H. Harrington Professor of Marine Studies, School of Marine Science and Policy

2. Promotions and Tenure

The following individuals are recommended for promotion from Associate Professor to Professor (all were granted tenure previously), effective September 1, 2021.

<b>Name</b>	<b>Department</b>
Changqing Wu	Animal and Food Sciences
Kelebogile Setiloane	Behavioral Health and Nutrition
Feng Jiao	Chemical and Biomolecular Engineering
Lars Gundlach	Chemistry and Biochemistry
Dannagal Young	Communication
Clara Chan	Earth Sciences
Adrienne Lucas	Economics
Michael Arnold	Economics
Abhyudai Singh	Electrical and Computer Engineering
Rachael Hutchinson	Languages, Literatures and Cultures
Erik Thostenson	Mechanical Engineering
Rodrigo Vargas Ramos	Plant and Soil Sciences
Erin Cassese	Political Science and International Relations
Joanne Miller	Political Science and International Relations
Jennifer Biddle	School of Marine Science and Policy
Daniel Stevens	School of Music
Marie-Christine Delbeau	School of Music
Regina Wright	School of Nursing
Chiara Sabina	Women and Gender Studies

The following individuals are recommended for promotion from Associate Professor to Professor, without tenure, effective September 1, 2021.

<b>Name</b>	<b>Department</b>
Sarah Trembanis	Associate in Arts Program
Max Michael McCamley	English
William Lewis	School of Education

The following individuals are recommended for promotion from Assistant Professor to Associate Professor, with tenure, effective September 1, 2021.

<b>Name</b>	<b>Department</b>
Gang Wang	Accounting and Management Information
Ryan Arsenault	Animal and Food Sciences
Brandon McFadden	Applied Economics and Statistics
Leah Palm-Forster	Applied Economics and Statistics
Wei Qian	Applied Economics and Statistics
Laura Lessard	Behavioral Health and Nutrition
Shannon Robson	Behavioral Health and Nutrition
John Crowley	Communication
Sunita Chandrasekaran	Computer and Information Sciences
Sarah Wasserman	English
Lindsay Naylor	Geography and Spatial Sciences
Jeremy Crenshaw	Kinesiology and Applied Physiology
Dominique Guillot	Mathematical Sciences
Mahya Ghandehari	Mathematical Sciences
Tara Trammell	Plant and Soil Sciences
Abdol-Razagh Oskooii	Political Science and International Relations
Jasmin Cloutier	Psychological and Brain Sciences
Lisa Jaremka	Psychological and Brain Sciences
Lauren Reynolds	School of Music
Mari Griffioen	School of Nursing

The following individuals are recommended for promotion from Assistant Professor to Associate Professor, without tenure, effective September 1, 2021.

<b>Name</b>	<b>Department</b>
Ellen Monk	Accounting and Management Information
Sarah Rooney	Biomedical Engineering
Julianna Schubert	Economics
Devon Miller-Duggan	English
Zhiyin Renee Dong	Languages, Literatures and Cultures

Anna Wik	Plant and Soil Sciences
Jennifer Lobasz	Political Science and International Relations

## APPENDIX C

### Bylaws of the University of Delaware (Revised 1989, 1992, 1997, 1999, 2011, 2016, ~~2019~~ 2021)

#### ARTICLE 1: THE BOARD OF TRUSTEES

##### SECTION 1.1. COMPOSITION AND METHOD OF APPOINTMENT OF THE BOARD OF TRUSTEES

SECTION 1.1.1. *Composition of the Board; Method of Appointment.* The composition of the Board and method of appointment of Trustees shall be as prescribed by the Charter of the University.

SECTION 1.1.2. *Vacancies; Resignation; Removal of Trustees.*

SECTION 1.1.2.1. Any vacancy in the Board caused by the expiration of term, death, resignation or otherwise, of a Trustee who was appointed by the Governor shall be filled by the Governor, so that there shall at all times be eight members of the Board appointed by the Governor. All other vacancies shall be filled by election by the Board.

SECTION 1.1.2.2. Any Trustee may resign at any time by mailing or otherwise delivering a written resignation to the Chair of the Board or the Vice President ~~and~~ & University Secretary.

SECTION 1.1.2.3. Any Trustee, upon recommendation by not less than two-thirds of the members of the Executive Committee, may be removed from the Board for any cause deemed by the Board to be appropriate, by the vote of two-thirds of the Trustees then serving.

SECTION 1.1.2.4. If any Trustee shall be convicted of a felony, whether the conviction resulted from a plea of guilty or nolo contendere or from a verdict after trial or otherwise, such member shall be deemed to have automatically resigned as a member of the Board as of the date of such conviction. If any Trustee shall be charged with a felony, such Trustee shall be placed on leave automatically during the pendency of the proceeding, unless thereafter by an affirmative vote of at least two-thirds of the Trustees the Board determines otherwise.

SECTION 1.1.3. *Attendance at Board Meetings.*

SECTION 1.1.3.1. The place of a Trustee who shall be absent from three successive regular meetings shall be vacated, unless the Board shall otherwise specially direct, and a vacancy thus created shall be filled as in other cases. The acceptance by the Board of an excuse for nonattendance shall be construed as a special direction that such absence shall not operate toward creating a vacancy. A Trustee appointed or elected and not accepting at or before the next regular meeting shall be considered as declining and a new appointment shall be made.

SECTION 1.1.4. *Honorary Counselor to the Board.* The Board may in its discretion, from time to time, appoint any person to the office of Honorary Counselor to the Board, in recognition of long and distinguished service to the University. The Counselor to the Board shall be privileged to attend all meetings of the Board and speak on any matter coming before the Board and shall have such other functions as the Board may by resolution provide. An Honorary Counselor to the Board, not being a member of the Board, shall not be counted for the purpose of determining the presence of a quorum and shall have no vote.

SECTION 1.1.5. *Trustees Emeriti.* The Board may in its discretion, from time to time, appoint any former Trustee to the office of Trustee Emeritus of the Board in recognition of distinguished service to the University as a Trustee. A Trustee Emeritus shall be privileged to attend all meetings of the Board and speak on any matter coming before the Board and shall have such other functions as the Board may by resolution provide. A Trustee Emeritus of the Board, not being a member of the Board, shall not be counted for the purpose of determining the presence of a quorum and shall have no vote.

## **SECTION 1.2. POWERS OF THE BOARD OF TRUSTEES**

SECTION 1.2.1. *Powers of the Board.* As provided in Section 5106 of the Charter of the University, the Board shall have the entire control and management of the affairs of the University; and nothing provided in these Bylaws shall diminish or reduce the Board's plenary authority over all matters related to the control and management of the affairs of the University.

## **SECTION 1.3. MEETINGS OF THE BOARD OF TRUSTEES**

SECTION 1.3.1. *Regular Meetings.* Two regular meetings of the Board shall be held every year at the University or such other location as the Chair of the Board shall determine, one in the fall and the other in the spring, the specific day to be determined by the Chair of the Board. Other regular meetings may be held on the call of the President, which the President may make at the President's own discretion, and shall make on the written request of any two or more Trustees.

SECTION 1.3.2. *Special Meetings.* Special meetings may be held at the call of the Chair of the Board, which the Chair of the Board may make at his or her discretion and shall make on the written request of at least six Trustees.

SECTION 1.3.3. *Notice of Meetings; Electronic Notice.*

SECTION 1.3.3.1. The Secretary of the Board shall give notice of all regular meetings of the Board by sending to Trustees at their address of record a written notification at least two weeks in advance of regular meetings. Except as otherwise required by law, At least three days' written or telephone notice shall be given of special meetings of the Board; *provided, however,* that the Chair of the Board may call a special meeting upon less than three days' notice if special circumstances warrant. The time and place of all meetings and the purpose of special meetings shall be stated in the notice thereof, and the proceedings of special meetings shall be confined to the purposes therein stated and matters germane thereto.

SECTION 1.3.3.2. Notice in writing may be effected by mail, facsimile transmission, courier service, or email or similar electronic transmission, to each Trustee's last known address. Notice shall be deemed given on the date sent or transmitted.

SECTION 1.3.3.3. Attendance at a meeting shall constitute waiver of notice, except when a Trustee attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not properly called or convened.

SECTION 1.3.4. *Quorum*. Nine Trustees shall constitute a quorum to do business; a lesser number may adjourn.

SECTION 1.3.5. *Ex Officio Trustees*. Ex officio Trustees as specified in the Charter of the University shall be entitled to vote at all Board meetings.

SECTION 1.3.6. *Order of Business at Meetings of the Board*. Unless ordered by the Chair of the Board or other Trustee presiding in the absence of the Chair of the Board, the order of business at each regular meeting of the Board shall be:

1. Roll Call
2. Excuses for absences
3. Approval of minutes of the last meeting
4. Unfinished business
5. Reports of officers
  - (a) Treasurer of the Board
  - (b) President of the University
6. Reports and recommendations of standing committees
7. Reports and recommendations of special committees
8. Appointment of committees
9. Miscellaneous
10. Adjournment

SECTION 1.3.7. *Taking and Preservation of Minutes*. The Vice President ~~and~~ & University Secretary shall take minutes of all meetings of the Board; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; and shall be custodian of all records of the Board.

SECTION 1.3.8. *New Business*. No business properly referable to a standing committee or committees of the Board shall, prior to such reference, be considered in a meeting of the Board without the consent of (1) a majority of the Trustees present who are members of the committee or committees concerned and (2) an affirmative vote of a majority of the Trustees present.

SECTION 1.3.9. *Executive Sessions*. By order of the Chair of the Board or by vote of a majority of the Trustees present at any meeting of the Board, the meeting or a portion thereof may be closed to the public, subject to the applicable requirements of State law concerning access to such meetings. Executive sessions of the Board shall include the Trustees (including the President), the Vice

President & General Counsel, and the Vice President ~~and~~ & University Secretary; *provided, however,* that should the subject of an executive session be the performance of a specific Trustee, the Vice President & General Counsel, or the Vice President ~~and~~ & University Secretary, then that person shall not be entitled to attend. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the Chair of the Board or other Trustee presiding in the absence of the Chair of the Board.

SECTION 1.3.10. *Compliance with Delaware Freedom of Information Act.* In those instances where Delaware's Freedom of Information Act, 29 Del. C. Ch. 100 ("FOIA"), applies to activities of the Board, the Board shall act in compliance with FOIA.

SECTION 1.3.11. *Livestreaming of Board Meetings.* Meetings of the full Board of Trustees shall be livestreamed such that members of the public may hear all meeting participants contemporaneously. Recordings of full Board meetings will be maintained for public access for a period of at least one year.

## **SECTION 1.4. TRUSTEE CONFLICT OF INTEREST POLICY**

SECTION 1.4.1. *Scope.* The purpose of this Conflict of Interest Policy is to protect the University's interest if a transaction or arrangement to which the University is a party might benefit or might be seen as benefiting the private interest of a Trustee.

SECTION 1.4.2. *Policy.* It is the policy of the University that Trustees shall act in a manner consistent with their fiduciary duty and responsibilities to the University, and that, should they have a conflict of interest, they shall recuse themselves from Board consideration of the matter giving rise to the conflict of interest.

SECTION 1.4.3. *Definitions.* As used in this Conflict of Interest Policy, the following terms shall have the meanings indicated.

SECTION 1.4.3.1. "Trustee" means (a) a person serving as a voting or nonvoting member of the Board; (b) an honorary counselor to the Board appointed under Section 1.1.4; (c) a Trustee Emeritus or Trustee Emerita appointed to the Board under Section 1.1.5; and (d) a non-Trustee appointed to a visiting committee under Section 2.13.2.

SECTION 1.4.3.2. "Conflict of interest" means a situation in which a Trustee's financial interest in a transaction for the provision of goods or services to the University for compensation or remuneration or his or her relationship with an organization compromises the Trustee's independence of judgment, allows a Trustee to exploit his or her position for personal or financial gain, or causes harm to the University's reputation.

SECTION 1.4.3.3. "Organization" means an individual, company, association, partnership, or other entity, whether incorporated or unincorporated and whether for-profit or not-for-profit, that provides or has expressed an interest in providing goods or services to the University for compensation or remuneration.



SECTION 1.4.3.4. “Affiliate” means (a) an organization of which a Trustee is an officer, director, trustee, partner, employee or agent; (b) an organization in which the Trustee has a material interest; or (c) any spouse, parent, or child of a Trustee.

SECTION 1.4.3.5. “Material interest” means a financial interest in an organization by virtue of (a) ownership of five percent or more of the organization’s outstanding stock or comparable ownership interest in a non-corporate entity; (b) a paid consulting or employment relationship with the organization; or (c) receipt of a gift, favor, benefit, or service from the organization if the cumulative value of all such gifts, favors, benefits, and services received by such Trustee from such organization in any twelve-month period is \$100 or more.

SECTION 1.4.4. *No Compensation for Trustees.* Trustees serve as volunteers and are not compensated for their services. Consistent with this policy, no Trustee may serve as a paid consultant to or enter into a paid employment or contractual relationship with the University or otherwise provide services to the University for payment while he or she is a Trustee or for a period of one year after service as a Trustee ends; *provided, however*, that the prohibition in this sentence shall not be construed or applied to prohibit a contract of full-time employment between the University and any Trustee who is employed by the University as (1) President or (2) a ~~full-time~~ member of the University Faculty if such Trustee was so employed prior to his or her appointment as a Trustee.

SECTION 1.4.5. *Disclosure.* Each Trustee shall be required to file on an annual basis, and at such other times as a potential conflict of interest may arise, a Disclosure and Compliance Affirmation Statement disclosing his or her financial interest, or that of an affiliate, in a transaction for the provision of goods and services to the University for compensation or remuneration and affirming that (1) the Trustee has read the Conflict of Interest Policy contained in these Bylaws, and (2) the Trustee will avoid participating in any University decision involving or affecting such transaction or where for other reasons the Trustee’s independent judgment could be affected by a conflict of interest.

SECTION 1.4.6. *Recusal.* Trustees shall avoid participating in any University decision in which, by any reasonable standard, institutional or other connections could influence the Trustee’s independent judgment. Where the Trustee is in doubt as to whether he or she should avoid participating in a decision, the Trustee shall raise the issue in advance with the Chair of the Board for determination.

SECTION 1.4.7. *Quorum consideration.* A Trustee who is recused under Section 1.4.6 may be counted in determining the presence of a quorum but such Trustee shall not be counted for purposes of determining whether a quorum exists with respect to the requisite action. In the event that the Chair of the Board is an interested Trustee, the senior Vice Chair of the Board in the case of the Board or the senior Trustee in the case of a committee of the Board shall undertake the powers and duties of the Chair of the Board or committee chair in connection with the matter under consideration.

## **SECTION 1.5. OFFICERS OF THE BOARD AND THEIR DUTIES**

SECTION 1.5.1. *Officers of the Board.* The officers of the Board shall be a Chair of the Board, one or more Vice Chairs of the Board, a Secretary, and a Treasurer. Officers shall be elected annually by a majority vote of those present at the regular spring meeting of the Board. Officers shall each perform the duties imposed upon them in their respective offices by the Charter of the University, these Bylaws, and the general law, and shall hold their offices until their successors are elected. One Trustee may hold more than one office. The Board reserves the power to remove any officer and to fill vacancies occasioned by death, resignation, removal, or any other cause. Officers of the Board shall not be deemed officers of the University.

SECTION 1.5.2. *Chair of the Board.* The Chair of the Board shall preside at all meetings of the Board when present. The Chair of the Board shall have the authority to perform the duties imposed by law, the Charter of the University, these Bylaws, and resolutions of the Board. The Chair of the Board shall perform generally the functions of the executive head of the Board. The Chair of the Board shall be an *ex officio* member of all standing and special committees of the Board. With the exception of the Executive Committee, the Chair of the Board shall not be counted for purposes of determining the presence of a quorum and shall have no vote in standing and special committees.

SECTION 1.5.3. *Vice Chair of the Board.* In the event of the absence or disability of the Chair of the Board, the powers and duties of the Chair of the Board shall devolve upon the senior Vice Chair of the Board. In the event the senior Vice Chair of the Board is absent or unable to serve, or elects not to serve, the next senior Vice Chair of the Board shall be eligible to serve, and so on. Seniority shall be determined by the length of service in the office of Vice Chair of the Board. In the case of contemporaneously elected Vice Chairs of the Board, seniority shall be determined by length of service as a Trustee.

SECTION 1.5.4. *Chair of the Board pro tempore.* In the absence of the Chair of the Board and the Vice Chairs of the Board, the Board shall elect a Chair of the Board pro tempore to preside at that particular meeting.

SECTION 1.5.5. *Secretary.*

SECTION 1.5.5.1. The Secretary, through the Vice President ~~and~~ & University Secretary, shall perform duties imposed by law and usually incident to that office except as otherwise provided by the Board. The Secretary shall, in addition to the sending of notices of meetings herein provided for, see that copies of the minutes of the preceding regular meeting and of any special meeting held since the last regular meeting are sent to each Trustee. As soon as possible after each meeting, the Secretary shall transmit to the proper officer, or to the chairs of the appropriate committees, all papers, matters, or business that may have been referred to them respectively. The Secretary shall notify, by letter, all persons elected or appointed to office by the Board and shall notify those upon whom honorary degrees are to be conferred.

SECTION 1.5.5.2. The Secretary may delegate to the Vice President ~~and~~ & University Secretary or other appropriate officer of the University any of the duties of notification and transmittal.

SECTION 1.5.6. *Treasurer*. The Treasurer, through the Executive Vice President ~~and & Treasurer-Chief Operating Officer~~ of the University, shall have general supervisory authority over the funds and moneys of the University and the disbursement thereof, except to the extent that the Board may otherwise provide. The Treasurer shall render each year to the Committee on Finance a full report and an inventory of the investments of the University. The ~~Treasurer-Executive Vice President & Chief Operating Officer~~ shall also submit to the Board at its regular meeting in December an auditor's report of all accounts up to the first day of the preceding July.

## **ARTICLE 2. COMMITTEES OF THE BOARD AND THEIR DUTIES**

### **SECTION 2.1. STANDING COMMITTEES.**

SECTION 2.1.1. The Standing Committees of the Board shall be: an Executive Committee; a Committee on Academic Affairs; a Committee on Finance; a Committee on Grounds and Buildings; a Committee on Honorary Degrees and Awards; a Committee on Public Affairs and Advancement; and a Committee on Student Life and Athletics. Each of these committees shall consist of not fewer than three members.

SECTION 2.1.2. Any matters appropriate for consideration by a standing committee ordinarily shall first be referred to that committee by the Chair of the Board, except when the Chair of the Board determines in his or her discretion that prompt action is needed. Matters determined to be appropriate for consideration by more than one standing committee may be referred by the Chair of the Board to one or more committees for consideration, jointly or serially, in his or her discretion.

SECTION 2.1.3. The chair of each standing committee, with the concurrence of the Chair of the Board, shall have the authority to establish and appoint members to such subcommittees as he or she deems necessary or desirable to properly discharge the committee's responsibilities and, when authorized by the Executive Committee, to appoint non-voting, advisory members who are not Trustees to attend and participate in the meetings of the standing committee or its subcommittees.

### **SECTION 2.2. EXECUTIVE COMMITTEE.**

SECTION 2.2.1. The Executive Committee shall consist of the Chair of the Board and seven additional Trustees as may be appointed by the Chair of the Board from time to time. Five members shall constitute a legal quorum for the transaction of business.

SECTION 2.2.2. In any interval between the regular meetings of the Board, the Executive Committee shall have authority to transact all business and do any act that could come before the Board.

**SECTION 2.3. COMMITTEE ON ACADEMIC AFFAIRS.** The Committee on Academic Affairs shall have ~~the responsibility to ensure oversight over:~~ the consistency of the academic program ~~is consistent~~ with the University's mission and overall strategy; the allocation of resources within the comprehensive financial plan to ensure it reflects the University's academic priorities; the faculty personnel policies and procedures to ensure they complement academic priorities; the

~~appropriateness of the University's academic programs are appropriate for its students; and the University assesses's assessment of the effectiveness of its academic programs.~~

**SECTION 2.4. COMMITTEE ON FINANCE.** The Committee on Finance shall have ~~general charge and control of oversight over~~ the fiscal affairs of the Corporation. The Committee shall ~~review the annual comprehensive financial plan, showing under appropriate captions the estimated revenues, expenditures and transfers for the next fiscal year, as submitted by the Executive Vice-President & Chief Operating Officer, and have prepared and shall submit to it to the Executive Committee for approval a comprehensive financial plan for the University, showing under appropriate captions the estimated revenues, expenditures and transfers for the next fiscal year.~~ When the comprehensive financial plan has been approved by the Executive Committee and the Board, no person shall have the authority to expend more than the amounts authorized in the comprehensive financial plan; but the Executive Committee may authorize revisions in accordance with University business control policies.

**SECTION 2.5. COMMITTEE ON GROUNDS AND BUILDINGS.** The Committee on Grounds and Buildings shall have oversight ~~of over~~ all matters relating to real estate, construction, and maintenance of property.  
~~No real estate undertaking valued at one million dollars or more shall be approved by the Board without submission to and approval by the Committee on Grounds and Buildings.~~

**SECTION 2.6. COMMITTEE ON HONORARY DEGREES AND AWARDS.**

SECTION 2.6.1. The Committee on Honorary Degrees and Awards shall consist of seven members, four of whom shall be Trustees and appointed by the Chair of the Board, and three of whom shall be members of the University faculty appointed by the President of the University.

SECTION 2.6.2. Nominations for honorary degrees and awards may be made to the Chair of the Board, the President of the University, or to the chair of the Committee on Honorary Degrees and Awards.

SECTION 2.6.3. Honorary degrees and awards shall be granted by the Board upon the recommendation of the Committee on Honorary Degrees and Awards and, in the case of honorary degrees, after consultation with the University Faculty. Both honorary degrees and awards shall recite, as the sole authority for their issuance, the action of the Board granting the degree or award.

**SECTION 2.7. COMMITTEE ON PUBLIC AFFAIRS AND ADVANCEMENT.** The Committee on Public Affairs and Advancement ~~is charged with~~ shall have oversight over - monitoring the political, economic, social, and public policy environment in which the University operates, identifying through external and government relations, communications, and marketing activities those issues that directly impact the University and recommending appropriate courses of action; and advancing the University's mission and programs through the provision of policy direction for a vigorous and appropriate advancement program. These efforts shall align clearly with the stated goals and mission of the University, as approved by the Board ~~or other appropriate authority. The Committee shall assist in the identification and the solicitation of major gifts to the University.~~

**SECTION 2.8. COMMITTEE ON STUDENT LIFE AND ATHLETICS.** The Committee on Student Life and Athletics shall have ~~responsibility for~~ oversight over all matters relating to services for students (other than academic services) or relating to athletics. It shall also consider all aspects of student life and shall review annually the policies promulgated by faculty and student bodies bearing in mind that student governance is a faculty responsibility, as defined in Section 3.2.5 of these Bylaws, but that, under the Charter of the University, the Trustees may, if necessary, promulgate bylaws for the care, control and government of students.

**SECTION 2.9. SPECIAL COMMITTEES.** The Special Committees of the Board shall be a Compensation Committee, which shall have responsibility for approving compensation for the administrative officers of the University, ~~and~~ a Nominating Committee, which shall have responsibility to present nominees to fill vacancies of officers of the Board and in the twenty Board positions filled by the Board, and a Bond Committee, which shall have responsibility for bond financing matters.

**SECTION 2.10. APPOINTMENT OF COMMITTEES.**

SECTION 2.10.1. Members of standing committees shall be appointed each year at the spring meeting of the Board by the Chair of the Board, and members shall hold office for one year or until successors are appointed, except that members of the Executive Committee may be appointed for shorter terms. Members of special committees shall be appointed by the Chair of the Board. Other committees of the Board and the members thereof shall be appointed by the Chair of the Board as occasion may require and for such periods as the Chair of the Board shall determine. The Chair of the Board shall have the power at any time to fill vacancies on committees that may occur and to name additional members to committees within limits prescribed by these Bylaws. The Chair of the Board shall also designate the chair of each of the committees.

SECTION 2.10.2. The President and Trustees who are not members of a standing or visiting committee may attend any standing or visiting committee, subject to the advance approval of the chair of such standing or visiting committee, but their presence shall not be counted for the purpose of determining the presence of a quorum and they shall have no vote.

**SECTION 2.11. REPORTS OF STANDING COMMITTEES.** All standing committees shall submit their respective reports and their recommendations to the Executive Committee. The Executive Committee shall consider the various recommendations contained in such reports and shall submit such reports and the Executive Committee's recommendations to the Board.

**SECTION 2.12. REPORTS OF THE NOMINATING COMMITTEE.** Reports of the Nominating Committee shall be presented orally to the Board at regular meetings of that body or at any special meeting called for the purpose of receiving such reports.

**SECTION 2.13. VISITING COMMITTEES.**

SECTION 2.13.1. *Creation of Visiting Committees.* Visiting committees may be created from time to time by the Executive Committee to serve under standing committees of the Board. A visiting committee would typically be created for the purpose of supporting a unit of the University. A

visiting committee would typically be named to carry out other functions more specific or detailed than those which are the responsibility of a standing committee of the Board.

SECTION 2.13.2. *Appointment of Visiting Committees.* The chair of the standing committee served by a visiting committee, or a member of the standing committee designated by the chair of such standing committee, and the President of the University, or his or her designee, shall each serve ex-officio as a member of any visiting committee, but shall not be counted for the purpose of determining the presence of a quorum and shall have no vote. The chair and other members of a visiting committee shall be appointed, for the terms specified, by the Chair of the Board, and such appointees need not be Trustees.

SECTION 2.13.3. *Coordination.* The Vice President ~~and~~ & University Secretary shall have responsibility for coordination of the affairs of the visiting committees, as in the case of other committees.

### **ARTICLE 3: THE FACULTY AND OFFICERS OF THE UNIVERSITY**

#### **SECTION 3.1. EDUCATIONAL SUBDIVISIONS OF THE UNIVERSITY**

SECTION 3.1.1. *Educational Organization; Colleges.* Until otherwise ordered by the Board, the University shall have ~~seven~~-nine colleges, each headed by a dean: Agriculture and Natural Resources; Arts and Sciences; the Lerner College of Business and Economics; Earth, Ocean, and Environment; Education and Human Development; Engineering; ~~and~~ Health Sciences; Honors; and Graduate.

SECTION 3.1.2. *Changes to Educational Organization.* Recommended changes in the educational organization of the University shall come to the Board through the President of the University.

#### **SECTION 3.2. THE FACULTY**

SECTION 3.2.1. *Role of the Faculty.* Until otherwise ordered by the Board, and to the extent provided in these Bylaws, authority is hereby delegated to the University Faculty to formulate and administer the academic and educational policies of the University in accordance with the Charter of the University, provided that any changes in academic and educational policies having a material financial impact upon the University shall require approval of the Board.

SECTION 3.2.2. *Membership in the Faculty.*

SECTION 3.2.2.1. The voting membership shall consist of the following: the President of the University; academic administrators holding a faculty rank; full-time professors, associate professors, assistant professors, and instructors; and such other members of the administrative and professional staff as may be approved by the Trustees.

SECTION 3.2.2.2. The University Faculty may elect to honorary membership persons who have rendered meritorious service to the University.

SECTION 3.2.3. *Faculty Senate.*

SECTION 3.2.3.1. There exists a Faculty Senate, formed by the University Faculty through its Constitution, which shall function as the standing executive committee of the University Faculty, and that shall, except during regular and special meetings of the University Faculty, exercise all the powers vested in the University Faculty of the University of Delaware by the Board of Trustees, and that shall be empowered to determine the duties that it will delegate to the faculty committees. The Faculty Senate shall have the power to adopt and to amend Senate Bylaws governing its composition, organization, and procedures. The Senate Bylaws shall provide for such standing and special committees as may be needed.

SECTION 3.2.3.2. The Faculty Handbook shall contain the major academic and educational policies and regulations of the University and shall be maintained jointly by the Faculty Senate and the Provost's Office. Changes to the Faculty Handbook (excluding the section on Personnel Benefits) may be proposed by the Faculty Senate, University Faculty or the Provost. Changes initiated through and approved by the Faculty Senate or University Faculty require approval of the Provost. Changes initiated by the Provost require approval of the Faculty Senate or University Faculty. Disapproval by either shall occur only for reasons that are communicated in writing. The parties then shall have the opportunity for further consideration. Conflicts between the Faculty Senate or University Faculty and the Provost, whether with respect to policies proposed by the Provost or originated by the Faculty Senate or University Faculty, shall be resolved by the President after transmittal of their respective views.

SECTION 3.2.4 *The President as Member of the Faculty.* The President of the University shall be the presiding officer of the University Faculty.

SECTION 3.2.5. *Responsibilities of the Faculty.* The University Faculty, ordinarily acting through the Faculty Senate, except when the University Faculty act through a University Faculty meeting (to be held upon call of the President of the University, a majority vote of the Faculty Senate, or a petition by fifteen percent of the voting members of the University Faculty), shall:

SECTION 3.2.5.1. Make recommendations on the rules and regulations for the government and discipline of the student body.

SECTION 3.2.5.2. Provide for the establishment of the curricula and courses at the University.

SECTION 3.2.5.3. Consult with the appropriate unit(s) and make recommendations for programs of extra-curricular education for students.

SECTION 3.2.5.4. Consult with the appropriate unit(s) and make recommendations on educational and academic policies of admission.

SECTION 3.2.5.5. Determine the requirements for academic degrees and recommend candidates for diplomas, academic degrees and academic certificates, which shall be

conferred by the President of the University under the authority of the Board.

SECTION 3.2.5.6. Recommend policies concerning awards, prizes, and scholarships.

SECTION 3.2.5.7. Recommend policies relating to the administration of the University Library.

SECTION 3.2.5.8. Make recommendations for the conduct of formal academic exercises and public functions held under the auspices of the University.

SECTION 3.2.5.9. Adopt regulations governing its own procedures with authority to enact, amend, and repeal its Constitution and Senate Bylaws.

SECTION 3.2.5.10. Determine the duties that it will delegate to Faculty Senate committees and to the faculties of the several colleges and divisions of the University.

SECTION 3.2.5.11. Make recommendations concerning the establishment of any degree program or the disestablishment of any degree program.

SECTION 3.2.5.12. Consider and make recommendations for proposed changes in University organization. Changes in University organization shall include the establishment or abolition of academic departments, colleges or divisions; the transfer of a department or division from one college to another; and the establishment or abolition of administrative offices that are directly concerned with academic matters.

SECTION 3.2.6. *Privileges of the Faculty.* It shall be the privilege of the University Faculty:

SECTION 3.2.6.1. To consider matters of general interest to the University and make recommendations thereupon to the President for transmission to the Board.

SECTION 3.2.6.2. To make recommendations to the President or the President's designee, for transmission to the Board, concerning the formation of policies governing academic appointments, promotions, tenure, dismissals, and salaries.

SECTION 3.2.6.3. To propose to the President, for transmission to the Board, amendments to these Bylaws, *provided that* any such proposed amendment is proposed in writing at the preceding regular meeting of the University Faculty.

SECTION 3.2.7. *President and Faculty.* The University Faculty and Administrative Officers of the University shall administer the academic and educational policies of the University in a collaborative manner. All matters of conflicting jurisdiction as to the exercise of powers by the several colleges and divisions shall be decided by the President of the University in his or her sole discretion.

### **SECTION 3.3. ADMINISTRATIVE OFFICERS OF THE UNIVERSITY**

SECTION 3.3.1. *Administrative Officers of the University.* The ~~administrative~~ Administrative



Officers of the University shall be the President of the University; the Provost; the Executive Vice President ~~and & Treasurer~~ Chief Operating Officer; the Vice President ~~and &~~ University Secretary; and such University officers holding the rank of Vice President and such other administrative officers as the Board, by resolution, shall from time to time establish.

SECTION 3.3.2. *President of the University.*

SECTION 3.3.2.1. The President of the University is appointed by the Board and serves at the pleasure of the Board.

SECTION 3.3.2.2. The President, as the executive agent of the Board and the chief executive officer of the University shall have general supervision of the affairs of the University.

SECTION 3.3.2.3. Subject to confirmation by the Board, the President shall appoint the Provost, the Executive Vice President ~~and & Treasurer~~ Chief Operating Officer, the Vice President ~~and &~~ University Secretary, the Vice Presidents of the University, and other officers of the University; and subject to recommendation by the Provost and confirmation by the Trustees, the President shall appoint the Deans.

SECTION 3.3.2.4. In the event of a scheduled absence, the President may delegate administrative functions to any administrative officer.

SECTION 3.3.2.5. In the event of incapacity of the President that materially impairs the President's ability to discharge the responsibilities of the office, the Provost shall perform the duties of the President, unless the Board of Trustees shall direct otherwise.

SECTION 3.3.2.6. In the event of a vacancy in the office of the President, an Acting President shall be chosen by the Board to serve at the pleasure of the Board. The Chair of the Board shall appoint a special committee, the members of which need not all be Trustees, that, pursuant to policies and procedures adopted by the Board, shall seek and evaluate candidates for the office. To be elected, a nominee must receive the affirmative vote of at least a majority of the voting members of the Board then in office.

SECTION 3.3.2.7. The President shall be removable from office only upon the affirmative vote of a majority of the voting members of the Board then in office.

SECTION 3.3.3. *The Provost.*

SECTION 3.3.3.1. The Provost shall be the chief academic officer of the University next in authority to the President of the University. The Provost shall report to the President and, in addition to the powers and duties specified in this Bylaw, shall have such additional powers and duties as shall be assigned from time to time by the President.

SECTION 3.3.3.2. As chief academic officer, the Provost shall be responsible for proposing academic and educational policies to the Faculty Senate and for reviewing and approving, prior to implementation, all academic and educational policies of the University which are initiated and approved by the Faculty Senate or University Faculty. Disapproval by the

Provost of policies approved by the Faculty Senate or University Faculty shall occur only for reasons that are communicated in writing to the Faculty Senate or University Faculty by the Provost. The Faculty Senate or University Faculty then shall have the opportunity for further consideration. Conflicts between the Faculty Senate or University Faculty and the Provost, whether with respect to policies proposed by the Provost or originated by the Faculty Senate or University Faculty, shall be resolved by the President after transmittal of their respective views.

SECTION 3.3.3.3. The Provost shall receive through the Faculty Senate or University Faculty recommendations developed by the faculty and educational officers for consideration and recommendation to the President and Board of Trustees.

SECTION 3.3.4. *The Executive Vice President ~~and & Treasurer~~ Chief Operating Officer.* Under the direction of the President, the Executive Vice President ~~and & Treasurer~~ Chief Operating Officer is the chief administrative and financial officer of the University.

SECTION 3.3.5. *The Vice President ~~and &~~ University Secretary.*

SECTION 3.3.5.1. Under the direction of the President and the Board, the Vice President ~~and &~~ University Secretary is responsible for the administration of matters related to the Board, its standing, special, and visiting committees, including the official record of actions considered and taken by the Board and its committees, and providing staff support for the Board and its committees. The Vice President ~~and &~~ University Secretary is the liaison between the Board and the University administration.

SECTION 3.3.5.2. The Vice President ~~and &~~ University Secretary shall affix the seal of the University to such documents as may require it.

## **SECTION 3.4. ACADEMIC DEANS OF THE UNIVERSITY**

SECTION 3.4.1. *Deans of Colleges.* Under the direction of the Provost, each of the University's colleges shall be managed and directed by a dean, who shall be appointed as provided in Section 3.3.2.63.

SECTION 3.4.2. *Duties of Deans.* The dean of any college, in addition to other duties, shall have immediate charge of supervising and coordinating all research, instructional, educational, budgeting and outreach activities of that college.

## **SECTION 3.5. CHAIRS/DIRECTORS OF ACADEMIC DEPARTMENTS/SCHOOLS**

SECTION 3.5.1. *Appointments of Chairs/Directors of Academic Departments/Schools.* Department chairs/School directors shall be appointed by the President of the University, upon the recommendation of the appropriate deans and the Provost, with the President having the authority to replace a department chair/school director at any time if, in the opinion of the President, Provost, or the appropriate dean, such action shall be desirable.

SECTION 3.5.2. *Duties of Chairs/Directors.* The chair/director of any department/school, in addition to other duties, shall have immediate charge of supervising and coordinating all research, instructional, educational, and outreach activities of that department/school.

#### **ARTICLE 4: INDEMNIFICATION AND ADVANCEMENT OF EXPENSES OF TRUSTEES AND OFFICERS**

**SECTION 4.1. ELIGIBILITY FOR INDEMNIFICATION.** Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee or Aministrative Officer of the University of Delaware, or is or was serving at the request of the University as a trustee, director, or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the University against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if the trustee, director, or officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the University, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, the University shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such indemnification is authorized by the Board. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the University, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful; provided, however, if the action referred to above is brought by or in the right of the University to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the University unless and only to the extent that the Court of Chancery of the State of Delaware or the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the said Court shall deem proper.

**SECTION 4.2. INDEMNIFICATION AGAINST EXPENSES.** To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 4.1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

**SECTION 4.3. DETERMINATION OF ELIGIBILITY.** Except as provided in Section 4.2 or ordered by a court, any indemnification authorized by Section 4.1 shall be made by the University only as authorized in the specific case upon a determination that indemnification of the trustee, director, or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 4.1. Such determination shall be made (1) by the Board by a majority vote of Trustees who were not parties to such action, suit or proceeding even though less than a quorum, or (2) by a committee of such Trustees designated by majority vote of such

Trustees even though less than a quorum, or (3) if there are no such Trustees, or if such disinterested Trustees so direct, by independent legal counsel in a written opinion.

**SECTION 4.4. ADVANCE PAYMENT OF EXPENSES.** Expenses (including attorneys' fees) incurred by the persons identified in Section 4.1 in defending a civil or criminal action, suit or proceeding referred to in Section 4.1 shall be paid in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such a person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the University as authorized by these Bylaws.

**SECTION 4.5. MISCELLANEOUS.** The foregoing rights of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such trustee, director, or officer may be entitled, under any other Bylaw, agreement, vote of disinterested trustees or otherwise, and shall continue as to a person who has ceased to be a trustee, director, or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **ARTICLE 5: AMENDMENT OF BYLAWS**

**SECTION 5.1. AMENDMENT OF BYLAWS.** These Bylaws may be altered or amended at any meeting by a vote of a majority of all Trustees.