

## **Report of Senate Review Committee**

**December 23, 2025**

### **The Senate Review Committee**

The Senate Review Committee was proposed by Acting President Claire Shipman and approved by the Columbia University Board of Trustees on May 5, 2025. The Committee is chaired by Thomas W. Merrill, the Charles Evans Hughes Professor at the Columbia Law School. In addition to the chair, it consists of two emeritus trustees of the University, Rolando T. Acosta and Esta Eiger Stecher, and four tenured faculty members: Andrew Marks, a professor in the Vagelos College of Physicians and Surgeons and a member of the Senate, Henning Schulzrinne, a professor in the Fu Foundation School of Engineering and Applied Science and a member of the Senate, Vicki Morwitz, a professor in the Business School, and Justin Phillips, a professor in the Department of Political Science.

The Committee was charged with reviewing the Senate and similar bodies of peer institutions; examining the relationship between the University Senate, the Trustees, and the University Administration; developing recommendations to encourage broader participation in the Senate and in the elections of Senators, including considering term limits for Senators and Committee Chairs; clarifying the Senate's internal structure and responsibilities; and making recommendations to enhance institutional support for the Senate.<sup>1</sup>

The Committee's most general conclusions are as follows: The Senate is a valuable institution that performs multiple important functions for the Columbia community. It is also the only body in the University that is broadly representative, allowing faculty, students, researchers, and staff to be heard on matters of mutual concern. Although the University has undergone enormous change since 1969 when the Senate was created (Appendix A), the Senate has remained largely unmodified in form and composition. This suggests the need for reforms on many dimensions if the Senate is to continue to play the vital role originally envisioned for it at Columbia.

The Committee's report begins with a review of the background of the University Senate and recent events suggesting the need for reform. This is followed by recommendations for improving the relationship between the Senate, the Administration, and the Board of Trustees; recommendations for term limits for elected Senators; recommendations for enhancing awareness of the Senate among the constituent groups that elect representatives to the Senate; and recommendations for improving the functioning of the Senate and its committees. It then briefly describes three important issues that require additional information and input from a variety of stakeholders: whether modifications to the committee structure of the Senate are

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<sup>1</sup> David J. Greenwald & Jeh Charles Johnson, [An Update on the Senate Review Process](#), Office of the Secretary (May 6, 2025).

warranted; whether changes should be made to the apportionment of seats on the Senate among different units of the University; and whether the Senate's duties and powers as described in the University Statutes should be revised or clarified.

The Committee shared near-final versions of this Report with senior Administrators, the Co-Chairs of the Board of Trustees, and the Senate Executive Committee, with the request that they identify any errors in the description of the facts on which the Committee's recommendations are based. We are grateful for their careful review and the feedback we have received. We have made every effort take their sometimes differing views into account and to describe the history and structure of the Senate as accurately as possible.

## **Background**

The University Senate was created in 1969, as part of an effort to bring the University community together after widespread campus turmoil in 1968. The spring of that year was a particularly difficult one in American history, with mounting resistance to the Vietnam War, President Johnson's decision not to seek another term of office, and the assassinations of prominent political figures including Dr. Martin Luther King. The Students for a Democratic Society (SDS), a national student group with a presence among the Columbia student body, organized protests focused on the University's classified research work for the Defense Department. The Students' Afro-American Society, another Columbia student group, led a challenge to the Administration's proposal to construct a gymnasium in Morningside Park. Divisions over these and other matters produced demonstrations on campus and led to the occupation by students of five University buildings, including the office of the President in Low Library. After a week of tense negotiations, the Administration called in the New York Police Department to clear the buildings and arrest the occupiers. A melee between the police and a crowd of onlookers on the South Lawn resulted in multiple injuries.<sup>2</sup>

After the occupation of the University buildings ended, two committees were formed to restore the activities of the University and a semblance of normalcy. The first, the Joint Committee on Disciplinary Affairs, was established by the University Administration to recommend disciplinary procedures for the students arrested on April 30, 1968, and to propose rules of conduct for the future.

The other committee was called the Executive Committee of the Faculty. This committee, chaired by Michael Sovern, a law professor and future University President, took as its task the reform of University governance. The "first and only proposal" of the Sovern Committee was

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<sup>2</sup> See Robert McCaughey, *Stand, Columbia: A History of Columbia University* 462-89 (2003); Michael I. Sovern, *An Improbable Life: My Years at Columbia and Other Adventures* 18-38 (2014).

that a new representative body be created, “to be known as the University Senate.”<sup>3</sup> After being refined multiple times in response to comments from various segments of the Columbia community, the Sovern Committee’s draft was submitted to a general referendum of tenured faculty, nontenured faculty, and students, and was approved by a favorable vote of roughly 90 percent.<sup>4</sup> Backed by this popular support, the proposal was submitted to the Trustees, who approved it with minor amendments in May of 1969.<sup>5</sup> The proposal for a Senate was then incorporated into the University Statutes as Chapter II, and numerous other amendments to the Statutes were adopted describing the role of the Senate in such matters as approving new academic programs, reviewing degree requirements, and hearing faculty grievances.

The new Chapter II was understood to abolish two existing entities, the University Council and the Advisory Committee of the Faculties, the former consisting of tenured faculty and senior administrators, the latter consisting exclusively of tenured faculty. Both bodies were regarded by the Sovern Committee as “ineffective” as forums for the expression of faculty opinion and the “assertion of the faculty’s role in formulating university policy.”<sup>6</sup> They were replaced by a Senate consisting of elected representatives from most units of the University, including students and administrators. The original proposal called for a Senate of 100 members, because any larger body would require rules “to limit debate” and reliance on a “highly controlled system of leadership.”<sup>7</sup> As finally approved, the Senate consisted of 101 Senators, comprised of nine senior administrators, 42 tenured faculty, 15 nontenured faculty, 21 students, six representatives of affiliated institutions, and two representatives of the libraries, two of the research officers, two of the administrative staff, and two of the alumni. The large component of tenured faculty, together with the nine senior administrators, effectively meant that tenured faculty and senior administrators could control the positions taken by the Senate.<sup>8</sup>

The Sovern Committee characterized the new Senate as “a policy-making body which may consider all matters of university-wide concern and all matters affecting more than one faculty or school.”<sup>9</sup> Similar language appears in Section 23 of Chapter II, entitled “General Policies.” However, other provisions of Chapter II, including Section 22 (“Duties”) and Section 24 (“Powers”), were copied verbatim from the previous description of the “Duties” and “Powers” of the old University Council.<sup>10</sup> Moreover, the Senate’s authority under Section 23 was limited to those situations where the “concurrence” of the Trustees was not required, and the President was authorized to instruct the Senate when Trustee concurrence was required.<sup>11</sup> Post-

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<sup>3</sup> Exec. Comm. of the Faculty, *Proposal for a University Senate with Faculty, Student, Administration, and Other Membership* (Mar. 20, 1969) (on file with Columbia Univ. Archives).

<sup>4</sup> McCaughey, *supra* note 2, at 489.

<sup>5</sup> Columbia Univ., *Minutes of The Trustees of Columbia University, Revised University Charters and Statutes* (May 13, 1969) (on file with Columbia Univ. Archives).

<sup>6</sup> *Proposal for a University Senate*, *supra* note 3, at 8–9.

<sup>7</sup> *Proposal for a University Senate*, *supra* note 3, at 14.

<sup>8</sup> See Columbia Univ., *Charters and Statutes* ch. II (adopted May 13, 1969).

<sup>9</sup> *Proposal for a University Senate*, *supra* note 3, at 3.

<sup>10</sup> *Id.* at 25 n. 1.

<sup>11</sup> 1969 *Charters and Statutes*, *supra* note 8, § 25.

1968 reforms gave the Senate responsibility for formulating rules of conduct related to protests and demonstrations, a feature explained by the Senate’s origins in the protest activity of 1968.

A benchmarking survey of peer institutions reveals that it is not uncommon for other universities to have a body that performs some of the functions of the Columbia Senate (Appendix B). Most of these bodies are composed of tenured faculty, although in a few instances nontenured faculty, students, and others also participate. It is unclear how many peer institutions involve these institutions in formulating rules of conduct.

A review of the Columbia Archives reveals that the description of the role of the Senate in the University Statutes has changed relatively little since 1969. From the beginning, it was envisioned that the Senate would work primarily through committees. The Senate’s current committee structure (Appendix C) is largely similar to the original (Appendix D). Every Senator serves on at least one committee, and an effort is made to assign Senators to a committee of their choice. The members of each committee select the committee chair. The Executive Committee serves as the “committee of committees,” and consists of fifteen members. The Chair and Vice Chair must be tenured faculty members and are elected by the Senate as a whole.<sup>12</sup> The other thirteen members include the President and one other member of the Administration, plus eleven members elected by “electoral caucuses” of specific groups within the Senate. The tenured faculty caucus elects five members, the tenure track and off-tenure track caucus (TTOT) elects two members, the student caucus elects three members, and the research officers caucus elects one member (Appendix E). The Executive Committee determines the agenda of the monthly plenary meetings of the Senate. In addition, the University Statutes provide that the Executive Committee has certain consultative functions with the Administration and the Trustees.<sup>13</sup>

The relatively modest changes in the Senate since 1969 include an increase in the number of Senators from 101 to 111 (Appendix F). Most of the growth is attributed to the creation of new units (such as the Climate School) and the addition of four representatives of the Officers of Research. Otherwise, the Senate has not initiated any material revisions to the description of its duties and powers set forth in Chapter II of the University Statutes. The Senate’s By-Laws also have not changed in any meaningful way, although there have been modest changes to the allocation of seats among different units of the University, the merger of two original committees, the addition of three new committees, and updates to reflect electronic participation. A number of revisions have also been made to the Executive Committee, including the addition of term limits for the Chair and Vice Chair and changes to the timing of Chair elections and to the nomination process and qualifications for the Chair (Appendix G).

Based on a review of the Senate’s history and the insights of present and former Senators, the Committee concludes that the Senate performs several valuable functions for the University. First, the Senate, working through its committees, provides a university-wide perspective on

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<sup>12</sup> Columbia Univ. Senate, *By-Laws, Statutes, and Rules* § 3(h) (as of Feb. 7, 2025).

<sup>13</sup> Columbia Univ., *Charters and Statutes* (with amendments as of September 2025) § 26.

certain academic functions, such as adopting new departments or degrees, fixing the academic calendar, reviewing faculty grievances, and suggesting candidates for academic honors and prizes. Second, the Senate serves as a forum for addressing general policies affecting the welfare of University employees, such as policies involving University housing, parking, retirement and medical leave, and other benefits. Third, the Senate serves as a venue for calling attention to matters of concern on campus, such as the need for clearer rules about faculty-student romantic or personal relationships. Fourth, the Senate provides a forum for collective expression about potentially divisive issues within the University community.

The diverse functions of the Senate suggest that the Senate should be composed of representatives having diverse backgrounds and skills. The academic functions require Senators with significant academic experience, such as the tenured faculty. Other functions require Senators who interact well with administrators. Still others require Senators who reflect a broad but balanced representation of different units and functions within the University.

Based on its history, it is also clear that the Senate has in the past contributed to fostering a culture of cooperative decision-making at Columbia. For example, the Senate played an important role in achieving consensus about re-admitting the ROTC to campus. It added its voice to those calling for divesting from firms doing business in South Africa during the era of apartheid, helping persuade the Trustees to adopt such a policy. It worked with the Administration in revising the Rules of Conduct in 2015 to highlight the importance of protecting academic freedom. It worked closely with the Administration in developing plans to address the COVID crisis, including the development and adoption of a new academic calendar. And the Senate worked with the Administration in developing and adopting the establishment of the Climate School. In recent years as well, Senate committees have undertaken substantial work on academic freedom, faculty welfare, and student support, reflecting continued commitment to shared governance.

Unfortunately, testimony from a variety of sources indicates that the relationship between the Senate, the Board of Trustees, and the Administration has deteriorated in recent years. A number of factors may have contributed to this. The COVID pandemic eliminated face-to-face contact between senior administrators and the Senate plenary and its committees, and the practice of in-person meetings has only partly been restored since then. Columbia has recently experienced a significant degree of turnover among senior administrators, most prominently but not exclusively at the presidential level. This too may well have contributed to what we understand the Senate perceives as some disengagement by the Administration. We address other factors in our recommendations below.

The terrorist attack on Israel on October 7, 2023, and Israel's response landed in the midst of this deteriorating relationship between the Senate, the Administration, and the Trustees. The events in question were wrenching and deeply disturbing to many on campus. Perhaps inevitably, the divisions on campus spilled over to the Senate, which became a forum for speeches and resolutions addressing the protests (Appendix H). Indeed, the Senate and the

Administration took conflicting positions about the appropriate response to the protests, which made a prompt and coherent response to the turmoil difficult. We make no attempt to provide a full catalog of the ways in which the Senate and the Administration acted at cross-purposes during the campus disruptions. We cite just two examples that illustrate the problem.

First, throughout 2023 and 2024, the Senate repeatedly disagreed with the Administration about the appropriate response to protest activity on campus. The Senate particularly objected when the Administration decided to bring disciplinary proceedings against students in the Center for Student Success and Intervention (CSSI) rather than through University Judicial Boards (UJBs). The primary objection of the Senate was that the Administration’s action conflicted with the Rules of Conduct in the University Statutes.<sup>14</sup>

The point is not who was right about these matters. While the Senate had an argument based on the then-existing text of the University Statutes,<sup>15</sup> the Administration arguably had a better sense of the exigencies of the situation. The disagreements between the Senate and the Administration occurred during a period of heightened external scrutiny and rapidly evolving campus conditions, which complicated timely decision-making by all parties. This contributed to delays in defining prohibited conduct and resolving disciplinary actions against students and others accused of misconduct. The delays generated media publicity, a Congressional subpoena, and played a role in the resignation of two Columbia University Presidents. It also encouraged further disruptions, including an unauthorized protest in Butler Library during reading week in the spring of 2025.<sup>16</sup> Ultimately, the failure to act more forcefully was found by the Trump

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<sup>14</sup> See, e.g., Columbia Univ. Senate, *Plenary Session Minutes* (Nov. 17, 2023) (statement by the Rules Committee that the Administration’s actions were “chilling speech in general across our campus”); Columbia Univ. Senate, *Plenary Session Minutes* (Dec. 8, 2023) (condemning the Administration for “circumventing the Rules of Conduct”); Columbia Univ. Senate, *Plenary Session Minutes* (Mar. 22, 2024) (statement by the Rules Committee that “the responsible regulation of the time, place and manner of public expression on Columbia’s campuses is a major question of legislative policy, and the answer to that question is entrusted to the Senate”); Columbia Univ. Senate, *Plenary Session Minutes* (May 24, 2024) (reporting Senate resolution calling for a halt to all disciplinary cases in CSSI related to encampments and the occupation of Hamilton Hall as being contrary to the Rules of Conduct in the University Statutes); Colum Univ. Senate, *Plenary Session Minutes* (July 18, 2025) (statement of the Rules Committee that the delays in the disciplinary process were “due to decisions made by the University Administration,” primarily the effort to pursue protest cases through the CSSI).

<sup>15</sup> Under the Rules of Conduct then in effect, “[o]nly the University Judicial Board shall...be empowered to determine whether the actions of the accused were in violation of these Rules.” Columbia Univ. *Charters and Statutes* § 444(b) (with amendments as of May 2024).

<sup>16</sup> On May 7, 2025, the Board of Trustees adopted a resolution confirming that, effective March 21, 2025, “the UJB and rules process” had been transferred to the Office of the Provost. Chapter XLIV of the University Statutes has now been amended to reflect this change. Columbia Univ. *Charters and Statutes* § 445(d) (with amendments as of Sept 2025). A legal opinion obtained by the University (Appendix R) confirms that the Board of Trustees has the authority, under the University Charter and the laws of New York, to amend the University Statutes without obtaining the consent of any other officer, employee, or governing body of the University (including the Senate).

Administration to create a violation of Title VI of the Civil Rights Act, and was used to justify a \$200 million fine against Columbia.<sup>17</sup>

Second, in late spring in 2024, the Executive Committee of the University Senate announced that a “neutral outside investigator” should be appointed to make a comprehensive review of the events of 2023-24, analogous to the “Cox Report” of 1968.<sup>18</sup> While the Administration and the Senate leadership discussed a possible process for this type of investigation, we understand that the Administration regarded such an investigation as inadvisable at a time when the University remained the focus of government scrutiny and informed the Senate of that concern. The Senate disagreed and argued that it was “important that we do this now while we retain documentation and memory.”<sup>19</sup> Rather than drop the idea or postpone it until the volatile environment subsided, the Senate Executive Committee decided to issue its own report without any input or review by the Administration. The result was the “Sundial Report,” a collection of documents about the crisis, including a 250-page “chronology of events.”<sup>20</sup>

The Sundial Report acknowledged that it undoubtedly contained mistakes and invited readers to provide suggested revisions. A month later, another document appeared, called the “Sunlight Report.”<sup>21</sup> This document, which was largely an annotated version of the Sundial Report, noted that the authors of the Sundial Report had failed to disclose their identities, cited what it characterized as numerous errors and omissions in the Sundial Report, and charged that the report had a systematic bias in favor of the pro-Palestinian demonstrators.

The upshot was two lengthy documents posted on the internet offering conflicting characterizations of the events of 2023-24. This perpetuated the appearance of irreconcilable differences at Columbia.<sup>22</sup>

In preparing this Report, the Committee has benefitted from multiple conversations with administrators, deans, and University Senators, including Jeanine D’Armiento, the Chair of the Senate Executive Committee, other members of the Senate Executive Committee, the chairs of

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<sup>17</sup> *Resolution Agreement between the United States of America and Columbia University* § IV.26 (July 23, 2025). The Settlement Agreement between the University and the United States also requires certain changes to the Rules of Conduct, *id.* at § IV.10, which have also been reflected in amendments to Chapter XLIV.

<sup>18</sup> Columbia Univ. Senate, *Plenary Session Minutes* (May 3, 2024) (The “Cox Report” was headed by Archibald Cox, a prominent Harvard Law School Professor and former U.S. Solicitor General.)

<sup>19</sup> Email from Jenine D’Armiento, Chair of the Senate Executive Committee to Provost Angela Olinto, July 18, 2024, provided by the University Senate.

<sup>20</sup> Columbia Univ. Senate, *The Sundial Report: The 2023-2024 Protests at Columbia University* at 8 (March 31, 2025).

<sup>21</sup> See Stand Columbia Society, *The Sunlight Report* (April 30, 2025). One of the members of the Review Committee, Andrew Marks, was listed as a contributor to the Sunlight Report.

<sup>22</sup> The Senate informs us that an updated Sundial Report is being prepared that addresses all comments received from the community, including those contained in the Sunlight Report.

major Senate committees, and especially from the insights of the two sitting Senators who have served for many years on the Senate, Andrew Marks and Henning Schulzrinne, both of whom serve on this Committee. In addition, the Committee commissioned a survey of the history of the Senate with the help of the University Secretary's office and the University Archives; a survey of peer universities to determine whether they have institutions analogous to the Columbia Senate and, if so, how they are organized and what duties and powers they exercise; and a constituent survey of all persons at the University eligible to vote for representatives to the Senate. In each case, Alvarez & Marsal, a consulting firm, provided analysis of the results.

The constituent survey, which was conducted over the summer of 2025 and administered by the consulting firm to preserve anonymity, was sent by email to some 58,000 Columbia constituents eligible to vote for representatives to the Senate, with students being the largest group. The overall response rate was low—somewhat less than four percent—although higher for certain constituencies such as tenured and tenure track faculty and officers of research (Appendix I). The clearest finding is that most people eligible to vote for Senators have little familiarity with the Senate (Appendix J). This supports the conclusion that the Senate has become isolated from the constituencies it represents. There was some variation among units in terms of favorability toward the Senate, with faculty in the Arts and Sciences being relatively more favorable and faculty in the Medical School relatively less favorable (Appendix K). Units in the Medical School also expressed greater dissatisfaction with the allocation of representatives to the Senate (Appendix L).

In sum, the Senate emerged from the crisis of 1968 as an experiment in shared governance that has served Columbia for more than half a century. Yet the historical continuity of its structure and functions, alongside recent strains in its relationships with the Administration and Trustees, suggests the need to revisit its role and effectiveness. The Committee's recommendations are set forth below and are summarized at the conclusion of this Report.

## **II. Committee Recommendations for Immediate Action**

The Committee has identified a number of reforms that should be undertaken without delay. Subpart A includes reforms primarily designed to improve communication between the Senate, the Administration, and the Board of Trustees. The Committee recommends that these reforms be implemented as soon as possible by the Administration and the Trustees. Subpart B addresses the desirability of adopting term limits for elected members of the Senate. These could be adopted by the Senate itself, through an appropriate amendment to the Senate By-Laws. Alternatively, they could be adopted by the Trustees through revisions to the University Statutes. Subpart C proposes reforms designed to strengthen the relationship between elected Senators and the constituents they represent. Subpart D sets forth reforms designed to enhance the performance, accountability, and overall functioning of the Senate itself. The reforms in subparts C and D could be implemented by the Senate through amendments to its By-Laws. Alternatively, they could be implemented by the Trustees through revisions to the University Statutes.

## A. Improved Communication Between the Senate, the Administration and the Trustees

**Recommendation # 1. *President as Presiding Officer of the Senate.*** The University Statutes provide that the President is the presiding officer of the Senate.<sup>23</sup> This provision, included in the original 1969 amendments establishing the University Senate at the insistence of the Board of Trustees, was a wise one.<sup>24</sup> The President's presence promotes mutual understanding between the Administration and the Senate and helps ensure a continuous exchange of information between them, for example, during the typical question-and-answer period after the President's remarks at Senate plenary meetings. It also carries symbolic importance, signaling respect for the Senate as an institution and helping to maintain decorum during plenary sessions.

A review of recent history shows that until 2017 the President attended the monthly Senate plenary meetings fairly regularly (75-100% of the time). Attendance then declined sharply, reaching only 17% in 2019 (before COVID). It remained at relatively low levels through and after the COVID period (when meetings were held virtually) until Interim President Armstrong and Acting President Shipman resumed more regular attendance (Appendix M). We do not suggest that the decline in presidential attendance was the sole cause of the deterioration in the relationship between the Senate and the Administration seen during the events of 2023-24. But it may have contributed to a perception on the part of the Senate that the Administration placed reduced value on the Senate's contributions to shared governance.

The Committee therefore recommends that the President make a committed effort to preside over the monthly meetings of the University Senate. A member of the President's staff should accompany the President to plenary sessions to help ensure that all matters that require follow-up by the President are appropriately tracked.<sup>25</sup>

**Recommendation # 2. *Administrative Liaison to the Senate.*** When the Senate was created in 1969, it may have been reasonable to assume that the President, the Provost, and other senior members of the Administration could remain fully apprised of the business of the Senate and its Executive Committee and the agenda for its plenary sessions. With the increasing complexity of University governance and competing demands on the President's and senior administrators' time, that assumption is no longer realistic. Presidents will inevitably miss some plenary sessions, and even when they attend, they may not have time to study every committee

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<sup>23</sup> *Charters and Statutes, supra* note 13 at § 27.

<sup>24</sup> *Sovern, supra* note 2, at 38.

<sup>25</sup> The Committee recognizes that there will be times when the President cannot attend or stay for the entire plenary meeting. In such cases, it is important that the President call the meeting to order, present the President's report, and answer questions. It is also important that the President and the Senate Executive Committee ensure that any other matters for which the President's presence is particularly valuable are discussed while the President is present. Subject to these qualifications, if need be, the President can turn the running of the remaining meeting over to the Chair of the Executive Committee.

report and resolution in advance. Under the Senate By-Laws, the President and one other senior administrator, typically the Provost, serve on the Senate's Executive Committee, which sets the agenda for the plenary meetings. In practice, however, the President and the Provost may not be able to attend every Executive Committee meeting or be fully informed about the items proposed to be on the agenda of the plenary session and whether they are likely to be controversial.

To help assure that the President and Provost are fully informed about the business of the Senate, and that the Senate is fully informed about the views of the Administration with respect to initiatives the Administration would like the Senate to consider or that it is otherwise considering, the Committee recommends that the Administration designate a member of the senior administration to serve as a formal liaison between the Administration and the Senate. We understand that various administrators have performed such a role informally over the years. The Committee proposes that such a position be formalized.

Formalizing such a position would not require amending either the University Statutes or the Senate By-Laws. The University Statutes provide for nine senior members of the Administration to serve as Senators: the President, the Provost, the Dean of the Faculty of the Graduate School of Arts and Science, and the Dean of Columbia College, plus five additional senior administrators appointed by the President.<sup>26</sup> Without amending the University Statutes, the Administration can therefore name one of the five other senior members of the Administration to be a senior administrator whose responsibility would be enhancing the communication between the Senate, its committees, and the Administration.

The Committee further recommends that the Senatorial-relations administrator participate as a member of the Senate Executive Committee.<sup>27</sup> It would be desirable to have the Provost also continue to serve as a member of the Executive Committee. The Committee therefore recommends that the Senate amend its By-Laws to provide that the President, the Provost, and one other administration representative serve on the Executive Committee. Alternatively, the Trustees should amend the University Statutes to provide that the Executive Committee shall include the President, the Provost, and one other administration representative. In addition, it would be appropriate to allow the Senatorial-relations administrator to serve *ex-officio* on most or all of the other committees of the Senate.

The creation of a Senatorial-relations administrator should improve communication between the Senate and the Administration. This administrator's primary responsibilities would be to (1) brief the President and Provost on the agenda and key issues under discussion in Senate plenary sessions and Executive Committee meetings, and (2) keep abreast of the various proposals under consideration by the Senate committees and make sure the committees have access to appropriate administrators who may have information or ideas relevant to pending proposals. The specific details of the role would need to be refined with experience, but

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<sup>26</sup> *Charters and Statutes*, *supra* note 13 at § 20(a).

<sup>27</sup> See *Senate By-Laws*, *supra* note 12 at § 4(i) (providing that the Executive Committee shall include the President and one other administration representative).

formalizing this position would help restore consistent, two-way communication between the Senate and the Administration.

**Recommendation # 3. *Relations with Trustees.*** The Committee also recommends steps to improve understanding and communication between the Board of Trustees and the Senate. The Board has a committee structure that roughly parallels that of the Senate. Some of these committees—such as the Trustee’s Student Life Committee and the Senate’s Student Affairs Committee—have engaged with each other to constructive effect. It would be desirable for one or more Trustees serving on other Board committees to meet with their Senate counterparts or committee chairs at least once a year to share information and discuss pending issues of mutual concern. Senators already attend several Trustee committee meetings (other than executive sessions)—Student Life, Finance, Physical Assets, and Academic Affairs; the Chair of the Executive Committee attends full Board meetings (except executive sessions). In addition, the co-chairs of the Board meet with the Senate Executive Committee two times a year. These venues can be used more intentionally to promote regular interaction and strengthen communication between the Trustees and the Senate.

The University Statutes provide that “[t]he Trustees shall work with the Executive Committee of the University Senate in the nomination of six Trustees as provided in the By-Laws of the Trustees.”<sup>28</sup> A successful collaboration on potential trustee nominations builds mutual understanding and respect between the Trustees and the Senate. The Committee therefore recommends that members of the Trusteeship Committee of the Board and the Senate Executive Committee meet regularly to explore the types of Board candidates who the Trustees and the Executive Committee agree would add value to Columbia.

Finally, informal measures could further strengthen relationships among the Senate, the Trustees, and the Administration. For example, the Executive Committee could periodically invite Trustees or senior administrators to its meetings when their input would be valuable. Conversely, the Trustees could invite the Executive Committee to attend a social event during a Board meeting to foster more personal connections in a less formal setting.

### **B. Term Limits for Elected Senators and Committee Chairs**

Strengthening the effectiveness of the Senate also requires attention to its internal composition and patterns of membership. A healthy balance between continuity and renewal is essential for a representative body to remain credible and responsive to the constituencies it serves. In this regard the Committee considered whether limits on the length of service of elected Senators would promote broader participation and enhance accountability within the Senate.

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<sup>28</sup> *Charters and Statutes, supra* note 13 at § 26.

**Recommendation # 4. *Term Limits for Senators.*** The Senate currently has no term limits for Senators. (Senators are elected to two-year terms and must stand for re-election at the end of each term if they wish to continue serving on the Senate.) The Senate has recently adopted a limit of three terms for the Chair and Vice Chair of the Executive Committee, and the Structure and Operations Committee is considering a proposal to adopt term limits for all committee chairs. The issue of term limits for all Senators is controversial and, perhaps unsurprisingly, the Senate Executive Committee does not appear to be enthusiastic about adopting more general term limits at this time.

To better understand the issue, the Committee analyzed the distribution of current Senators (other than students and administrators) by terms served. Roughly three out of five non-student/Administration Senators (47 of 77) have served for two terms or fewer (four years), and four out of five (64 of 77) have served for four terms or less (eight years) (Appendix N). This suggests that the Senate already experiences significant turnover even without formal term limits. However, the analysis also revealed that a significant minority of Senators (nine) have served for more than six terms (12 years) and four have served for eleven or more terms (22 years). Moreover, seven long-serving Senators (six or more terms) currently chair or co-chair committees (although term limits for committee chairs, currently under consideration by the Senate, may address the long-serving chair issue). The survey of peer institutions showed that term limits are relatively uncommon among the schools that have institutions analogous to the Columbia Senate (see Appendix B).

All term limit policies for representative bodies involve a tradeoff between promoting fresh ideas and perspectives by bringing in new members and retaining institutional knowledge developed through long service. The same tradeoffs apply in considering term limits for members of the University Senate. Very short-term limits, of, say, one or two terms, for example, would risk creating a Senate with little institutional memory and could cause wide swings in composition based on transient issues or passions. Practically speaking, short term limits would also make it difficult for committees to identify and elect effective chairs, since members would have less opportunity to observe which colleagues exercise sound judgment and are willing to put in the required work.

On the other hand, the current absence of any limit on the number of terms a Senator may serve creates the risk of establishing entrenched positions for a small number of Senators who repeatedly run and are reelected. This, in turn, could foster the perception that the Senate is an unaccountable body disconnected from the constituencies its members were elected to represent. The existence of long-serving Senators may also dampen interest in Senate elections among potential candidates and voters, leading to reduced engagement with Senate affairs.<sup>29</sup>

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<sup>29</sup> R.V. Aguilera & G. Jackson, *The cross-national diversity of corporate governance: dimensions and determinants*, 28 *Academy of Management Review* 447-465 (2003) (research focused on corporate governance highlights the value of rotating leadership roles, transparent conflict-of-interest policies, formal review processes, and term limits for directors).

After weighing these competing considerations, the Committee recommends adopting a formal rule limiting each elected Senator to six two-year terms. A limit of six terms (a total of 12 years) would parallel the term limits that apply, with rare exceptions, to members of the University's Board of Trustees. Such a rule would balance the benefits of turnover with the need to preserve a core of experienced Senators who possess institutional knowledge and can serve effectively as committee chairs.

This change would potentially preclude a small number of long-serving Senators from continuing to participate as Senators in plenary sessions (although they could still attend as members of the community), including those who have contributed significantly through long-standing service on key committees such as the Education Committee. However, since the Senate already allows non-Senators to serve on committees (but not as chairs), this practice could be used to retain the expertise of such individuals, even if they could no longer serve as chairs or vote in plenary sessions.

The Senate could adopt term limits for Senators through an appropriate amendment to their By-Laws. Such an amendment could specify whether the term limit is fixed or applies only to consecutive service, with the possibility of renewed election after a period of hiatus. It could also consider the impact of term limits in special situations where there are an insufficient number of non-term-limited candidates for a particular constituency. The amendment could also address the matter of term limits for committee chairs separately from those for Senators. Alternatively, the Trustees may wish to consider amending the University Statutes to establish a fixed limit of six two-year terms for elected Senators.

### **C. Enhanced Engagement Between Senators and Their Constituents**

The central finding of the constituent survey is that most people eligible to vote for representatives to the Senate are not familiar with the Senate or its functions (see Appendix I). While the survey's response rate was low and therefore may not be fully representative of the views of the entire community, it is difficult to imagine that non-respondents are generally more familiar with the Senate. Given the important functions of the Senate, it is critical to institute reforms that will increase engagement between the Senate and its constituents.

The Senate appears to be aware of this issue and has instituted a series of "town halls" designed to elicit feedback, as well as "primers" sent to the University community to provide information about the work of Senate committees. These are welcome initiatives, but more needs to be done.<sup>30</sup>

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<sup>30</sup> We are informed that the Senate or its Structure and Operations Committee are currently considering other reforms which are consistent with certain of the recommendations in Subparts II(C) and II(D). These include a conflict of interests policy (see Recommendation #8); guidelines on confidentiality (*ibid.*); and a requirement that statements to the plenary sessions be submitted in writing rather than read (Recommendation #10).

The Committee accordingly recommends several reforms that would stimulate interest in serving on the Senate, which could in turn likely produce more contested elections and increased awareness of the Senate's activities.

**Recommendation # 5. *Compensation for Senators.*** Perhaps most importantly, the Committee recommends that the Administration consider adopting tangible incentives for serving on the Senate as a means of stimulating interest in running for election and contributing meaningfully to committee work. The University should provide funding to each unit electing Senators to support such incentives. The form of the incentive would presumably vary by unit and would be determined by each unit individually. The incentive might include, for example, release from a portion of teaching obligations, additional credit toward meeting the teaching requirement for a research leave, or a salary supplement.<sup>31</sup>

**Recommendation # 6. *Improving Elections.*** Interest in Senate elections and service could also be enhanced by holding elections for non-student seats to the Senate once a year, presumably in the spring, rather than holding such elections either in the fall or the spring, as is currently done. Because many student members of the Senate graduate at the end of the academic year, elections for student seats may need to be held in the fall. While a single election period should be the general rule, the Committee recognizes that off-cycle elections may be required during the year for a range of reasons, such as non-renewal of appointments, retirement, or resignation from the Senate.

Currently, the election of Senators is conducted by staff within each school, leading to inconsistent rules and implementation, late elections, and complaints to the Senate Elections Commission. While units of the University probably have the most accurate "census" of eligible voters, the advent of feature-rich web-based election platforms suggests that delegating the vote collection to Senate staff, with elections conducted during a single University-wide election period would be preferable.

Units electing Senators should also be encouraged to conduct candidate forums, with a neutral moderator, such as a former senator. If elections continue to be conducted at the school level, the Senate should also establish stronger training and formal best practices for school-based staff who administer Senate elections, in order to avoid inadvertent violations of election rules.

**Recommendation # 7. *Communications with Constituents.*** Beyond elections, additional measures should be adopted to enhance communication between Senators and the constituents who elect them. For example, a rule could require Senators to meet (or otherwise communicate) with their constituents at least once each semester to report on Senate business and solicit feedback. To facilitate this, each Senator should be given access to an email list maintained by the unit that elected them that would allow direct communication with their constituents. Similarly, a rule could require every Senator to meet with their dean, department head, or senior officer at least once each semester to identify school-specific issues and potential solutions.

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<sup>31</sup> Compare *Senate By-Laws*, *supra* note 12, at § 3(g) (calling for release time or course credit for serving on the Executive Committee).

## D. Improving the Performance / Accountability of the Senate and Its Committees

The Committee also recommends a number of reforms designed to improve the performance of the Senate. We begin with a few general recommendations.

**Recommendation # 8. *Best practices.*** The Senate, perhaps in conjunction with the reapportionment that occurs every five years, should conduct a self-evaluation of its performance and promulgate a strategic plan for the ensuing five years. The Senate should also adopt rules governing conflicts of interest.<sup>32</sup> Such rules should preclude Senators from speaking or voting in plenary sessions about issues as to which they have a conflict of interest (i.e., matters impacting them individually) or from participating in committee deliberations about such matters.

Relatedly, the Senate should develop a list of best practices for media engagement, specifying who may speak on behalf of the whole Senate and how Senators and others at the University can make clear when they are speaking only in a personal capacity.<sup>33</sup>

One of the interesting findings from the constituent survey is that new Senators report a lower rate of approval of the Senate relative to more seasoned Senators (Appendix O). This suggests that new Senators may be relatively unfamiliar with the Senate's activities. If that is correct, perhaps the Senate should institute a more extensive onboarding or orientation program for new Senators, including material on historical practices, rules of procedure, and guidance on best practices in shared governance. Such a program could be tailored by committee, allowing new committee members to benefit from accumulated experience. Similarly, there should be orientation materials for new committee chairs. There could also be a process to introduce new Senators to Trustees and Administration leaders.

**Recommendation # 9. *Adequate Resources.*** The Senate was created in an age of typewriters, mimeographs, and in-person meetings. The Administration should ensure that the Senate has adequate resources to function effectively in today's environment. This includes sufficient staff support and access to modern technology (e.g., for hybrid committee meetings), to enable the Senate to perform its functions effectively and in a timely manner. It is also important that the University identify an auditorium where the Senate can hold its plenary meetings in a hybrid format, if appropriate, and that can accommodate a large audience of observers during periods of heightened attention to Senate activities. (The plenary sessions are intended to be open to all members of the University.)

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<sup>32</sup> We have been informed that the Structure and Operations Committee has drafted such a policy and it has been discussed at two plenary sessions.

<sup>33</sup> The Senate has a longstanding confidentiality policy regarding deliberations in committees, which provides in part that "[i]f it is necessary for someone to speak on behalf of a committee as a whole, the chair should do this, unless someone else is specifically designated by the committee." University Senate, *Guidelines on Confidentiality and Release of Information by Committees* (April 29, 2011) Part C 5.

**Recommendation # 10. *Plenary Sessions.*** Other recommendations concern the conduct of the monthly plenary sessions. The Senate should adopt a code of conduct for plenary sessions that governs both Senators and observers. Matters addressed could include: (i) continue the practice of setting the dates of plenary meetings (other than summer sessions, if any) at the start of the school year; (ii) allow an appropriate amount of time for each plenary meeting (e.g., two hours—the Committee understands that the plenary sessions generally are scheduled for 90 minutes and often run over, with the result that people need to leave before the meeting ends); (iii) provide a timed agenda for the plenary meeting so that the President or Executive Committee Chair can keep the meeting moving forward—if matters need more discussion than is possible in the time allocated, they can be carried over to the next plenary session; (iv) require that statements from committees or commissions be submitted in advance rather than read aloud; and (v) limit each Senator’s speaking time for discussions or questions to two to three minutes rather than the current ten minutes. Regulations governing the use of chat functions during virtual or hybrid plenary sessions should also be considered. The Committee also heard complaints that materials for plenary meetings are often circulated only shortly before the session. The Executive Committee should make every effort to distribute materials for plenary meetings at least one week in advance.

**Recommendation # 11. *Accountability of Committees.*** Several changes should be made to improve the accountability of the Senate’s committees, including: (i) At the beginning of each fall semester, every committee should publish for the plenary meeting its plans for the coming year. The Senate Executive Committee or Structure and Operations Committee should review these plans. The Executive Committee should meet regularly with the committee chairs and members to review agendas, progress, and processes, and the committees should provide regular updates at plenary sessions about their progress in meeting their objectives. (ii) When a committee proposes a resolution to the Executive Committee for the full Senate, the committee should provide complete background information on the resolutions, including the arguments for and against the resolution and whether the committee recommendation is unanimous. (iii) When a matter is brought to a committee for its review by the Administration, a faculty or otherwise, mandatory time limits should be set for committee action and the committee should keep the Administration, faculty, or other proponent apprised of its progress. (iv) Committee members should be given sufficient time, such as 48 or 72 hours prior to the meeting, to review the agenda and materials. (v) Each committee should prepare an annual report, as required by the Senate By-Laws, and post that report on its website. (vi) The Senate should also adopt an annual self-evaluation process in which each committee (including the Executive Committee) prepares an assessment of its performance at the end of the year. (vii) Each committee charter should clearly identify the corresponding administrators (e.g., by EVP) and Trustee committees with which it interacts, to facilitate communication and alignment across entities.

**Recommendation # 12. *The Executive Committee.*** Finally, a few recommendations are specific to the Senate Executive Committee: (i) Like other committees, the Executive Committee members should be provided with materials far enough in advance so that they can appropriately

prepare for the committee meeting. (ii) A member of the President's staff should accompany the President to Executive Committee meetings to ensure appropriate follow-up. (iii) Unless authorized to do so in advance, the general rule should be that the Chair of the Executive Committee is prohibited from taking action in the name of the Senate without consulting the full Executive Committee. The Committee recognizes that there will inevitably be situations where, for confidentiality reasons or otherwise, this will not be possible, and the Chair will have to act alone or in consultation to a smaller group. (iv) Unless otherwise requested by the Trustees or the Administration (which we expect will not happen often), the Chair should report to the full Executive Committee after every meeting with the Trustees or the Administration.

To ensure that appropriate consultation can occur in urgent situations, a rotating group of four Executive Committee faculty members should be designated to be available for consultation with the Administration or Trustees in emergencies. Ideally, membership in this group would change each year.

### **Implementation of Next Steps**

In order to implement the foregoing recommendations as expeditiously as possible, the Committee recommends that a small number of Trustees, senior Administrators, and senior members of the Senate meet on a regular basis, beginning as soon as possible, in order to establish a timeline for responding to each of the recommendations, and determining how they should be incorporated in governing documents. The Committee hopes this can be done in a spirit of mutual respect and cooperation, such as has characterized the relationship among these institutions for the better part of the Senate's history.

### **III. Recommendations for Further Study**

In addition to the recommendations set forth in Part II, which should be implemented as soon as it is feasible to do so, the Committee has identified other recommendations of importance that require further study and input from a wider range of stakeholders.

#### **A. The Committee Structure**

The Senate is in many respects a static institution, largely frozen in the form established in 1969. Stability in organizational structure is often a virtue. Complex organizations such as the University may benefit from a body that serves as a ballast against poorly conceived or overly frequent change. In the case of the Senate, however, institutional stasis likely means that it has lost some of its capacity to function as originally intended: as a deliberative body that identifies emerging issues and provides a forum for community expression when significant conflicts arise within the University community.

A review of the committee structure reveals that it has remained largely unchanged for 56 years. Two of the original committees have been merged: Community Relations and External Relations. Three have been added: Housing Policy, Information and Communication Technology, and Research Officers (see Appendix D). Perhaps the Sovern Committee in 1969 had extraordinary foresight in anticipating the committees that would be needed over time. A more plausible explanation is that each committee, including the Executive Committee, has focused narrowly on its assigned responsibilities, and there has been no mechanism for reviewing whether changes in the University (or the world) call for new or different committees.

Another possible reason for perpetuation of the status quo is that the committee structure is established by the Senate's By-Laws, which under Chapter II of the University Statutes can be amended only by "a three-fifths vote of *all incumbent members* of the University Senate."<sup>34</sup> In practice, it may be difficult to secure approval from 60% of all Senators. A review of attendance at plenary sessions over the past twenty years shows that average attendance has generally been below 60% (Appendix P). More recently, with the introduction of online meetings in 2020, attendance has improved to about 70% on average, but even if more than 60% of Senators are present, that does not guarantee 60% agreement to a proposed amendment.<sup>35</sup> (The quorum issue might be addressed by allowing electronic votes that span multiple days, similar to the current voting mechanism for Executive Committee members.)

With the committee structure effectively frozen, the main source of operational change has been the addition of subcommittees to standing committees and the creation of "commissions." Both are established by the Executive Committee. The By-Laws provide that subcommittees may be authorized by the Executive Committee,<sup>36</sup> while commissions, though not mentioned in the By-Laws, are described in the "Guide to the Senate" as "standing subcommittees" of the Executive Committee.<sup>37</sup> The "Guide" lists five commissions: Benefits, Diversity, Elections, the Status of Health Sciences, and the Status of Women. At least some of these entities, such as the Benefits Commission, could more appropriately function as standing committees.

The larger point is that the structure of standing committees has remained largely unchanged since 1969, and new committee-like entities have been created by the Executive Committee as a kind of second-best solution to formally revising the committee structure. This strongly suggests that a fundamental reconsideration of the committee structure is long overdue.

Given the outsized role of the Executive Committee, both as a gatekeeper determining which committee proposals reach the full Senate and as a consultant to the Administration and

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<sup>34</sup> *Charters and Statutes*, *supra* note 13 at § 26 (emphasis added).

<sup>35</sup> If the nine senior Administrators who serve on the Senate abstain from voting on an amendment, perhaps viewing it as a matter of internal Senate governance, this too will make it difficult to secure the 60% required an amendment of the Bylaws.

<sup>36</sup> *Senate By-Laws*, *supra* note 12, at § 4(i).

<sup>37</sup> Columbia Univ. Senate, *A Guide to the University Senate*, at 10 (September 10, 2025).

the Trustees on select issues, it is also appropriate to reconsider its composition. The By-Laws currently provide that the Executive Committee includes two senior members of the Administration, seven tenured faculty members (including the Chair and Vice Chair), two tenure-track or off-tenure-track (TTOT) faculty, three students, and one officer of research.<sup>38</sup> Given the Committee's sensitive functions, it should be limited to persons directly affiliated with Columbia, as opposed to affiliated institutions, and should have the ability to convene without its student members. Alternative principles for determining the composition of the Committee should also be considered. For example, the Executive Committee could consist of the chairs of other Senate committees, along with senior administrators, with the Chair and the Vice Chair elected by the full Senate (as under the current practice). This would ensure an Executive Committee composed of experienced Senators having a broad perspective on the Senate's activities. This is a familiar practice in determining the composition of executive committees at other profit and nonprofit institutions.

It would not be appropriate for the Senate Review Committee to prescribe a specific reform of the Senate's committee structure. Only the Senate itself has the necessary information to determine which committees are largely inactive, which commissions or subcommittees should be elevated to standing committee status, and which new committees might be needed.<sup>39</sup>

**Recommendation # 13.** The Committee therefore recommends that a separate task force, composed in part of current and former Senators, undertake a comprehensive review of the committee structure and make appropriate recommendations for changes. In addition, the University Statutes could be amended to require that a special commission of the Senate be convened on a regular basis (e.g., every five or ten years) to re-charter all Senate committees, including possible revisions to their mandates, membership, and operating procedures.

## **B. The Apportionment of Seats**

Another factor confirming the static nature of the Senate involves the apportionment of Senators among the different "constituencies" within the University. The issue here is not the reapportionment that the Senate Elections Commission undertakes every five years. The 2020 reapportionment proposed by the Commission and adopted by the Senate resulted in a shift of only one seat—from the Pure Sciences Tenured Faculty to the Engineering & Applied Sciences Tenured Faculty—and that decision was a close call, ultimately resolved by what was effectively a coin flip.<sup>40</sup> The 2025 reapportionment yielded no change.

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<sup>38</sup> *Senate By-Laws*, *supra* note 12, at § 3(d).

<sup>39</sup> The Committee was unable to access the minutes of committee meetings since they "remain confidential for a period of 50 years." Columbia Univ. Senate, *Guidelines on Confidentiality and Release of Information by Senate Committees* § D.1 (April 20, 2011).

<sup>40</sup> Columbia Univ. Senate, Elections Commission, *Plenary Session Minutes, 2020 Reapportionment Report* 105 (May 1, 2020).

The total number of Senate seats and their allocation among the senior Administration, tenured faculty, nontenured faculty, students, researchers, librarians, alumni, and administrative staff is set by the University Statutes (§ 21) and is not affected by the five-year reapportionment exercise. The only way to change the basic apportionment is by amending the Statutes. This has been done several times since 1969, but primarily to add seats, for example, four additional seats for research officers (Appendix Q).

The 1969 apportionment of Senate seats was never intended to reflect a one-person-one vote principle. Rather, it was designed to preserve majority control in the Senate by the same groups that had dominated its predecessor, the University Council, namely senior administrators and tenured faculty. Out of the original 101 Senate seats, nine were allocated to senior administrators and 42 to tenured faculty. Together, these two groups constituted a working majority of 51 seats. Other constituencies that had not previously been represented on the University Council were allocated either one or two seats—enough to give them a voice in deliberations, but not enough to reflect their actual size within the University.

In effect, the original Senate reflected two distinct theories of representation. One held that the bodies traditionally responsible for academic policy—the creation of departments, the setting of degree requirements, and grievances regarding a denial of promotion or tenure—should have sufficient representation to maintain control over those areas. The other held that all units of the University should have enough representation to make their views heard on matters of common concern. Neither theory resembled a one-person one-vote system.

Although periodic amendments to the Statutes have modestly expanded the size of the Senate, it has retained elements of both theories. Nearly all expansions have occurred within the “voice” segment of the original representation, rather than the “control” segment. As a result, the influence of the traditional control group (i.e., the tenured faculty and senior administrators) has been modestly diluted. Their numbers remain fixed by the University Statutes, such that they now comprise 46 percent of the expanded Senate of 111 Senators (down from 50.5 percent originally). This remains a sufficient proportion to assure effective control over traditional matters of academic policy, especially given the prevalence of tenured faculty as committee chairs and their strong representation on the Executive Committee.

The constituent survey revealed satisfaction with the current representation but also dissatisfaction, particularly within the Medical School (see Appendix L). Augmenting the representation of medical faculty is complicated by the fact that individuals holding the title “professor of clinical (department)” at the Columbia University Irving Medical Center vary widely in their roles:<sup>41</sup> some have substantial administrative, research, or teaching responsibilities, while many do not. It may be appropriate to differentiate the degree of additional representation for nontenured Medical School Professors as between those with academic, research, or administrative roles, as opposed to those whose responsibilities are exclusively

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<sup>41</sup> *Charters and Statutes, supra* note 13 at § 61.

clinical. The appropriate subdivision of the medical faculty requires further investigation and resolution as part of undertaking any reconsideration of apportionment of seats under the Statutes.

A final point concerns the interaction between the Senate's fixed committee structure and its static allocation of seats. According to a chart in the "Guide to the Senate," Senators elected by particular constituencies are typically assigned to the Senate Committee most directly relevant to that constituency.<sup>42</sup> For example, all students serve on the Student Affairs Committee; all six research officers serve on the Research Officers Committee; the Faculty Affairs Committee consists entirely of tenured, tenure-track and off-track (TTOT) faculty; both alumni Senators serve on the Alumni Affairs Committee, and both librarians serve on the Libraries and Digital Resources Committee.

In one sense, this practice promotes accountability by ensuring that committee members represent those directly affected by the committee's work. Yet it also raises the risk that committees may act as gatekeepers, preventing broader consideration of certain proposals. For example, if the Faculty Affairs Committee, composed entirely of tenured and TTOT faculty, has jurisdiction over a proposal to increase the number of Professors of Practice (who are not eligible for tenure), it may decline to take up the proposal, effectively blocking it from further discussion. Such proposals should not be bottled up in committee without giving the proponents the opportunity for a broader open discussion of their merits. One possible solution would be to require the Executive Committee to refer such proposals to multiple committees, to ensure cross-constituency review.

**Recommendation # 14.** The Committee therefore recommends the appointment of a task force to undertake a comprehensive review of the apportionment of Senate seats among the University's constituencies, with the goal of modernizing the structure and strengthening the Senate's role as an effective component of University governance. The task force should also consider whether certain groups not currently represented should be given an elected representative on the Senate and whether certain groups currently represented could be better represented in other ways.

### **C. The Ambiguous Powers of the Senate**

A review of the University Charter and the University Statutes reveals that these documents do not directly address the respective powers of the Board of Trustees, the Administration, and the University Senate. Under the Charter and the law of New York, the Trustees have ultimate authority over the affairs of the University. The Trustees also have a fiduciary duty to preserve and protect the welfare of the University, which cannot be delegated.<sup>43</sup>

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<sup>42</sup> *Guide to the University Senate*, *supra* note 31 at 16.

<sup>43</sup> The attached legal opinion (see Appendix R) states that while Trustees may from time to time adopt a Statute or other policy giving University administrators, faculty, the University Senate or other University bodies the responsibility or authority to take certain actions, that responsibility is always subject to the

But the University Statutes do not clearly indicate to what extent the authority of the Board has been delegated to the Senate. This has been the source of confusion and, at times, a source of conflict.

The most comprehensive account of the duties and powers of the Senate appears in Chapter II of the Statutes. Section 22, titled “Duties,” sets forth three duties of the Senate, each expressed in terms of providing advice to the Trustees. Section 23, labeled “General Policies,” presents the Senate as “a general policy-making body which may consider all matters of University-wide concern” and enumerates ten illustrative areas expressed in general terms, such as the authority to “develop and review plans and policies to strengthen the educational system of the University” (§ 23(a)). This Section is expressly qualified as being “[s]ubject to the reserve power of the Trustees and the provisions of Section 25.”

Section 24, titled “Powers,” sets forth eleven categories of powers (said also to be duties), most of which are cross-referenced elsewhere in the Statutes, for example the Senate’s concurrent authority with the appropriate faculty for setting conditions for obtaining degrees. Like Section 23, Section 24 is also qualified as being “subject to the reserve power of the Trustees and the provisions of Section 25.”

Section 25, in turn, begins by stating that “[u]nless Trustee concurrence is required, acts of the University Senate under Sections 22 and 23 shall become final on passage” (§25(a)). It then specifies the matters that do require Trustee concurrence: “all matters involving a change in budgetary appropriations, involving the acquisition or disposition of real property, affecting contractual obligations of the University, or as required by law” (§25(a)). Section 25(a) continues: “In all other matters, the action of the University Senate will be final unless the President shall advise the University Senate not later than its next regularly scheduled meeting that Trustee concurrence is necessary.”

Section 25 concludes by stating that the Trustees must concur or not concur with Senate actions under Sections 22 and 23 within two stated meetings of the Trustees following submission of those actions to the Trustees; implying that if the Trustees do not act within that time frame, the Senate action becomes “final.” By contrast, Section 25(b) provides that if the Senate exercises its powers under Section 24 in a way that “involves a change in the education policy of the University in respect of the requirements of admission or the conditions of graduation” that action will become effective only after Trustee approval, implying that all other actions under Section 24 are final. Finally, Section 25(c) provides that in all cases, the President may request that the Senate reconsider any action taken under sections 22, 23 or 24. It is unclear whether or to what extent the convoluted procedures of Section 25 have been followed; as written, these provisions can be difficult to interpret, leading to differing understandings of the

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Trustees’ reserve powers and may be retracted or changed by the Trustees at any time. Consistent with that premise, the Committee recognizes that the Trustees have the power to change the Statutes without the consent of the Senate.

respective roles of the Trustees, the President and other members of the Administration, and the Senate.

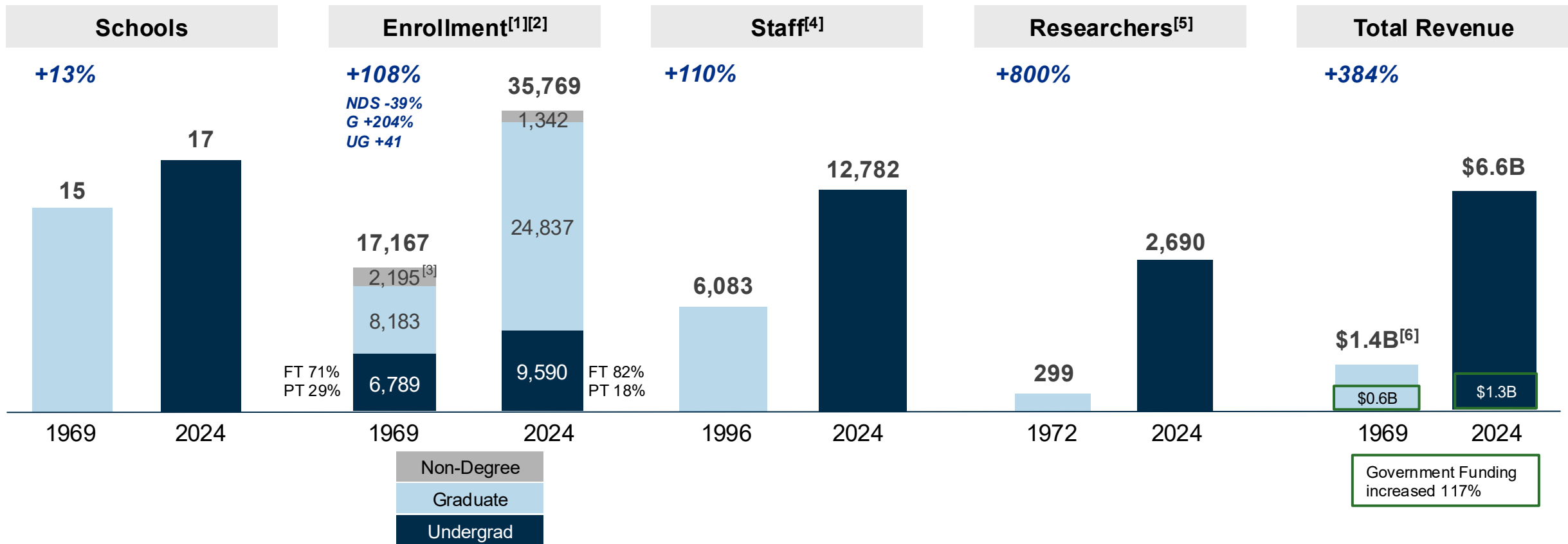
Overall, the University Statutes describe a mix of duties and powers for the Senate. In some areas, the Senate appears to have final authority; in others, its actions are subject to approval by the Trustees or the President; in some, it exercises concurrent authority with another body such as one of the faculties; and in still others, it serves an advisory or consultative function. It would be desirable to reconsider whether, in the light of accumulated experience, the role of the Senate is appropriate or should be modified. As part of any review, it would make sense to look also at the statutory authority of the President, as the “chief officer” of the University and the presiding officer of the Senate with a view toward allowing the President and the Senate to work together to minimize the need for issues to be referred to the Trustees.

**Recommendation # 15.** The Committee therefore recommends that the President establish a task force to review and clarify the duties and powers of the Senate. The Committee notes that, as in the case of the Senate committee structure, very little in Chapter II about the duties and powers of the Senate has changed over the last 56 years. The task force should consider whether any duties and powers should be added to those the Senate currently has and whether any existing duties and powers should be eliminated or modified. It would then propose revisions to the University Statutes to clarify the duties and powers of the Senate in different areas, along with any other necessary updates and corrections.

## Summary of Recommendations

- Recommendation # 1.** That the President commit to presiding over the Senate.
- Recommendation # 2.** That an administrative liaison to the Senate be created.
- Recommendation # 3.** That steps be taken to improve communication between the Trustees and the Senate.
- Recommendation # 4.** That term limits be established for elected Senators.
- Recommendation # 5.** That tangible incentives be adopted for serving on the Senate.
- Recommendation # 6.** That elections to the Senate be held once rather than twice per year and that the election process be centralized.
- Recommendation # 7.** That Senators meet with their constituents and deans at least once per semester.
- Recommendation # 8.** That the Senate adopt rules governing conflicts of interest and contact with the media.
- Recommendation # 9.** That the Senate be given adequate staff support and technology.
- Recommendation #10.** That the Senate adopt a code of conduct for plenary sessions.
- Recommendation # 11.** That committees adopt annual plans and report on progress in meeting those plans.
- Recommendation # 12.** That the chair of the Executive Committee consult with the full committee before taking action in the name of the Senate, except in exigent circumstances.
- Recommendation # 13.** That a task force be formed to review the committee structure of the Senate.
- Recommendation # 14.** That a task force be established to review the apportionment of seats on the Senate.
- Recommendation # 15.** That a task force be established to review the powers of the Senate under the University Statutes.

# Appendix A: Summary of Institutional Changes Since 1969 (Part 1 of 2)



[1] Enrollment includes all students enrolled at Columbia University; it does not include students at affiliated institutions. Columbia College became coeducational in the fall of 1983. There has also been a significant increase in international enrollment.

[2] Part-time (PT) and full-time (FT) enrollment percentages are based on all students.

[3] Non-degree-seeking students in 1969 included non-candidates, Foreign Student Center

students, validation students, postgraduate special students, and other special students.

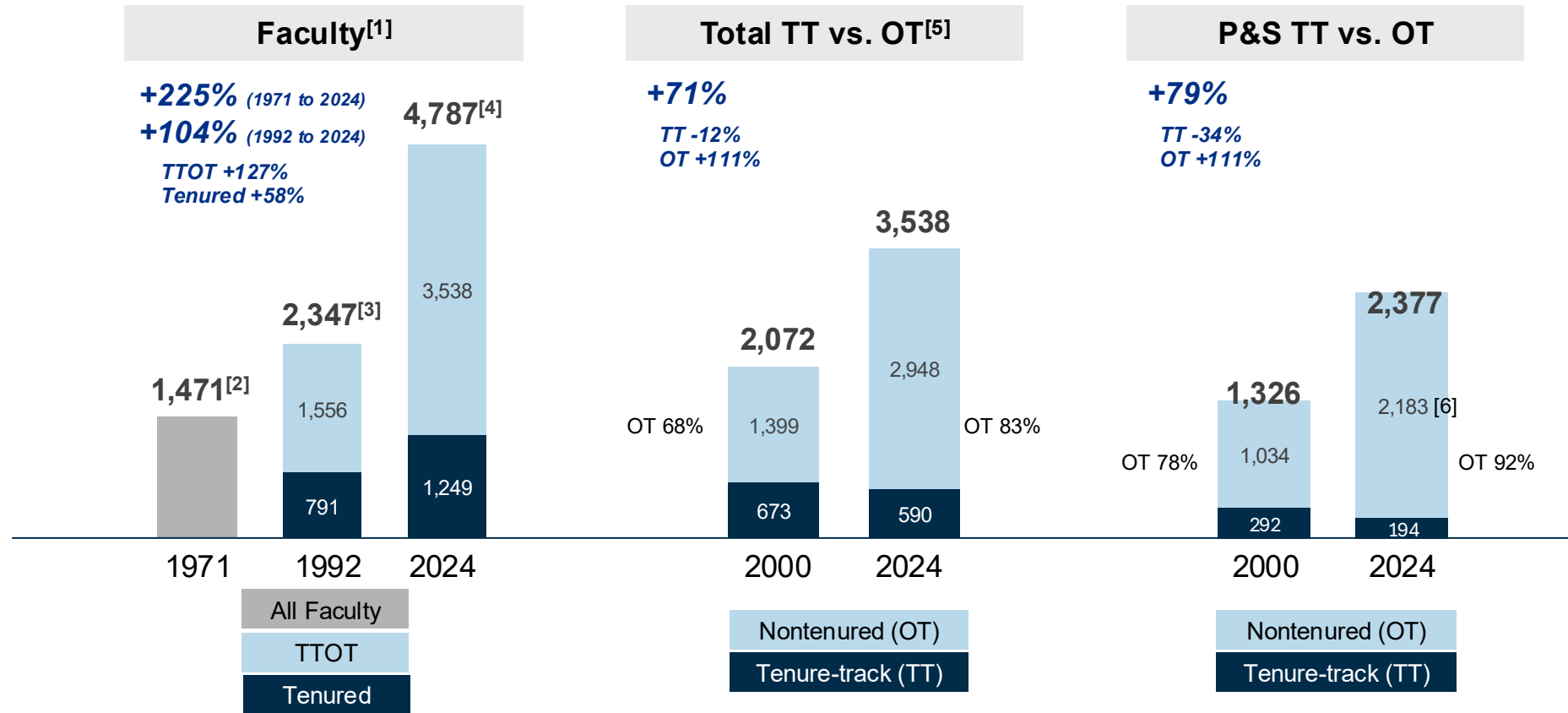
[4] "Staff" refers to employees classified under Libraries, Administration, and Support Staff.

[5] Data on the number of Officers of Research are available only in the 1972 Affirmative Action Program Report.

[6] The 1969 total revenue figure is adjusted for inflation.

Sources: 1968-1969 Financial Report, 1968-1969 Report of the Registrar, Columbia University Affirmative Action Program (December 1972), Office of Planning and Institutional Research (OPIR) – 1993 Statistical Abstract, OPIR – 1997 Statistical Abstract, OPIR - Full-time, Part-time Headcount and Full-Time Equivalent Enrollment by Degree Status, Fall 2024, OPIR – 2024 Full-time Employees by Campus, Job Category, Ethnicity, and Gender, 2024 Columbia University Financial Report

# Appendix A: Summary of Institutional Changes Since 1969 (Part 2 of 2)



[1] “Tenured” refers to tenured and tenure-of-title faculty; “Nontenured” refers to tenure-track and nontenured faculty.

[2] Data on faculty from 1971 does not breakout Tenured vs. Nontenured.







[3] Earliest available data on tenured vs. nontenured faculty is from 1993.

[4] 71.9% of the TTOT growth between 1992 and 2024 is attributed to growth in College of Physicians and Surgeons.






[5] Earliest available data on tenure-track and nontenured faculty is from 2000.

[6] 109.3% of the P&S TTOT growth between 2000 and 2024 is attributed to growth in P&S nontenured faculty.

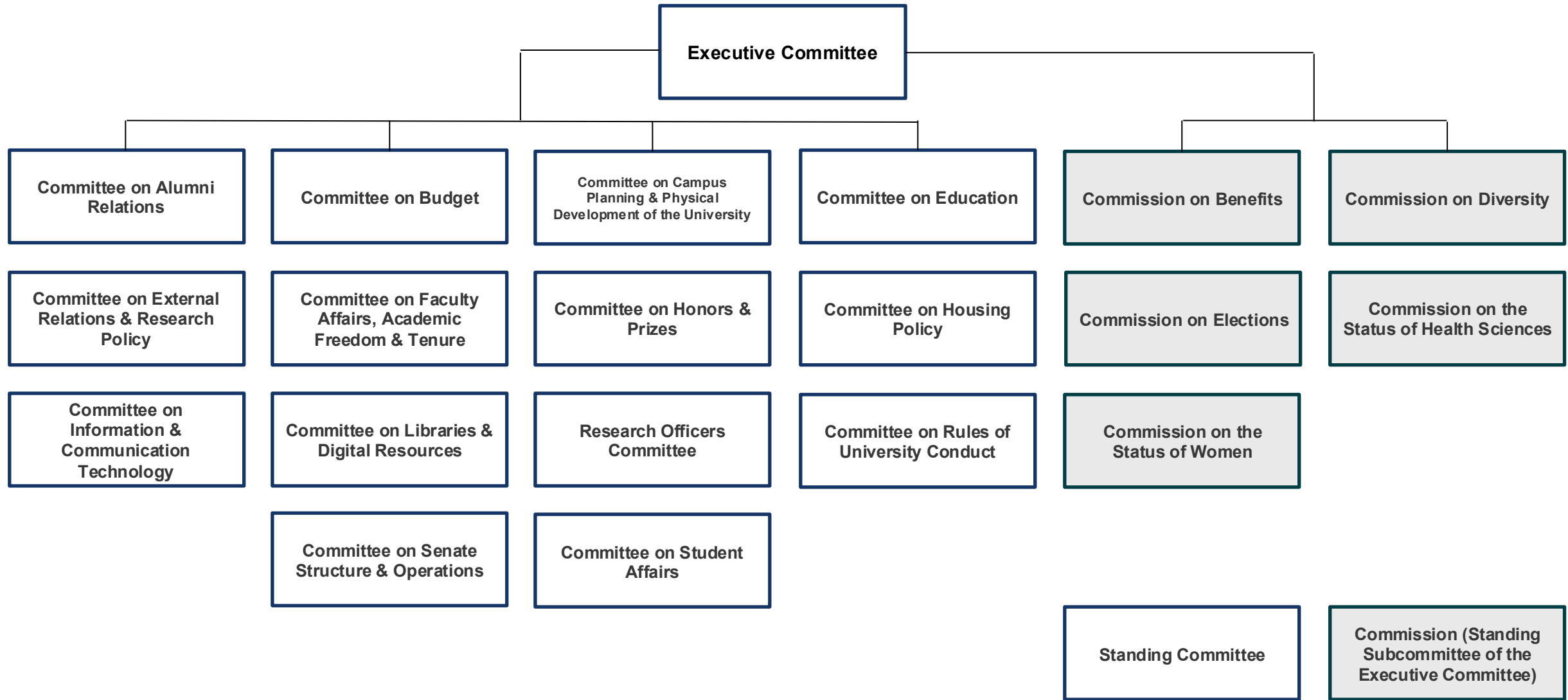
# Appendix B: Peer Benchmarking (part 1 of 2)

School	Name	Size	Student Participation	Term Length	Term Limits	Elected or Appointed	Executive Committee
 Columbia	University Senate	111	Yes	2 years	No fixed term limits	Mixed (some seats elected, others appointed)	15-member Executive Committee
 Brown	"The Faculty"	1,600+ Faculty	Committee Advisory Role (no voting rights)	N/A	N/A	N/A	10-member Faculty Ex. Co. (FEC) sets agendas, manages elections, acts for Faculty between meetings
 Chicago	University Senate	Unknown	No	N/A	N/A	N/A	51-member Council of the Senate guided by 7-member Committee of the Council; elected annually; President presides
 Cornell	Faculty Senate	~180	Non-voting ex officio	3 years	Limited consecutive terms	Elected by college constituency	11-member University Faculty Committee (UFC); sets agenda, liaises with administration
 Dartmouth	General Faculty	673	No	N/A	N/A	N/A	15-member Steering Committee (President-chaired); 3-year faculty terms
 Harvard	University Faculty Advisory Council (UFAC)	16	No	N/A	No fixed term limits	Appointed by President from dean-nominated faculty	None – operates as a single advisory group

# Appendix B: Peer Benchmarking (part 2 of 2)

School	Name	Size	Student Participation	Term Length	Term Limits	Elected or Appointed	Executive Committee
 MIT	No university-wide Senate	N/A	N/A	N/A	N/A	N/A	N/A
 Penn	Faculty Senate	2,900+ Faculty	No	N/A	N/A	N/A	58-member Senate Ex. Co. (SEC) governs Senate and standing committees
 Princeton	Council of the Princeton University Community (CPUC)	51	Yes*	Faculty: 3 years; Students: 1 year; Others vary	No fixed term limits	Mixed (elected + appointed)	14-member Executive Committee (Provost-chaired) sets agendas, coordinates meetings
 Stanford	Faculty Senate	71 (56 voting, 15 ex officio)	"Standing guest seats"	2 years (staggered)	No fixed term limits	Elected by school or discipline	12-member Steering Committee (9 elected + 3 ex officio) sets agenda, reviews programs
 Yale	FAS-SEAS Faculty Senate	25	No	2 years	Up to 3 consecutive terms (max 6 years)	Elected by FAS/SEAS faculty	7-member Executive Council (6 tenured + 1 non-ladder); elected annually

# Appendix C: Senate Committee Structure



# Appendix D: Change in Senate Committees

Executive Committee	13	15	-	
Committee on Education	19	19	-	
Budget Committee ( <i>Renamed</i> )	11	12	1	Officer of Research; Name changed back to Budget Committee (from Budget Review Committee) in 2021
Campus Planning and Physical Development Committee ( <i>Renamed</i> )	15	16	1	Non-Tenured Faculty
Committee on Faculty Affairs, Academic Freedom and Tenure	17	17	-	
Committee on Student Affairs	16	25	9	All Student Senators + 1 non-Senator observer from UTS
Committee on External Relations and Research Policy	17	18	1	Tenured Faculty
Committee on Community Relations ( <i>Merged</i> )	15	-	(15)	Merged with External Relations Committees (1996)
Committee on Rules of University Conduct	15	16	1	Officer of Research
Committee on Alumni Relations	6	7	1	Officer of Research
Committee on Honors and Prizes	14	15	1	Alum
Committee on the Libraries ( <i>Renamed</i> )	11	17	6	+2 Tenured; +1, TTOT; +1 Student; +2 admin staff
Committee on Senate Structure and Operations	12	13	1	Officer of Research
Research Officers Committee	-	9	9	New (2003), formerly Ad Hoc Com on Research Officers Affairs (2001)
Committee on Housing Policy	-	11	11	New (2003)
Committee on Information and Communication Technology	-	13	13	New (2007)

[1] For committees marked as “Renamed” or “Merged,” the name shown is the original name, not the current one.

[2] 1975 is the first year for which data are available.

[3] Although there have been minimal changes to the Standing Committees, there have been changes to Ad Hoc Committees, which were not examined in this analysis.

# Appendix E: Executive Committee Composition and Role

Population	Executive Committee Representation	Nomination
Senior Administrators	2	President and an Officer of Administration of their choice
Tenured Faculty	7	Nominated by the Tenured Faculty Caucus including all Tenured Faculty Senators. Only Tenured Faculty are elected Chair and Vice Chair.
Nontenured Faculty	2	Nominated by the Tenure-Track and Off-Track (TTOT) Faculty Caucus including all TTOT Faculty Senators
Students	3	Nominated by Student Caucus including all Student Senators
Research Officer	1	Nominated by Research Officers Caucus including all Research Officer Senators
<b>Total</b>	<b>15</b>	

## Unrepresented in Executive Committee:

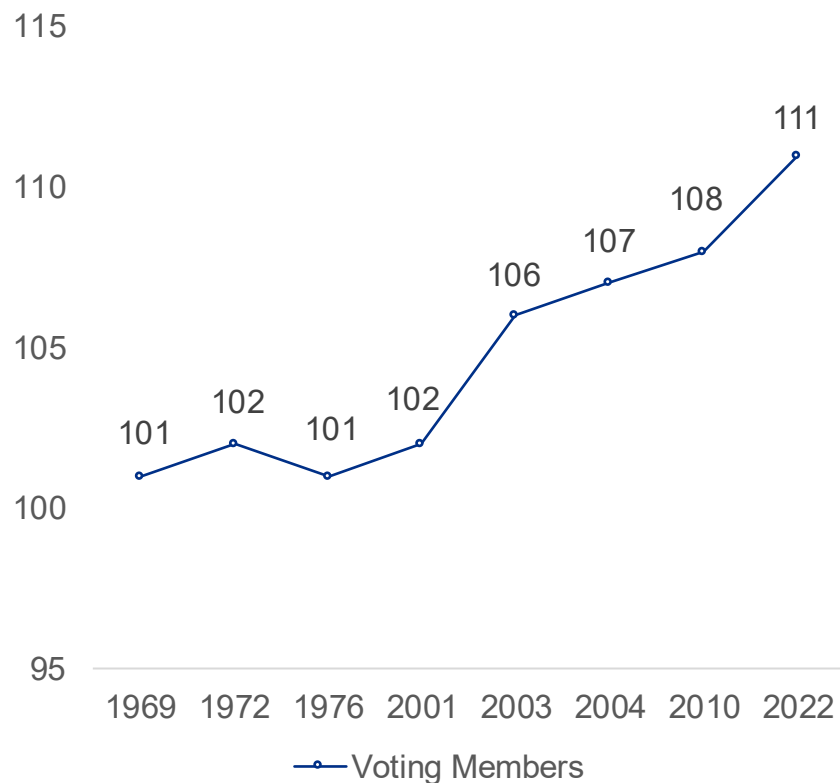
- Alumni
- Libraries
- Administrative Staff
- Affiliated Colleges

[1] By-Laws of the University Senate

- “The Executive Committee shall be the Senate’s agenda committee and its committee on committees.” [1]
- The Senate nominates and elects the Chair and Vice Chair of the Committee. Both must be members of the Tenured Caucus at the time of their nomination and served on the Senate at least two years in the immediately preceding four years.[1]
- “The Executive Committee shall serve as a continuing liaison between the University Senate and the central administration.”[1]

# Appendix F: Changes in Size of Senate

**Growth of Senate Voting Members<sup>[1]</sup>**



Year	Membership Shifts	Composition Revisions
1972	+1 Student seat	To provide voting privileges for Barnard College Students
1976	-1 Faculty seat	To remove College of Pharmaceutical Sciences representation
2001	+1 Student seat	To increase Columbia Corporation seats from 21 to 22
2003	+4 Research Officer seats	To increase Research Officer seats from two to six
2004	+1 Student seat	To establish one Student Senator seat for Teacher's College
2010	+1 TTOT Faculty seat	To add a Nontenured Faculty seat for Professional Studies
2021	+1 Tenured, +1 TTOT, +1 Student seat	No amendment; added three seats to represent Climate School <sup>[2]</sup>

Seat added **with** statutory amendment
  Seat added **without** statutory amendment
  Seat removed **with** statutory amendment

[1] Union Theological Seminary Observer is not included in Senate total.

[2] Climate School seats were added in 2021 by Senate resolution but were not reflected in membership until 2022.

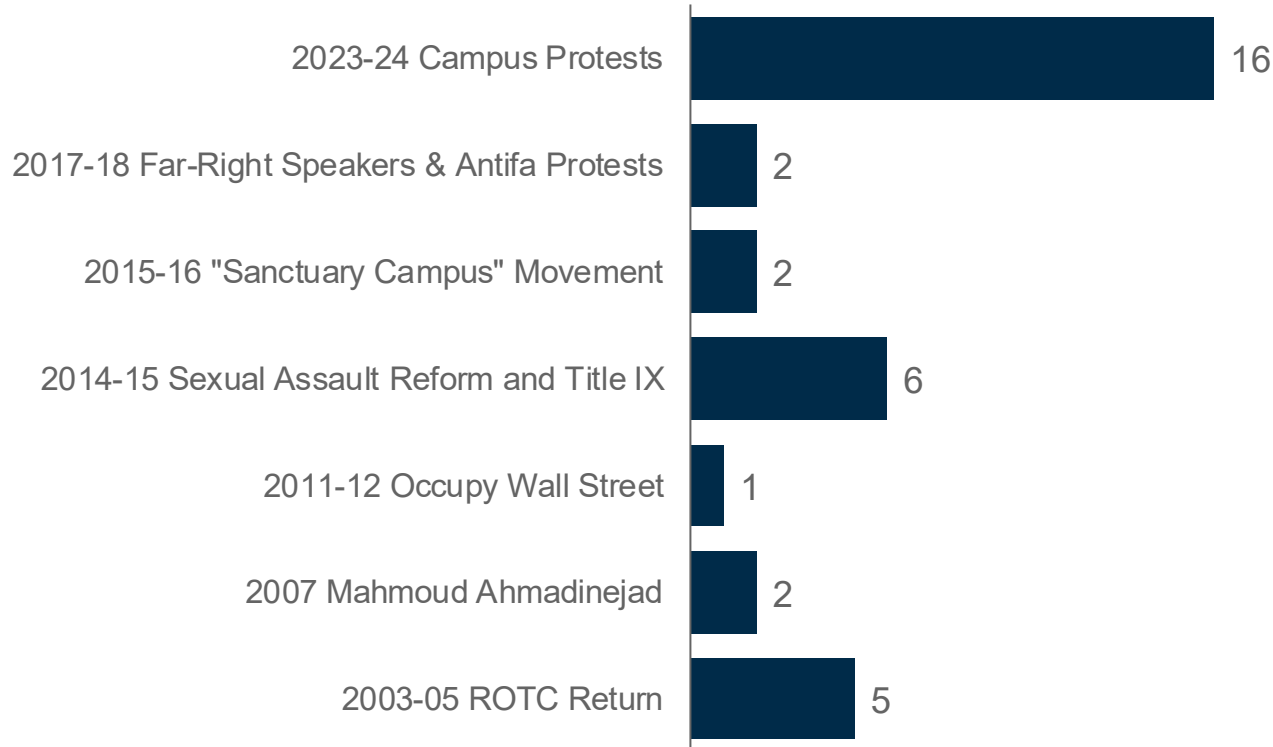
# Appendix G: Changes in Senate By-Laws

Section 1	Other Sections
<ul style="list-style-type: none"><li>• <b>(b &amp; c) Member of the Senate &amp; Members of Constituencies for Elections of Senators</b> – Formalized these sections to better define Senators</li><li>• <b>(d) Vacancies</b> – Added this section to formalize how vacancies are filled</li><li>• <b>(e) Organization and Procedure</b> – Added language allowing for the Vice Chair to preside as Speaker pro tempore in the absence or at the request of the Chair of the Executive Committee (if the President does not preside)</li><li>• <b>(f) Meetings</b> – Allowance for virtual meetings</li><li>• <b>(g) Electronic Meetings</b> – Addition of option for remote participation</li><li>• <b>(h) Quorum</b> – Adapts the existing quorum rule to apply to electronic meetings</li><li>• <b>(k) Floor Privileges</b> – Expands floor privileges to non-Senator committee members when their committee's report is discussed.</li><li>• <b>(m) Petitions for Senate Action</b> – Use of electronic signatures for petitions</li><li>• <b>(n) Confidentiality</b> – Formalized confidentiality policy and Introduced a policy on disciplinary measures in addition to due process for violations</li><li>• <b>(o) Minutes</b> – Ensures broad distribution of meeting minutes, leveraging the internet</li></ul>	<ul style="list-style-type: none"><li>• <b>Section 3 Electoral Caucuses and Executive Committee</b> – Added Vice Chair and Research Officers to the Executive Committee</li><li>• <b>Section 4 (k) Committee Composition</b> – Amended to reflect the number of students on the Committee on Student Affairs</li><li>• <b>Section 4 (k) Committee Composition</b> – Corrected language regarding the Committee on Campus Planning and Physical Development of the University</li></ul>

[1] Senate By-Laws are amended procedurally through Senate resolutions.

# Appendix H: Senate Discussions of Crisis Events

## Senate Discussions by Crisis Event (Number of Meetings)<sup>[1]</sup>



- In the past 20 years, nearly half of crisis-related Senate discussions related to the 2023-24 campus protests.
- During 2023–24, the Senate passed five resolutions related to campus protests. These focused on freedom of expression, the rules of conduct, and student success and safety.
- Despite Administration’s decision to defer an investigation into the campus protests, the Senate launched their own, culminating in the Sundial report.
- Only one other crisis—the return of ROTC—prompted an attempted resolution, which ultimately failed.

[1] The analysis relied on meeting minutes to qualitatively identify instances of crisis-related discussion, including, but not limited to, open floor debates, committee presentations, and formal updates.

# Appendix I: Constituent Survey–Response Rate

## Total Recipients vs. Total Respondents

Group	Survey Recipients <sup>[1]</sup>	Respondents	Response Rate	% of Respondents
<i>Student Enrollment (Undergraduate and Graduate)</i>	35,592	826  (307 UG, 519 Graduates)	2.3%	36.9%
<i>Officers of Instruction</i>	4,698	541	11.5%	24.2%
<i>Officers of Research</i>	2,890	285	9.9%	12.7%
<i>Other Staff (Deans, Officers of Administration, Officers of Libraries, Support Staff)</i>	15,582	588  (10 Deans, 450 Officers of Administration, 36 Officers of Libraries, 91 Support Staff, 1 no role provided)	3.8%	26.3%
<b>Total</b>	<b>58,762</b>	<b>2,240<sup>[2]</sup></b>	<b>3.8%</b>	<b>100%</b>

[1] Eligible voters in Senate elections as of 7/29/2025

[2] Includes 117 respondents who have served on the Senate (past or present)

# Appendix J: Constituent Survey–Familiarity with Senate

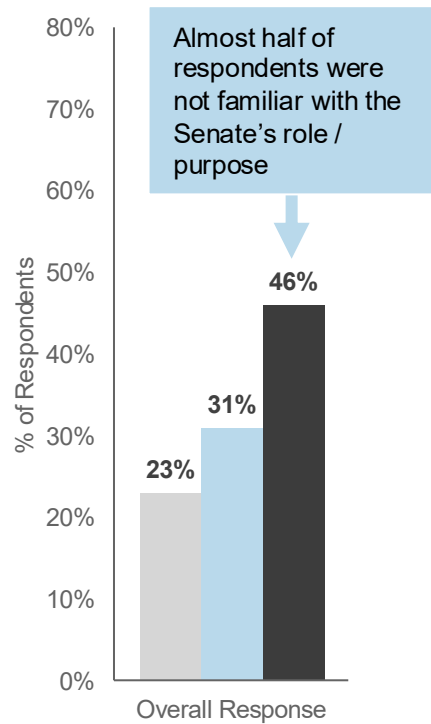
## How familiar are you with the role, authority, purpose, and responsibilities of the Senate?

n = 2,240

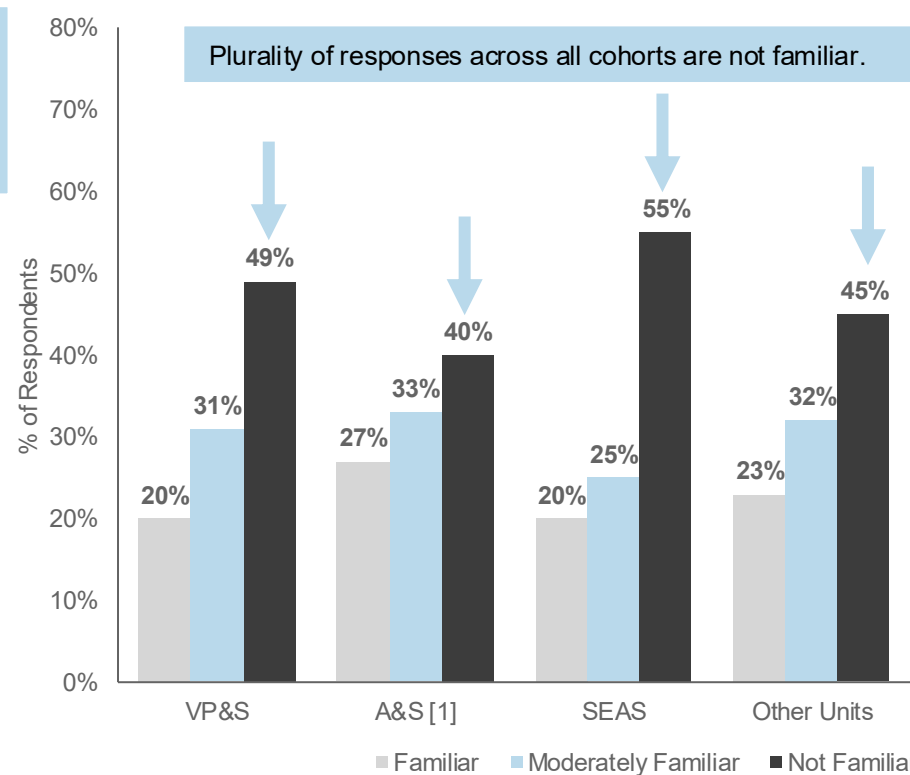
n = 339 VP&S; 873 A&S<sup>[1]</sup>; 265 SEAS; 763 Other Schools

n = 117 Senators, 819 Students (Excluding Current/Former Senators), 1,304 Faculty and Staff (Excluding Current/Former Senators)

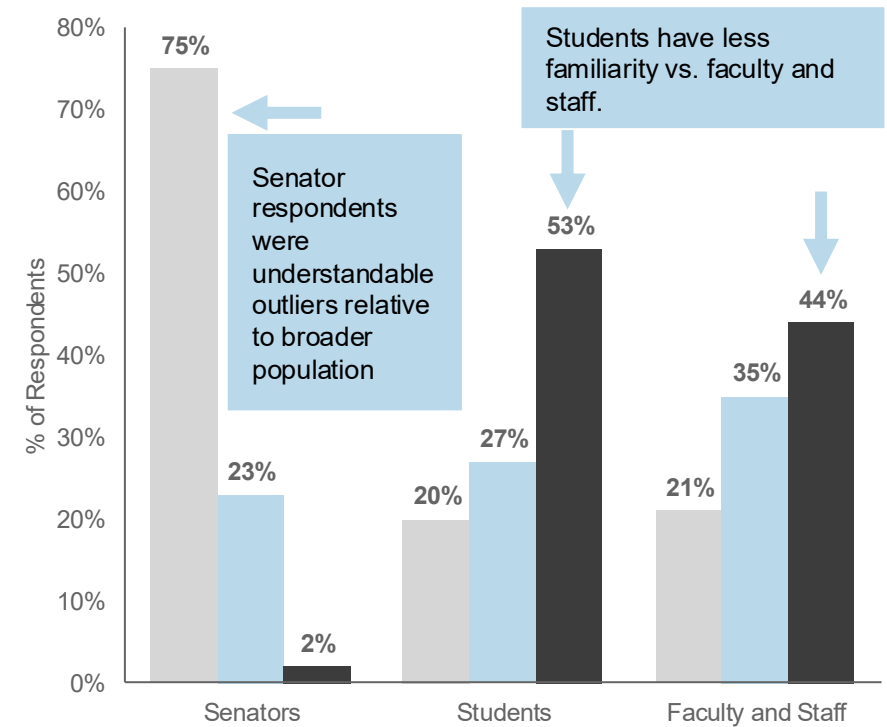
### Overall Response



### Responses by Unit



### Responses by Role



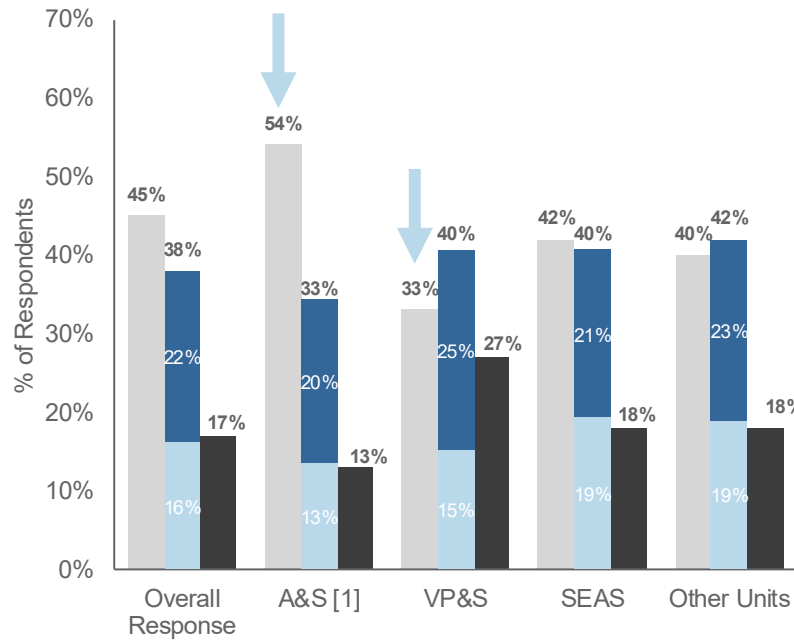
[1] Arts & Sciences, Columbia College, Graduate School of Arts & Sciences, Arts, Professional Studies, and General Studies were grouped together.

# Appendix K: Constituent Survey—Variations in Approval of Senate

**The Senate advances Columbia's mission and values.**

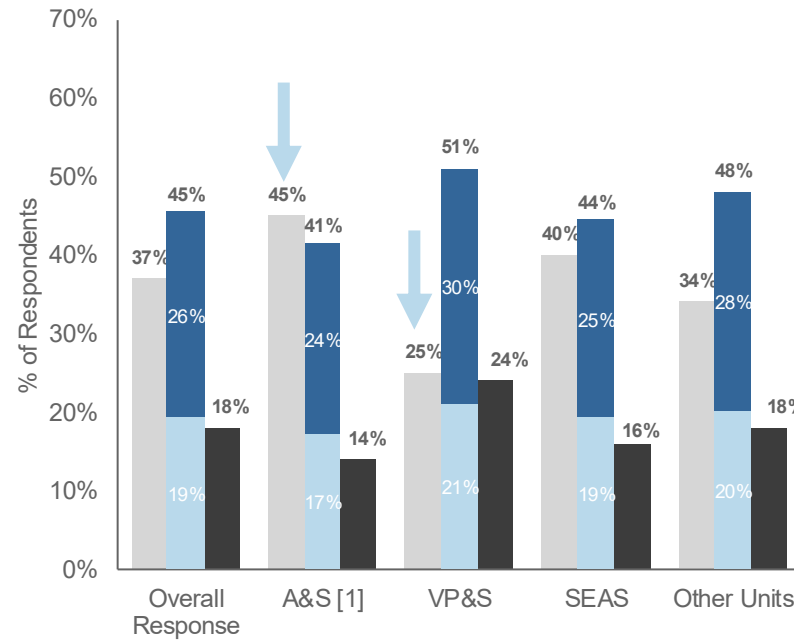
n = 873 A&S<sup>[1]</sup>; 339 VP&S; 265 SEAS; 763 Other Schools

24% spread in "Agree" response rates:  
 ■ A&S = +12% vs. overall rate  
 ■ VP&S = -12% vs. overall rate



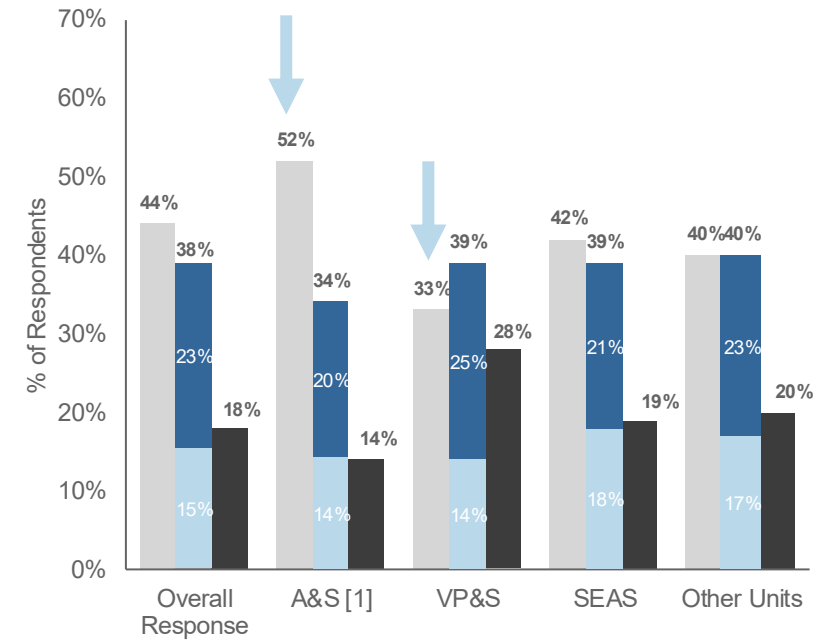
**The Senate spends adequate time on issues that matter most to its constituents.**

22% spread in "Agree" response rates:  
 ■ A&S = +10% vs. overall rate  
 ■ VP&S = -12% vs. overall rate



**The Senate acts in the best interest of the University at large.**

21% spread in "Agree" response rates:  
 ■ A&S = +10% vs. overall rate  
 ■ VP&S = -11% vs. overall rate



[1] Arts & Sciences, Columbia College, Graduate School of Arts & Sciences, Arts, Professional Studies, and General Studies were grouped together.

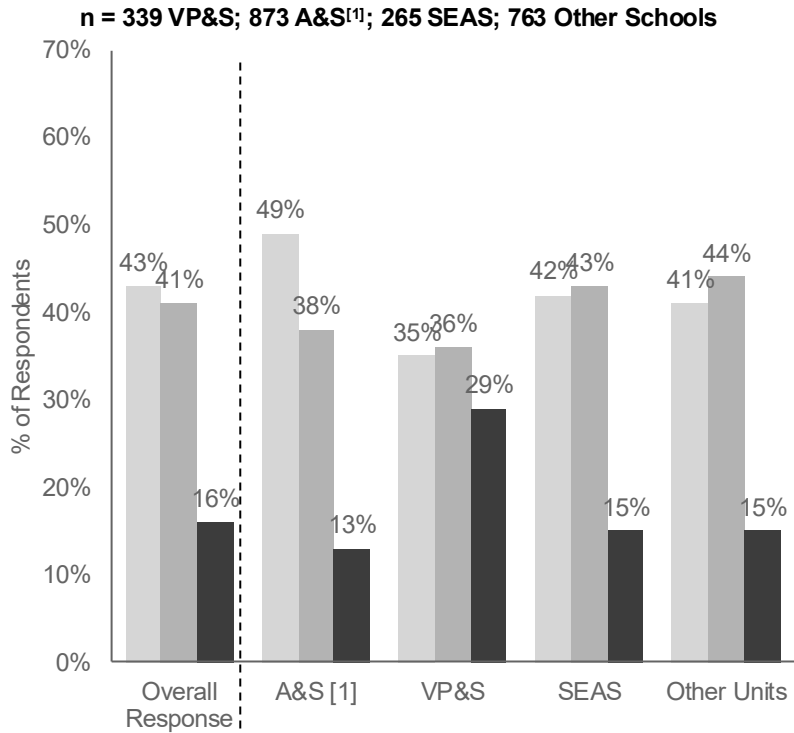
■ Agree ■ Neutral ■ Disagree ■ Neither agree nor disagree ■ I'm not sure / blank

Agree: Strongly agree or Somewhat agree  
 Neutral: I'm not sure, Neither agree nor disagree, or left blank  
 Disagree: Strongly disagree or Somewhat disagree

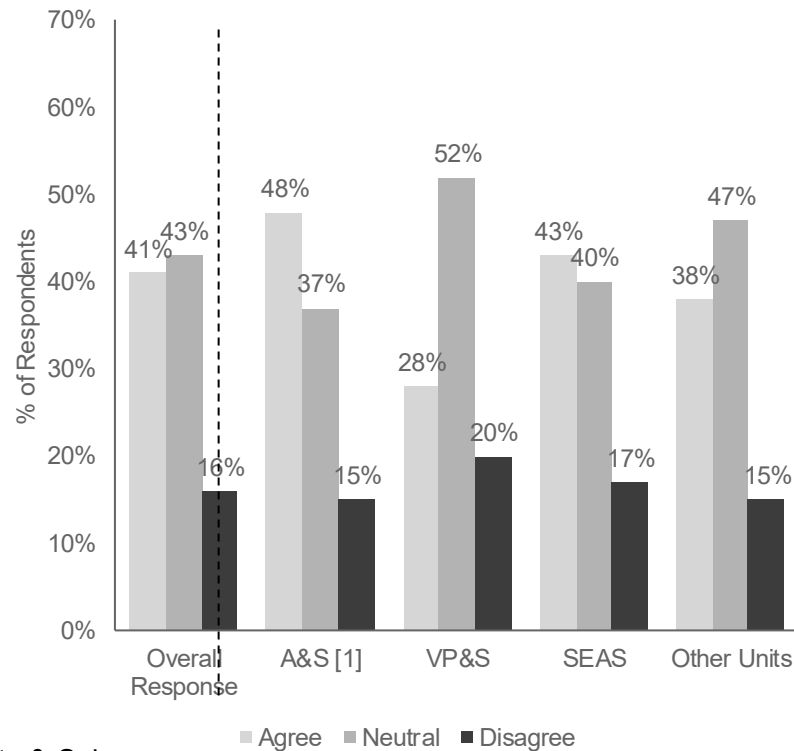
# Appendix L: Constituent Survey—Variation in Perceptions of Representation

**VP&S respondents are notably more concerned than other unit cohorts about faculty representation; meanwhile, A&S<sup>[1]</sup> is notably supportive of the Senate's student representation.**

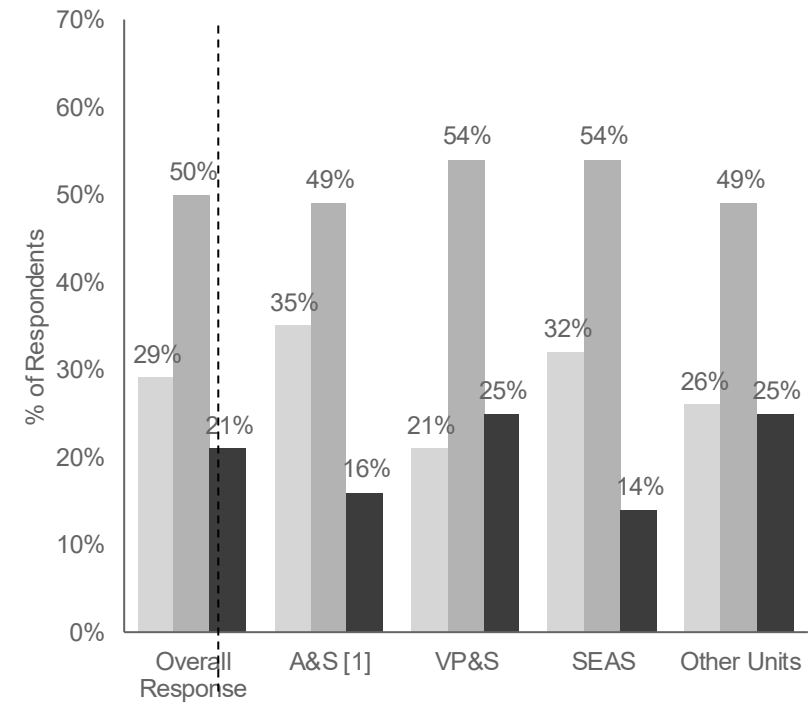
**Q12a. The Senate effectively represents faculty interests.**



**Q12b. The Senate effectively represents student interests.**



**Q12c. The Senate effectively represents staff interests.**



[1] Arts & Sciences, Columbia College, Graduate School of Arts & Sciences, Arts, Professional Studies, and General Studies were grouped together.

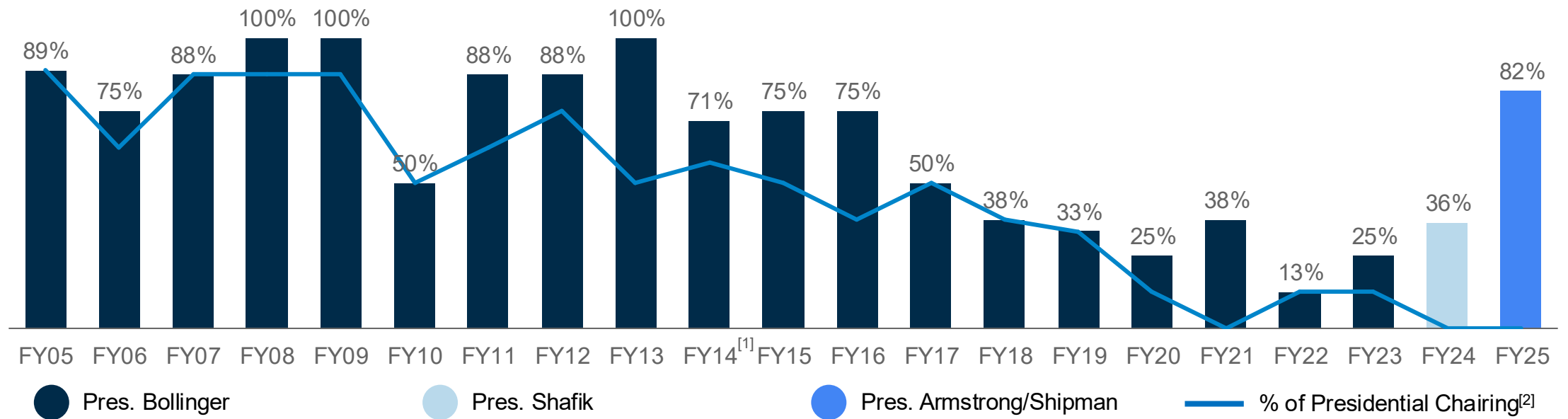
■ Agree ■ Neutral ■ Disagree

Agree: Strongly agree or Somewhat agree  
 Neutral: I'm not sure, Neither agree nor disagree, or left blank  
 Disagree: Strongly disagree or Somewhat disagree

# Appendix M: Frequency of Presidential Attendance at Plenary Meetings

- During the first five years of President Bollinger’s tenure, presidential attendance at Senate plenary meetings was strong, ranging from 75 to 100 percent.
- In the final years of his tenure, President Bollinger’s attendance declined significantly, averaging only 27 percent.
- Interim President Armstrong and Acting President Shipman have attended most plenary meetings but have not presided over them.
- The percentage of meetings chaired by the President has varied considerably over the past 20 years but has generally trended downward.

**Presidential Attendance and Chairmanship Over Time**

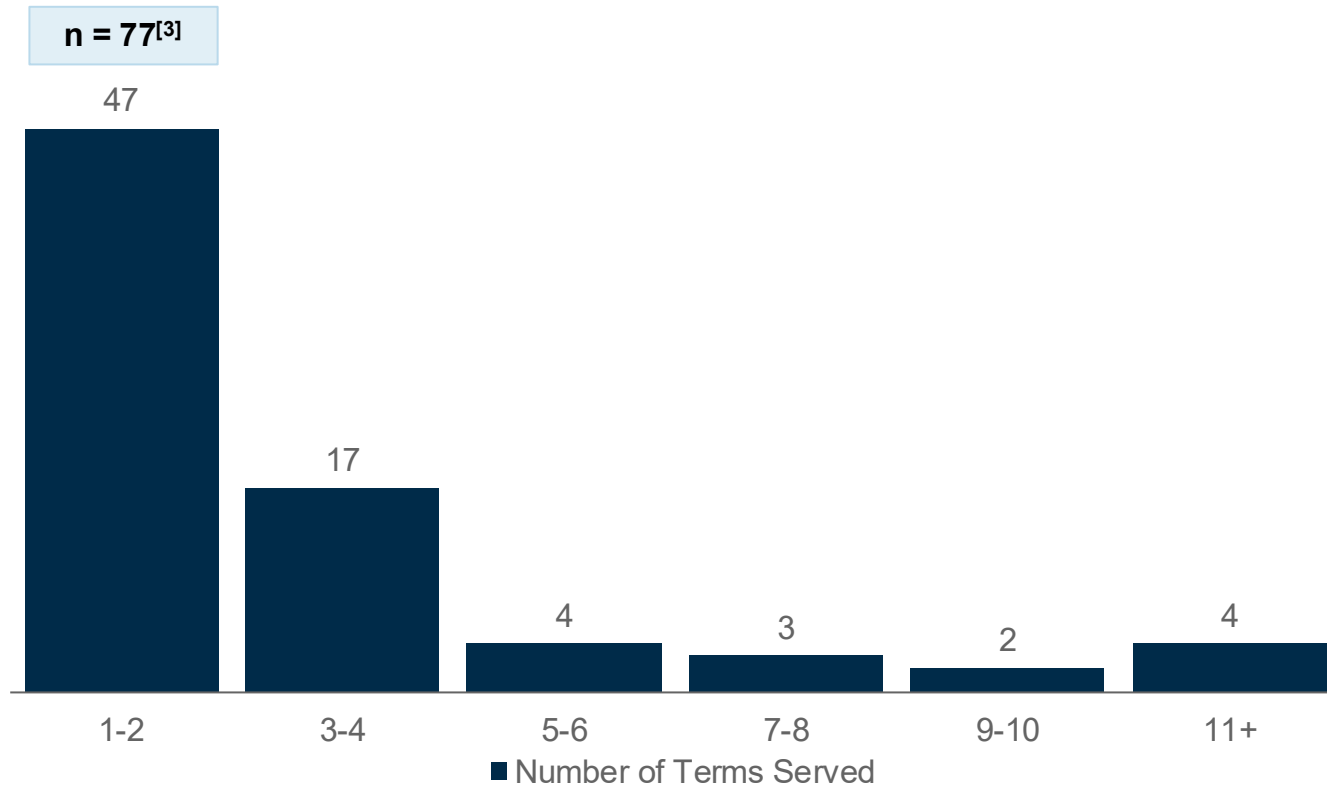


[1] The FY14 plenary meeting record was unavailable and therefore excluded from attendance calculations.

[2] Presidential chairmanship is defined as the percentage of total meetings during which the President fully chaired. “Chairing” includes facilitating and advancing the agenda as the primary leader, managing discussions, recognizing speakers, ensuring orderly debate, and adjourning the meeting.

# Appendix N: Distribution of Terms Served by Elected Senators

Distribution of Senators by Terms Served<sup>[2]</sup>



- On average, current Senators<sup>[3]</sup> have served 2.6 terms.
- Those with more than six terms have an average of 20.9 years of Senate service.
- Seven long-serving Senators (more than six terms) currently chair or co-chair committees.

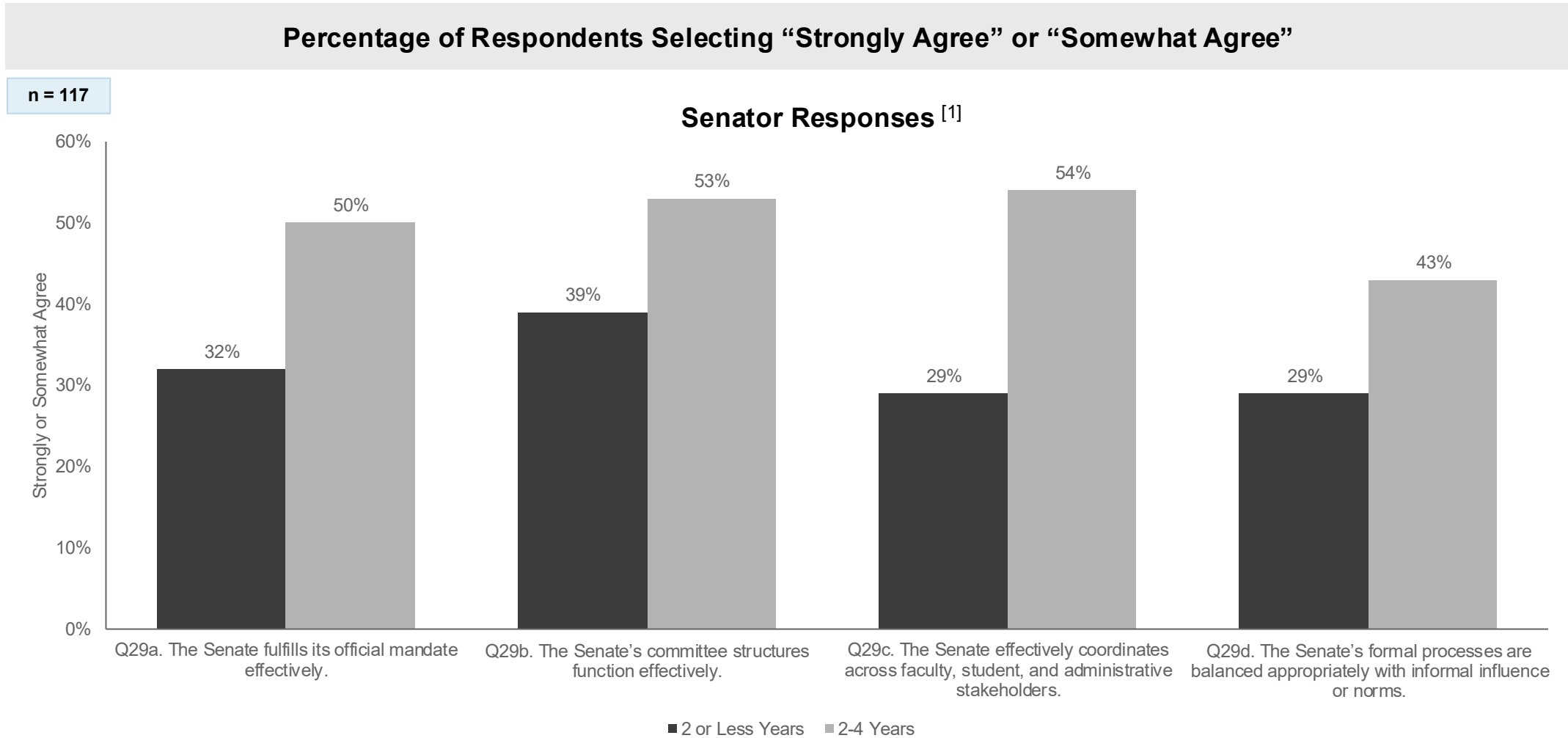
Terms Served	Research Officers	Tenured	TTOT
7-8	-	2	1
9-10	-	2	-
11+	1	3	-
<b>Total</b>	<b>1</b>	<b>7</b>	<b>1</b>

[1] Senate roster as of 7/31/2025

[2] Includes both consecutive or nonconsecutive terms for Senators serving more than one term.

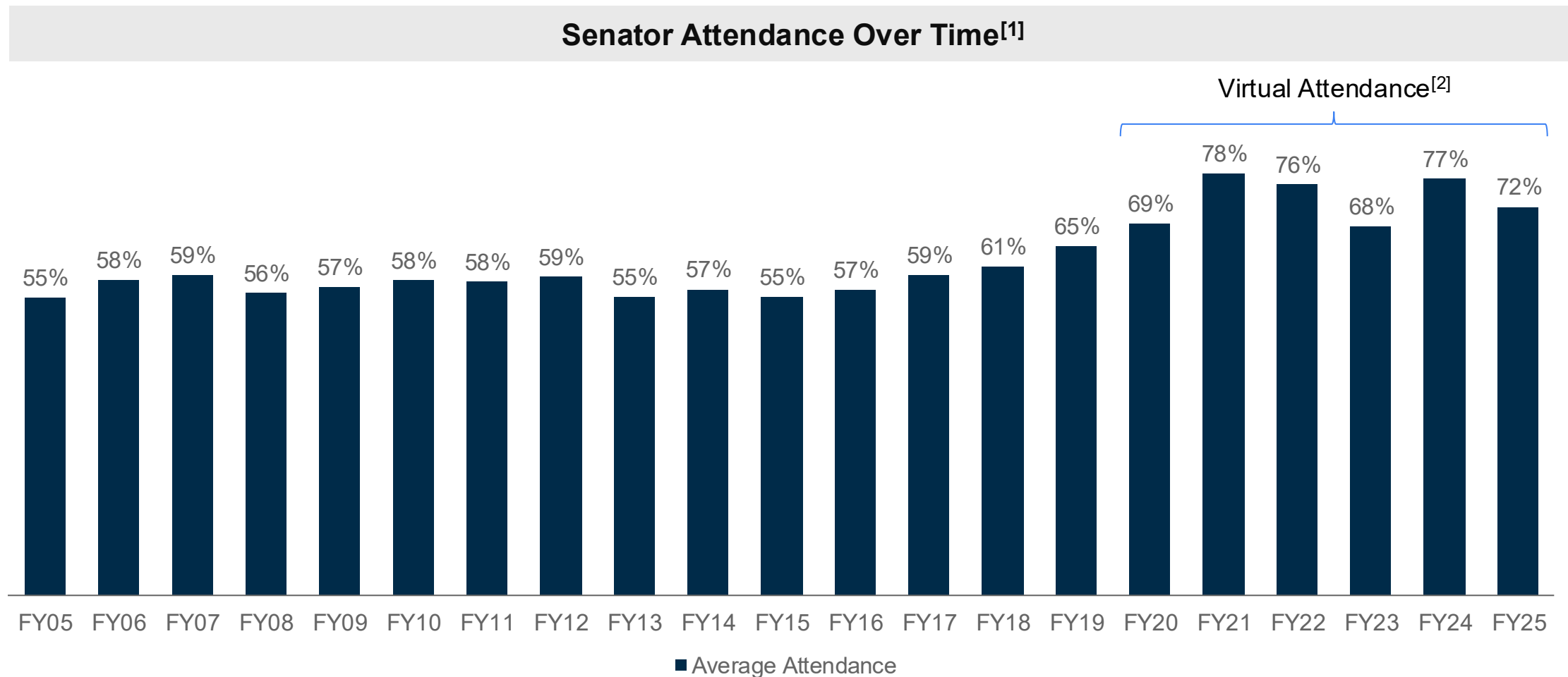
[3] The 77 senate members included in the chart and referenced in first bullet are 60 faculty, six researchers, two alumni, two librarians, two administrative staff, and five affiliated faculty. Students and administrators are excluded.

# Appendix O: Constituent Survey—Relationship Between Senate Experience and Attitudes Toward the Senate



[1] Only respondents who selected “Yes” for “Have you Ever Served as a Member of the University Senate?” were shown this question.

# Appendix P: Average Senator Attendance, Last 20 Years

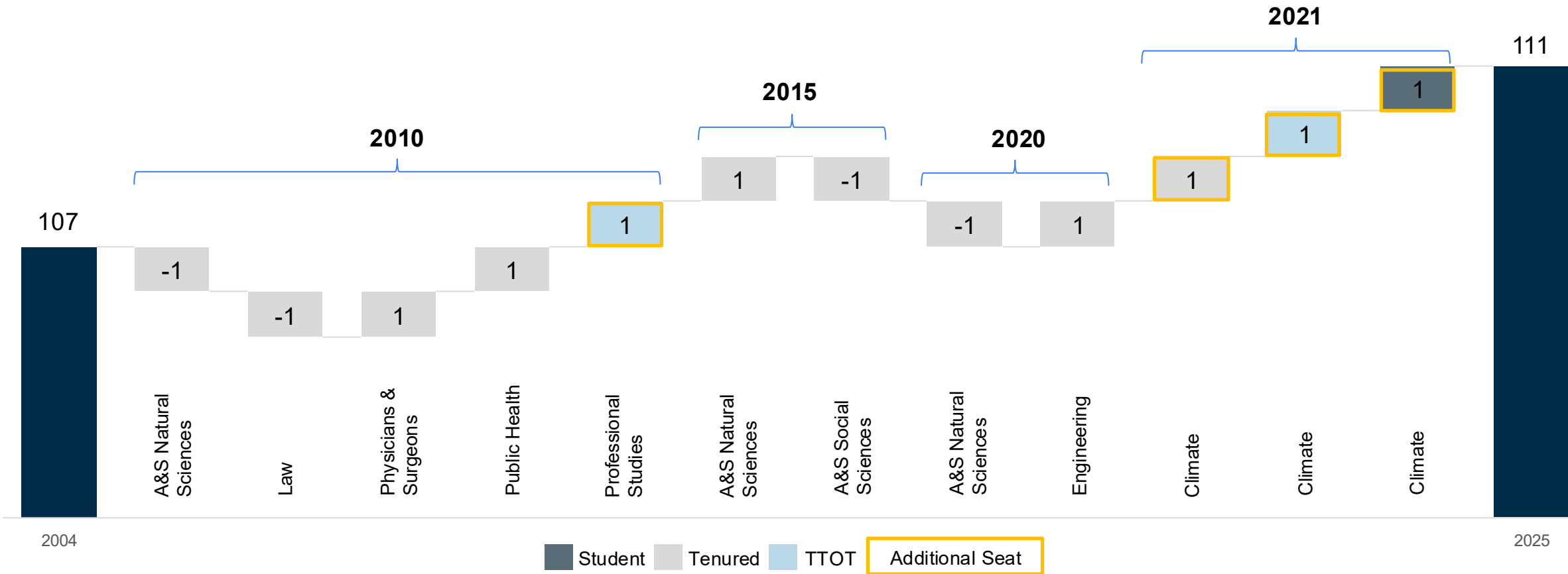


[1] This analysis only includes plenary minutes that recorded Senator attendance.

[2] Starting in 2020-21, Senate meetings were conducted virtually and in-person potentially affecting variability in attendance, contributing to an increase in attendance.

# Appendix Q: Changes in Senate Apportionment

Apportionment Changes and Membership Growth<sup>[1]</sup>



[1] Union Theological Seminary Observer is not included in Senate total. Affiliates include Barnard, Teachers College, and Union Theological Seminary.

SULLIVAN & CROMWELL LLP

TELEPHONE: 1-212-558-4000  
FACSIMILE: 1-212-558-3588  
WWW.SULLCROM.COM

*125 Broad Street*  
*New York, New York 10004-2498*

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July 18, 2025

Trustees of Columbia University in the City of New York,  
535 West 116th Street,  
New York, NY 10027.

Ladies and Gentlemen:

We are counsel for the Trustees of Columbia University in the City of New York (the “Trustees” and the “University”, respectively). The Trustees have asked for our opinion regarding their authority to amend the University’s Statutes (as defined below), in particular their authority to amend or repeal the provisions of Chapter II of the Statutes relating to the University Senate and Chapter XLIV of the Statutes constituting the Rules of University Conduct (the “Rules of University Conduct”).

In connection with our opinion, we have reviewed the following:

- (i) The Charters and Statutes of Columbia University in the City of New York edition of April 6, 1959 with Amendments as of May 2024, including:
  - a. The Act Relative to Columbia College in the City of New York (Laws of 1810-Chapter 85) constituting the current charter of the University (the “Charter”); and
  - b. The University Statutes Chapters I through XLV (the “Statutes”);
- (ii) The Trustees’ By-Laws and Rules of Order with Amendments to September 2019 (the “By-Laws”);
- (iii) The Resolutions of the Trustees dated May 7, 2025; and

- (iv) The New York Education Law (the “Education Law”) and the New York Not-for-Profit Corporation Law (“NPCL”) as applicable to the University.

The University operates as an “education corporation” as that term is used in Section 216-a of the Education Law and, as such, is subject to the provisions of the NPCL as modified by said Section 216-a of the Education Law. Under Section 226 of the Education Law and Section 701 of the NPCL, the powers of the Trustees of an organization treated as an education corporation include all powers to manage the organization and make rules necessary to carry out the purposes of the organization unless the organization’s charter provides otherwise. Section 717 of the NPCL and other applicable laws require the Trustees to exercise such powers in good faith, prudently and in the best interests of the University. Trustees of an education corporation are fiduciaries, with duties of care, loyalty and obedience. They must act in the best interests of the corporation, with diligence and prudence, avoiding conflicts of interest and adhering to the corporation’s mission and legal obligations.

Absent any provision in an organization’s charter to the contrary, Section 713 of the NPCL permits the Trustees of an organization treated as an education corporation to appoint officers and determine the authority and duties of such officers. The NPCL contemplates that the Trustees of an organization treated as an education corporation may delegate authority over certain matters to officers, employees or others (see, for example, the Trustees’ power to delegate investment management authority pursuant to Section 514 of the NPCL), but any such delegation is revocable by and subject to the oversight of the Trustees, and the Trustees retain ultimate responsibility over delegated matters. Officers, employees or others acting on behalf of the University pursuant to authority delegated by the Trustees are subject to the fiduciary duties applicable to the Trustees under the NPCL and other applicable laws to act in good faith, prudently and in the best interests of the University. In delegating authority, the Trustees have the additional fiduciary duty under the NPCL and other applicable laws to monitor and supervise any person acting pursuant to a delegation to ensure that the delegated authority is exercised appropriately, within the scope of the authority delegated and in furtherance of the purposes of the University.

There is nothing in the University’s Charter that limits or changes the powers of the Trustees under New York law to manage the affairs of the University or to delegate authority.

Consistent with the Education Law and the NPCL, the University’s Charter vests all authority to manage the affairs of the University in the Trustees, including the power under Article II of the Charter to “forever hereafter. . . direct and prescribe the course of study and the discipline to be observed in the said college” and the power under Article VIII of the Charter to “make all ordinances and by-laws which to

them shall seem expedient for carrying into effect the designs of their institution; provided always, that such ordinances or by-laws shall not. . . be inconsistent with the constitution and laws of this state, nor with the constitution and laws of the United States.” The authority granted to the Trustees under the Charter is sometimes referred to as the Trustees’ “reserve power.”

There is nothing in the Education Law, the NPCL or the University’s Charter that requires the University to have statutes. The Statutes were adopted pursuant to the Trustees’ powers under Article VIII of the Charter and, as such, have no greater legal status, weight or authority than any other policy or ordinance adopted by the Trustees.

Based on applicable New York law, the University’s Charter and the other documents referenced above, it is our opinion that:

I. *Delegation of Trustees’ Authority.* Any Statute or By-Law adopted by the Trustees that provides for a rule of governance or establishes a governing body or office of the University, including any Statute contained in Chapter II relating to the Senate and Chapter XLIV constituting the Rules of University Conduct, is secondary to and subject to the Trustees’ authority under the Charter and applicable New York law. While the Trustees may from time to time adopt a resolution, Statute, policy or other ordinance consistent with the Charter and applicable law providing certain University administrators, faculty, the University Senate or other University committees or bodies with the authority to take certain actions or have certain responsibilities on behalf of the University, the authority so granted to such persons or bodies is subject to the Trustees’ reserve powers and may be retracted or changed for any reason by the Trustees at any time.

II. *Trustees’ Power to Amend, Repeal and Suspend Statutes.* The powers granted to the Trustees under Article VIII of the Charter include the power to amend, repeal or suspend any provision of the Statutes, including the Rules of University Conduct, by resolution of the Trustees without the consent of any other officer, employee or governing body of the University (including, without limitation, the University Senate). For the avoidance of doubt, we note our further opinion that this power includes the power to amend, repeal or suspend any substantive or procedural rule contained in the current Statutes without the consent of any other officer or governing body of the University, including the provisions of Section 452 of the current Statutes relating to, among other things, the interpretation and amendment of the Rules of University Conduct.

III. *Amendment, Repeal and Suspension of Statutes by Resolution.* Article VIII of the Charter does not require the Trustees to adopt ordinances of the University through the adoption or amendment of Statutes or in any other particular form or with

any notice to other parties, and it is therefore our opinion that any new rule of governance or university procedure adopted by the Trustees which does not contradict the Charter or the constitution and laws of New York or the United States supersedes upon adoption any contradictory provisions of any Statute or other previously adopted ordinance. Accordingly, the resolutions adopted by the Trustees on May 7, 2025, which we understand from the Trustees were properly adopted in accordance with the Charter and By-Laws, were effective upon adoption to amend or repeal any contradictory provisions of the Statutes then in effect including, without limitation, Section 445(c) and Section 452 of current Statutes.

IV. *Consistency with Applicable Law.* The authority and actions of the Trustees described in Parts I through III above are consistent with the constitutions and laws of the State of New York and the United States.

In rendering our opinion, we have, with your approval, relied on the Charter, Statutes and By-Laws provided to us by the Trustees, and we have assumed, with your approval, the authenticity and completeness of such Charter, Statutes and By-Laws, which we have not independently verified.

Very truly yours,

*Sullivan + Cromwell LLP*