

POLICY MANUAL

VOLUME I

**INSTITUTIONAL GOVERNANCE**

**December 2023**

**GEORGIAN COURT UNIVERSITY**

**THE MERCY UNIVERSITY OF NEW JERSEY**

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## Volume I Institutional Governance

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### 1.1 History, Mission and General Information

#### 1.1.1 History

Georgian Court University was founded in 1908 by the Sisters of Mercy of New Jersey as a women’s liberal arts college in the Roman Catholic tradition. The university began in North Plainfield, New Jersey, headquarters of the Sisters of Mercy of New Jersey—and was originally called Mount Saint Mary’s College. With an inaugural class of seven young women, Mount Saint Mary’s College set out to offer women a quality education rooted in the Mercy core values of respect, integrity, justice, compassion, and service.

The student body grew steadily, and by the 1920s the search was on for a new campus to accommodate the college’s expanding needs. In 1923, the Sisters found Georgian Court, the palatial winter estate of Gilded Age railroad tycoon George Jay Gould in Lakewood, New Jersey, that featured stunning architecture in the British Georgian style. The Goulds sold the estate to the Sisters of Mercy with the stipulation that it retain the name Georgian Court.

In 1924, the college was moved from North Plainfield to Lakewood and was renamed Georgian Court College. The dramatic Gilded Age architecture and idyllic grounds became a hallmark of the college, providing an inspiring environment where students could grow academically, spiritually, and socially. Over the next several decades, Georgian Court College’s programs and facilities grew, along with its reputation for graduating scholarly women of the highest caliber.

In 1976, the Graduate Program was launched as the first coeducational program on campus. It was soon followed by the Coeducational Undergraduate Program, which allowed both women and men to take undergraduate classes in the evening. Mindful of the university’s mission to maintain a special concern for women, the Women’s College continued to provide undergraduate women with mentoring and leadership opportunities.

Throughout the 1980s and 1990s, Georgian Court continued to expand its academic offerings and resources. In 2001, Rosemary E. Jeffries, RSM, Ph.D., became the college’s eighth president and embarked on a comprehensive planning process to secure Georgian Court’s place as a beacon of ethical education and academic excellence. She secured university status for Georgian Court, expanded degree offerings, and increased the school’s focus on academic research and scholarship.

In February 2004, the New Jersey Commission on Higher Education awarded university status, and Georgian Court College became Georgian Court University. Since then, the university has added, expanded, and revised its academic offerings; updated campus resources and technology; constructed new academic and residential spaces; established additional sites statewide; and launched in-demand programs online.

Much of this has occurred since 2012, when Georgian Court went fully co-ed. This historic move expanded GCU’s Mercy education to a more diverse audience of women and men from across New Jersey, the United States, and other countries.

Another new era began in 2015 when the GCU Board of Trustees named Joseph R. Marbach, Ph.D., as Sister Jeffries' successor, making Dr. Marbach the first man and first layperson to permanently lead GCU as president. He was inaugurated in October 2015 during a week of events and activities reflecting the theme, "Transformation through Catholic Education."

As the university approaches its 100th anniversary in Lakewood, New Jersey, the values set forth by the Sisters of Mercy remain at the core of GCU's mission. Ultimately, GCU is a caring community fueled by scholarship, friendship and empowerment—all of which help students expand their sense of what is possible and develop in them a powerful sense of purpose.

Set forth in the Appendix are Historic Highlights of Georgian Court as well as a list of Georgian Court Presidents.

## **1.1.2 Undergraduate and Graduate Programs**

### **1.1.2.1 Undergraduate Study**

Georgian Court, the only Catholic university serving Central and Southern New Jersey, offers more than 35 undergraduate programs with numerous concentrations, certificate programs, and areas of minor study.

The university is dedicated to student success, both personally and professionally. Open to students who commute, live on campus, or take courses online, GCU offers a comprehensive liberal arts education in the Roman Catholic tradition. The emphasis is on building strong leaders who excel in their careers; contribute to the greater good of their communities, state, and nation; and can approach any obstacle with confidence.

GCU's programs encompasses undergraduate, graduate, and certificate programs offered with flexible and convenient scheduling—on campus, online and through accelerated and hybrid courses. Undergraduate programs are available at the main campus in Lakewood and select courses of study are offered through GCU@Hazlet and GCU@Rowan College of South Jersey-Cumberland Campus.

The learning environment at GCU is truly student-centered, with services that support and empower students to explore ideas, solve problems, make decisions, and develop leadership skills. Classes are small and interactive, encouraging one-on-one communication between students and professors and affording numerous opportunities for joint scholarship and research. Georgian Court emphasizes the critical thinking and ethical leadership skills that graduates need to observe, analyze, compare, evaluate, and compete in an ever-changing world

### **1.1.2.2 Graduate Study**

GCU's graduate programs are designed to seamlessly build upon a liberal arts baccalaureate foundation. A blend of theoretical and practical instruction results in an in-depth understanding and expertise. Graduate students often work one-on-one with scholar professors, creating individual research projects and scholarship journeys that provide new insights into their chosen fields, as well as the competitive edge for doctoral study and advanced career placement. The infusion of Mercy core values throughout the curriculum leads to heightened awareness of ethical issues within the field as well as a global perspective.

Georgian Court University offers more than 10 graduate degree programs with numerous areas of concentration and certification. Programs are delivered through day and evening classes, as well as through online, and accelerated classes that allow students who work full time the opportunity to achieve academic goals or participate in professional development.

### **1.1.3 Georgian Court University Seal**

The Georgian Court seal is located in the foyer of Jeffries Hall. The seal of Georgian Court University features the Cross of Christ, which symbolizes true Christian character. This character is enlightened by the lighted lamp and illustrates the virtues of truth and goodness. These virtues are fostered through the Book of the Arts and Sciences by which Georgian Court students achieve intellectual development. The lion signifies moral and physical fortitude united by the laurel wreath – the Greek symbol of victory and triumph.

The name of the school is inscribed in English, accompanied by the foundation date, 1908. BONITAS, DISCIPLINA, SCIENTIA – goodness, discipline, and knowledge – are the virtues through which Georgian Court graduates will triumph in the formation of their characters.

### **1.1.4 Mission Statement**

Georgian Court University, founded by the Sisters of Mercy of New Jersey in 1908 and sponsored by the Institute of the Sisters of Mercy of the Americas since January of 2007, provides a comprehensive liberal arts education in the Roman Catholic tradition. The university has a special concern for women and is a dynamic community committed to the core values of justice, respect, integrity, service, and compassion, locally and globally.

Georgian Court University provides students with:

- a curriculum broad enough to be truly liberal, yet specialized enough to support further study and future careers;
- an environment for the entire university community to grow through shared educational, cultural, social, and spiritual experiences; and
- the will to translate concern for social justice into action.

### **1.1.5 Core Values**

The university is committed to the following guiding principles:

- Respect:** We reverence the dignity of all persons and all life as gifts of God and strive to promote community in our world. Choosing to accept what may be perceived as different without passing judgment—choosing to appreciate social and cultural differences as strengths that enable people to work together.
- Integrity:** We believe that fidelity to moral principles, honesty and sincerity are the basis of trustworthiness in all encounters. Choosing to be true and honest in all circumstances, living one’s highest version of self—choosing to base one’s actions on a consistent set of principles and values at all times.

- Justice:** We believe ordering of right relationships with all persons and all creation is fundamental to our advocacy for structures that protect the vulnerable. Choosing to be a catalyst for social justice to ensure that all human beings are treated respectfully and equally—choosing peace for myself and the world.
- Compassion:** We embrace the joys and sorrows of others to whom and with whom we minister and are moved to action in solidarity with the human community. Choosing to listen with an open heart, empathize with others, and perform acts of kindness that alleviate suffering—choosing to aid the planet and others’ needs.
- Service:** We joyfully extend our energy and resources on behalf of the poor, sick, and uneducated, working to relieve misery and address its causes where possible. Choosing to act when a need is perceived by using one’s skills, ingenuity, and experience to create benefit—choosing to accept that in life we are all servers and served.

These values are the roots from which Georgian Court activities, decisions, and behaviors flow.

## **1.1.6 Accreditations and Memberships**

### **1.1.6.1 Accreditation**

Georgian Court University (GCU) is accredited by the Middle States Commission on Higher Education, 3624 Market Street, Philadelphia, PA, 19104 (267-284-5000). The Middle States Commission on Higher Education is an institutional accrediting agency recognized by the U.S. Secretary of Education and the Council for Higher Education Accreditation.

Georgian Court is licensed by the New Jersey Commission on Higher Education, PO Box 542, Trenton, NJ, 08625-0542 (609-492-4310).

Teacher, administrator, and education services personnel certification programs are approved and registered by the New Jersey Department of Education, PO Box 500, Trenton, NJ, 08625-0500 (877-900-6960).

Documents describing accreditation/licensing activity can be reviewed by contacting the appropriate accreditor/licensor, or by contacting GCU’s Office of the President for information related to the Middle States Commission on Higher Education and New Jersey Commission on Higher Education, the office of the appropriate school dean for programs in the School of Business and Digital Media and School of Education, and the department chair or program directors for other programs.

Complaints regarding GCU may be filed by contacting the accrediting/licensing organizations at the addresses listed above. Students taking a GCU course by distance education can find a current list of the appropriate state agency for handling complaints in their home state at [www.georgian.edu/heoa](http://www.georgian.edu/heoa).

### **1.1.6.2 Memberships**

The mission of the Conference for Mercy Higher Education is to preserve and develop the core Catholic identity and mission of Mercy higher education in accord with the spirit, mission, and



heritage of the Sisters of Mercy through a variety of collaborative activities, programs, and initiatives. The Conference for Mercy Higher Education includes colleges and universities serving over 35,000 students in 11 states ([www.mercyhighered.org](http://www.mercyhighered.org)). Members include:

Carlow University, Pittsburgh, PA  
College of Saint Mary, Omaha, NE  
Georgian Court University, Lakewood, NJ  
Gwynedd Mercy University, Gwynedd Valley, PA  
Maria College, Albany, NY  
Mercyhurst University, Erie, PA  
Misericordia University, Dallas, PA  
Mount Aloysius College, Cresson, PA  
Mount Mercy University, Cedar Rapids, IA  
Saint Joseph's College of Maine, Standish, ME  
Saint Xavier University, Chicago, IL  
Salve Regina University, Newport, RI  
Trocaire College, Buffalo, NY  
University of Detroit Mercy, Detroit, MI  
University of Saint Joseph, West Hartford, CT

## **1.2 Charters and Bylaws of Georgian Court University**

There are two sets of charters that pertain to the history and foundation of Georgian Court. Georgian Court has 1906 as its charter date when Mount St. Mary's College of the Sisters of Mercy was incorporated in the state of New Jersey.

### **1.2.1 Documentation of Charters Pertaining to Georgian Court University**

Certificate of Incorporation of Mount St. Mary's College of the Sisters of Mercy:

December 8, 1905: Filed  
December 15, 1905: Endorsed, Somerset County  
January 5, 1906: Recorded and Filed, Secretary of State

This charter is still active and reports are filed with the State of New Jersey, and a President and Board of Trustees is elected each year.

Mount St. Mary's College suspended operations in 1924. It was reopened on September 20, 1965, under authorization of the New Jersey Commissioner of Education as a two-year university, and operated as such until June 30, 1970, when it again suspended operations. The Middle States Association and the College were at the time working toward full accreditation status.

The University Charter was preserved by the action described in the minutes of the Board of Trustees of \_\_\_\_\_:

“Mr. Paul Feiring (University legal counsel) suggested that a merger with Georgian Court College should not be pursued since such action would dissolve the Act of Incorporation of Mount St. Mary's College. He proposed that the Board suspend operations at Mount St. Mary's, since such action would preserve the Act of Incorporation of the College. This was considered to be of major

importance since it would provide for the re-opening of Mount St. Mary's College should future plans develop in this direction.”

The basic Articles of Incorporation for Georgian Court College at Lakewood, New Jersey were drafted and signed on April 26, 1924, and registered by the Clerk of Ocean County at Toms River, New Jersey, on May 1, 1924.

The first amendment to the Articles of Incorporation came in 1962. The Articles were amended on November 18, 1962, and were endorsed, filed, and recorded by the Secretary of State December 19, 1962.

A second amendment came in 1992. The Articles were amended on October 26, 1992, and endorsed, filed, and approved by the Secretary of State on December 16, 1992.

The Charter documents are set forth in the Appendix to this Volume.

### **1.2.2 Bylaws of Georgian Court University**

Following are the Bylaws of Georgian Court University (hereinafter, these “Bylaws”), which reflect the relationship with the Conference for Mercy Higher Education. They revoke all previous Bylaws governing the University. The terms “Georgian Court University” or “University” as hereinafter used, refer to Georgian Court University, a New Jersey Non Profit Corporation.

#### **ARTICLE I**

##### **Governance Structure of the University**

Georgian Court University has a two-tiered governance structure. The first tier consists of the sole member of the University, Conference for Mercy Higher Education, Inc., a Missouri nonstock, not-for-profit corporation (the “Member”). The Member shall exercise the specific powers enumerated in Section 2 of Article V of these Bylaws.

The second tier, the Board of Trustees (sometimes referred to hereinafter as the “Board”), shall exercise the responsibilities and powers enumerated in Article VI of these Bylaws.

#### **ARTICLE II**

##### **Mission Statement of the University**

The Board of Trustees endorses and supports the approved mission of the University (Appendix A).

#### **ARTICLE III**

##### **Purpose of the University**

The purpose of the Georgian Court University is to promote education, with the power to confer earned academic degrees and certificates and honorary degrees, in the Catholic tradition in the spirit of the Sisters of Mercy and their charisms.

#### **ARTICLE IV**

##### **Control and Governance of the University**

###### **Section 1 Control of the University**

The Member and Board of Trustees are vested by law with all the powers and authority to govern effectively and set policy for the institution in accordance with the laws of the State of New Jersey.

Section 2 Governance of the University

When the Board of Trustees is not in session, the governance of the University shall be exercised by those duly-authorized Officers and other individuals of the University in accordance with the powers delegated to them.

**ARTICLE V**  
**Member of the University**

Section 1 Membership

The Conference for Mercy Higher Education is the sole member of the University.

Section 2 Powers of the Member

The Member shall have the following reserved powers to:

1. Approve and support the mission of the University;
2. Approve amendments to the University’s Certificate of Incorporation and Bylaws;
3. Appoint a representative to serve on the University’s Presidential Selection Committee;
4. Approve all expenditures of the University that are in excess of a level requiring approval by the Holy See;
5. Approve any plan to merge, dissolve, consolidate, or otherwise change the corporate structure of the University; and
6. Receive the net assets of the University upon the dissolution of the same. No part of the assets of the University may be distributed to any individual Trustee or Officer.

Section 3 Annual Meeting with or Written Report to the Member

1. The Officers, the Trustees and a representative of the Member shall hold an annual meeting; or the President of the University, in collaboration with the Board of Trustees, will submit an annual report to present the highlights of the year with particular emphasis on adherence to the Mercy mission.
2. The Member may act without a meeting if, prior to or subsequent to the action, it shall consent in writing to the action. Such written consent or consents shall be filed in the minute book of the University.

Section 4 Transfer of Membership

The Member may transfer or assign its membership in the University or any rights arising therefrom to its successors-in-interest, assigns or any other third party(ies).

**ARTICLE VI**

## **The Board of Trustees of the University**

### **Section 1**    Membership

The Trustees of the University may be no fewer than three (3), but no more than thirty-five (35) in number. It is preferred up to fifteen percent (15%) of the Trustees be perpetually professed Sisters of Mercy of the Americas or candidate recommended by the Member or the leadership of the Sisters of Mercy. The President of the University shall be an ex officio voting member of the Board of Trustees. The President, however, shall not be entitled to vote on any matter that involves the President's compensation and/or removal or the selection of a successor President. Further, the President may be excluded from meetings of the Board of Trustees or its committees where such matters are discussed.

### **Section 2**    Powers of the Trustees

Except to the extent any such powers may be reserved to the Member in the Certificate of Incorporation or these Bylaws (including but not limited to those described in Article IV, Section 2), the Board of Trustees shall have the powers given to the University under the laws of the State of New Jersey, the Certificate of Incorporation and its Bylaws:

1. To bear full legal and fiduciary responsibility for the governance of the University and to be ultimately accountable for the academic quality, planning, and fiscal well-being of the University;
2. To establish or approve the general policies of the administration of the University in accordance with the Certificate of Incorporation and these Bylaws;
3. To adopt an annual financial plan and cultivate all appropriate sources of financial support for the University, safeguard its endowment and oversee the management of its investments with the goal of insuring the sound financial condition of the University;
4. To approve the conferring of academic degrees upon those who in the judgment of the faculty may merit such distinction and, in consultation with the faculty of the University, to confer honorary degrees;
5. To appoint and remove legal counsel for the University;
6. To appoint and remove the auditor of the University;
7. To approve the recommendations of the Executive Committee on the appointment of Trustees;
8. To recommend to the Member a candidate for the office of President, as well as regularly evaluate the President's performance;
9. To approve the reports and requests submitted by the President;
10. To appoint *ad hoc* or standing committees where necessary to study such proposals as may be referred to said committees by the Board of Trustees, any such *ad hoc* committee to report its recommendations to the Board of Trustees for consideration;
11. To establish and review, modify or eliminate any degree program or major of

the University on the recommendation of the Provost and the President;

12. To institute and to promote major fund-raising efforts of the University;
13. To authorize any changes in tuition and fees within the University;
14. To authorize Officers or agents of the University to accept gifts to the University, especially of buildings and/or land;
15. To have the sole power to authorize the grant of tenure, or promotion to or within the tenured ranks, to members of the faculty and to grant faculty emeriti status;
16. To approve, upon the advice of the President, the naming of University facilities, spaces, memorials and endowments;
17. To ensure the care and preservation of property belonging to the University and approve plans to ensure that the University's physical resources adequately support the University's mission and the scope of its programs and services;
18. To approve the compensation of the key executive officers of the University, as defined by the President and approved by the Board of Trustees;
19. To exercise any other powers conferred by the State of New Jersey upon the Board of Trustees; and
20. To recommend to the Member amendments to these Bylaws.

### Section 3 Meetings of the Board of Trustees

1. The Board of Trustees shall meet regularly and not less than three (3) times annually.
2. Special meetings may be held at the call of the Board Chair, the President, or any seven Board members. The Board Chair or Secretary shall cause to be delivered to each Trustee, by regular mail, electronic mail, or otherwise, notice of such special meetings, along with a clear statement of purpose, at least three days in advance.

Notice of the time and place of the meeting together with a proposed agenda and all available, pertinent material shall be delivered to each Trustee, by regular mail, electronic mail, or otherwise, not less than seven days before any regularly scheduled meeting. Meetings may be held without regular notice if each Board member signs a statement waiving notice or if members attend the meeting without objection to lack notice. In the event of a dispute concerning proper notice of a special meeting, a majority of Board members may sign a written or electronic statement waiving the legally required notice without objecting to the lack of such notice.

Any Trustee may participate in a meeting of the Board by means of a conference telephone, video conferencing, Internet or similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to presence in the person at the meeting.

3. In the event of an emergency or a matter requiring an immediate decision before the next scheduled meeting of the Board of Trustees, the Chair or Vice Chair of

the Board of Trustees, or the President, has the authority to call a telephone or electronic conference meeting. An attempt shall be made to communicate by telephone or electronic means with each of Trustee. If a quorum is present at such a meeting, the matter requiring a decision shall be voted upon. Said decision shall be subject to the provisions for required votes as provided in these Bylaws.

4. Subject to the requirements of state law, the Board of Trustees may hold any regular or special meeting, or any part thereof, in executive session with participation limited to voting Board of Trustees members. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the Board Chair.
5. The Officers of the University shall attend, or be excused from, meetings of the Board of Trustees as directed by the Chair of the Board or the President of the University.

#### Section 4 Quorum

A quorum shall be one more than half of the number of Trustees.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by the Bylaws of the University, or by law.

#### Section 5 Votes

1. Except as otherwise provided in these Bylaws, the Certificate of Incorporation, or by law, a majority vote of those Trustees present at any meeting at which a quorum is achieved shall constitute an action of the Board of Trustees. Voting by proxy is not permitted.
2. Any action required or permitted to be taken by the Board of Trustees or by any committee may be taken without a meeting if a unanimous written consent setting forth the actions taken is signed in counterpart by all Trustees and such written consent is filed with the minutes.
3. A two-thirds vote of the entire Board of Trustees (not two-thirds of those present) shall be required to recommend any of the following actions to the Member of the University:
  - a. To remove any Trustee (including but not limited to the Chair or Vice Chair) or any Officer of the University;
  - b. To borrow money or buy, sell or transfer property; and
  - c. To recommend any amendment of these Bylaws.

### **ARTICLE VII**

#### **Trustee Nomination; Election; Term of Office**

##### Section 1 Nomination and Election of Trustees

When a vacancy occurs on the Board of Trustees, a prospective member of the Board

shall be recommended by the Governance Committee and elected at a Board of Trustees meeting with a quorum present. Trustee nominations may follow an expedited review at the discretion of the Chair of the Board in consultation with the Chair of the Governance Committee.

Section 2 Term of Trusteeship

Each Trustee elected to the Board of Trustees shall serve for a term of three (3) years, with a limit of three (3) consecutive terms.

The term of office shall normally commence on July 1 of the year the Trustee is elected and shall end on June 30 three years hence.

Section 3 Termination of Trusteeship

1. A Trustee may resign by submitting a resignation in writing. It shall become effective on the date specified therein.
  - a. Absence without notification to the Chair of the Board of Trustees for more than two meetings of the Board of Trustees in any academic year will automatically terminate that Trustee's membership.
2. A Trustee may be terminated for cause by the Executive Committee.

**ARTICLE VIII**  
**Trustees Emeriti**

Section 1 Nomination and Election

By a majority vote of the Board of Trustees, a Trustee who has served with exceptional distinction may be elected as a Trustee Emeritus. Trustee Emeriti shall not have voting privileges nor be counted as part of quorum determinations. Trustee Emeriti shall have a term of three years, renewable without limit.

Section 2 Entitlement and Powers

A Trustee Emeritus shall be entitled:

1. To receive notices of all meetings of the Board of Trustees;
2. To attend and speak at all meetings of the Board of Trustees;
3. To receive minutes of all meetings of the Board of Trustees and the Executive Committee;
4. To be a member of any committee, except the Executive Committee; and
5. To vote in meetings of any committee on which the Emeritus Trustee may serve; provided, however, no Trustee Emeritus shall have any voting power in meetings of the Board of Trustees nor shall any Trustee Emeritus be counted in a quorum or as a Trustee for any other purpose.

**ARTICLE IX**  
**Officers of the Board of Trustees**

Section 1 Officers

The Board of Trustees shall elect a Chair and a Vice Chair.

Section 2 Term

The Chair and the Vice Chair of the Board of Trustees shall be Trustees of the Board and shall each serve for a term of two years with an option to renew for one year.

A Chair or Vice Chair may be removed from such office by a two-thirds majority vote of the Trustees at any regular or special meeting called expressly for that purpose.

Section 3 Powers and Duties

The Chair shall:

1. Preside at all meetings of the Board of Trustees with a right to vote;
2. Serve as the Chair of the Executive Committee and as an *ex officio* member of all other standing committees of the Board; and
3. Appoint all committee members; and appoint all committee chairs.

In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair. The Vice Chair shall have all other duties as may be assigned by the Board or Chair from time to time.

**ARTICLE X**  
**Volunteers**

Section 1 Qualifications and Duties

1. Volunteers must meet the criteria of a Trustee and follow the same selection process.
2. Volunteers are appointed to a specific committee.
3. Volunteers can provide non-voting guidance and advice.
4. Volunteers must sign and adhere to confidentiality and conflict of interest statements.
5. Volunteers can serve for one three-year term.

**ARTICLE XI**  
**Officers of the University**

Section 1 Officers

The Officers of the University shall be the President, the Treasurer and the Secretary.

Section 2 The President

1. The President shall be recommended by the Board of Trustees and approved by the Member.
2. The President's contract shall be determined by the Chair and Compensation Committee of the Board of Trustees. Such contract shall include a clearly



delineated evaluation timetable and procedure. The President is the chief executive officer of the University. The President shall be responsible for the supervision and management of the University, for the duties mandated by the Certificate of Incorporation, as amended, and these Bylaws, and implementing the policies of the University and of the Board of Trustees.

3. In the event of the death, resignation or removal of the President, the Provost of the University shall assume interim responsibility for the duties of the President. Thereafter, the Board of Trustees shall appoint an Interim President.
4. The President may be removed at any time with or without cause by the Member upon consultation with the University Board of Trustees.

### Section 3 The Treasurer

1. The Treasurer shall be appointed by the Board of Trustees with approval of the Member.
2. The Treasurer shall:
  - a. Have the custody of all funds and financial records of the University; and
  - b. Perform all other duties usual to the office.
3. The Treasurer may be removed at any time with or without cause by the Member upon consultation with the Board of Trustees.

### Section 4 The Secretary

1. The Secretary shall be appointed by the Board of Trustees.
2. The Secretary shall be charged with:
  - a. The custody and preservation of all papers, minutes, letters and other documents of the Board of Trustees and of the University;
  - b. The custody of the corporate seal;
  - c. Signing or attesting to corporate documents where required by law; and
  - d. Responsibility for the minutes of the Board of Trustees and its committees.
3. The Secretary may be removed at any time with or without cause by the Board of Trustees.

## **ARTICLE XII Committees**

### Section 1 Nature of Committees

The Board of Trustees shall establish such standing and *ad hoc* committees as it deems appropriate to the discharge of its responsibilities (Appendix C). Each shall have a written statement of purpose and primary responsibilities as approved by the Board of Trustees and such rules of procedure or policy guidelines as it or the Board of Trustees, as appropriate, approves. Each committee shall review such statements for their appropriateness and adequacy annually. The delegation of authority to a committee shall not, under any circumstances, operate to relieve the Board of

Trustees of any responsibility imposed upon it by law.

Section 2 Committee Membership and Procedure

The Board of Trustees may establish or terminate standing committees with no fewer than three (3) Trustees. Chairs of committees must be Trustees. The President of the University shall be an ex officio, voting member of all committees and may designate members of the administration to serve as liaison to each standing committee. *Ad hoc* Committees may be created or terminated at any time by the Chair of the Board of Trustees. A majority of the committee's voting members shall constitute a quorum. Each committee shall report in writing its activity to the Board of Trustees and submit recommendations and reports regularly.

Section 3 Executive Committee of the Board of Trustees

1. *Composition.* The Executive Committee shall consist of the Chair, the Vice Chair, the Chairs of the Academic Affairs, Advancement and Public Affairs, and Finance and Investment Committees, plus at least two at large Trustees, and the President, who shall serve as an ex officio member. An existing Past Chair in good standing may also join.
2. *Meetings.* The Executive Committee may hold meetings at the request of its Chair, the President or a majority of its members. The Chair of the Board of trustees shall serve as Chair of the Executive Committee.
3. *Responsibilities.* The Executive Committee shall have the power and authority to transact and conduct the business and affairs of the Trustees as necessary between meetings of the Board of Trustees, provided that any action so taken by the Executive Committee shall not contravene the University's mission, objectives, purposes, philosophy or any expressed direction of the Board of Trustees or exceed the powers of the Board of Trustees or Member. In no event shall the Executive Committee have authority to appoint or remove Trustees; amend the By-Laws or Articles of Incorporation; select or remove Board of Trustee Officers; appoint or dismiss the President; change the University's Mission statement; incur corporate indebtedness; approve the creation or elimination of an academic program; approve the annual budget; or confer degrees or awards.
4. *Duties.* The Executive Committee, of which the Chair of the Board of Trustees and the President shall be active ex officio members:
  - a. Helps the Board of Trustees determine the desired composition of influence, diversity and talents of its members in collaboration with the Governance Committee;
  - b. Develops and maintains a list of candidates for membership of the Board of Trustees and cultivates prospects in collaboration with the Governance Committee;
  - c. Identifies prospective trustees, based on their participation as non-trustee committee members in collaboration with the Governance Committee;
  - d. Recommends able and dedicated individuals to the Board of Trustees;

- e. Reviews the performance of incumbent Trustees, particularly those eligible for re-election, and oversees periodic reviews by the Board of Trustees of its own performance in collaboration with the Governance Committee;
- f. Nominates individuals to serve as Trustees, Chair and Vice Chair of the Board of Trustees as appropriate;
- g. Assists the Chair of the Board of Trustees as requested in recruitment of Trustees; and
- h. Identifies nominees for Trustees Emeriti.

In addition to its other authority set forth herein, the Executive Committee shall oversee the work of the other committees of the Board of Trustees, oversee the University's planning process or progress on planning goals and oversee the responsibility of the Board of Trustees to support the President and to assess the President's performance.

Section 4 Governance Committee

The purpose of the Governance Committee is to provide for the continuing development and effectiveness of the Board of Trustees. The Governance Committee identifies, vets and recommends Trustees who bring the necessary experience, skills and character to the Board. The Committee also recommends policies/processes for effective and efficient governance; Board education and orientation; succession planning for Board Leadership; annual By-laws review and conducts the Board self-assessment.

Section 5 Audit and Compliance Committee

The purpose of the Audit and Compliance Committee is to oversee the University's financial practices and standards of conduct. The Committee is responsible for overseeing the external financial audit, ensuring compliance with legal and regulatory requirements, and monitoring internal controls and risk-management systems. The Committee shall have authority, through its chair or a majority vote of its members, to ask management to address specific issues within the mandate of the committee, as well as the authority to engage independent legal counsel and other professional advisers to carry out its duties with Board of Trustees approval. The Audit and Compliance Committee chair shall not be a member of the Finance and Investment Committee.

Section 6 Finance and Investment Committee

The purpose of the Finance and Investment Committee is to oversee the integrity of the institution's financial operations, long-term economic health, and allocation of resources. It is responsible for monitoring financial performance, reviewing annual and long-range operating budgets, reviewing and recommending to the Board of Trustees requests and plans for borrowing, ensuring that accurate and complete financial records are maintained, ensuring that timely and accurate financial information is presented to the Board of Trustees, and overseeing the endowment and other institutional investments.

## **ARTICLE XIII**

### **Indemnification**

#### Section 1 Personal Liability

The Member, Trustees and Officers shall not be personally liable for any debt, liability, or obligation of the University. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the University may look only to the funds and property of the University for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the University.

#### Section 2 Indemnification Against Expenses

The University shall, to the extent legally permissible, indemnify each of its Trustees and Officers against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been in such role, provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the University. The Member, Trustees and Officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit, or proceeding to be the result of gross negligence or willful misconduct in the performance of duty. The University shall also maintain directors' and officers' liability insurance coverage.

#### Section 3 Liability

No Trustee or Officer shall be personally liable to the University or its membership for damages for breach of any duty owed to the University or its membership, except for liability for any breach of duty based upon an act or omission:

1. In a breach of such person's duty of loyalty to the University or its membership;
2. Not in good faith or involving a knowing violation of law; or
3. Resulting in receipt by such person of an improper personal benefit.

#### Section 4 Eligibility for Indemnification

The Board of Trustees may, at its discretion and to the extent legally permissible, authorize, purchase, and maintain insurance on behalf of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the institution or who serves at the request of the University as an employee or other agent of an organization in which the University has an interest.

#### Section 5 Advance Payment of Expenses

Expenses, including legal fees, reasonably incurred by any such Board member or Officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by the institution in advance of the final disposition thereof under the condition that the Board member or Officer repay such advanced fees and costs if it ultimately is determined that the Trustee or Officer is not entitled to be indemnified by the University as authorized by these Bylaws.

Section 6 Miscellaneous

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any Trustee, Officer, or employee may be entitled, under any other Bylaw, agreement, vote of disinterested Trustees, or otherwise, and shall continue as to a person who has ceased to be a Trustee, Officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE XIV**  
**Conflicts of Interest**

Section 1 Conflict of Interest Policy

Trustees must act in accordance with the standards of conduct found in State of New Jersey law or other regulations, these Bylaws, and the University's Conflict of Interest Policy. The Board of Trustees shall adopt and revise, as appropriate, the Conflict of Interest Policy. Each provision of this article shall apply to all Trustees, with and without voting privileges, and all members of any Board of Trustee committees and appointed volunteers.

Section 2 Definition

Subject to the Conflict of Interest Policy, a Board member shall be considered to have a conflict of interest if he or she, or persons or entities with which he or she is affiliated, has a direct or indirect financial or other interest that may (1) impair or may reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the University; (2) may result in personal gain, or gain to the Board member's family (spouse, child, stepchild, or the respective spouses of the foregoing, and any other person residing within the Trustee's household) by apparent use of the Trustee's role at the University; or (3) adversely affects the University's reputation or the public's confidence in its integrity.

Section 3 Voting

Trustees shall disclose to the Board of Trustees or members of committees with Board of Trustees delegated powers as applicable any actual, apparent, or possible conflict of interest at the earliest practical time. A Trustee who has made such a disclosure shall abstain from voting on such matters. Subject to the Conflict of Interest Policy, the Trustee may be invited by the Board of Trustees to participate in the discussion. The Board of Trustees meeting minutes shall reflect that a disclosure was made and note the Trustee's abstention from voting. A Trustee who is recused may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite Board of Trustees action.

Section 4 Annual Disclosure

In accordance with the Conflict of Interest Policy, every Trustee shall complete and sign a disclosure form on an annual basis and update that form as promptly as possible following knowledge of conditions that may create a possible conflict of interest (Appendix B).

Section 5 Compensation

Trustees serve as volunteers and should not expect compensation for their services.

**ARTICLE XV  
Non-Discrimination**

Section 1 Equal Opportunity/Affirmative Action

The University is an equal opportunity employer. The University will take all necessary action to insure that all personal activities and actions, including but not limited to recruitment, employment, promoting, reassignment, demotion, termination, layoff, training and compensation, will be undertaken in a manner which does not discriminate with regard to race, creed, color, national origin, ancestry, age, political affiliation, gender, disability, disabled veteran or marital or parental status, or any other status protected by law, except in those certain circumstances where such status is a bona fide occupational qualification. As an institution of higher education sponsored by the Institute of the Sisters of Mercy of the Americas, the reserves the prerogative to grant preference in its employment practices to qualified Sisters of Mercy of the Americas who have similar qualifications and experience as other applicants.

**ARTICLE XVI  
Registered Office and Registered Agent**

Section 1 The Registered Office

The Registered Office of the University shall be located in Ocean County, State of New Jersey at such place as shall be selected by resolution of the Board of Trustees. Such office shall hereinafter be referred to as the “registered office.”

Section 2 The Registered Agent

The Secretary of the University shall be its Registered Agent.

**ARTICLE XVII  
Fiscal Year**

The Fiscal Year of the University shall begin on the first day of July of each year and shall terminate on the thirtieth day of June of the following year. All financial records shall be kept on a fiscal year basis.

**ARTICLE XVIII  
Policies of the University**

The Board of Trustees shall have power to adopt and amend the Policy Manuals of the University as appropriate.

**ARTICLE XIX  
Amendments to the By-Laws**

Section 1 Recommendation to Amend

A change in these Bylaws may be discussed and recommended to the Member by the Board of Trustees. Such a recommendation requires a two-thirds (2/3) vote of the entire Board of Trustees.

Section 2 Amendments

These Bylaws may be altered, amended, repealed or added to by the Member at any meeting of the Member called for that purpose or by its written consent.

## **ARTICLE XX Acknowledgment**

Pursuant to that certain Conference for Mercy Higher Education Affiliation Agreement, dated April 30, 2006 (the “Affiliation Agreement”), by and among the University, the Member and The Sisters of Mercy of New Jersey, a New Jersey nonstock, not-for-profit corporation, the University, among other things agreed to amend its Bylaws in substantially the form set forth in Articles I through XIX of these Bylaws. Amendments to the University’s Bylaws that complied with the terms of the Affiliation Agreement were adopted and approved by the Board of Trustees and Members of the University on or about April 20, 2018 (the “Amended Bylaws”).

**ADOPTED:** April 20, 2018  
(approved by Board of Trustees)

**EFFECTIVE AS OF:** June 15, 2018  
(approved by CMHE)

### **1.3 Administrative Organization of Georgian Court**

#### **1.3.1 President**

The President is the Chief Executive Officer of the University. The President is recommended by the Board of Trustees and approved by the Conference for Mercy Higher Education, Inc., with compensation fixed by the Board of Trustees, and holds office at its will. Discontinuance in the office may take place by order of the Member or by resignation.

As the Chief Executive Officer, the President is responsible for the supervision and management of the University, for the duties mandated by the Certificate of Incorporation, as amended, and Article IX, Section 2 of the Georgian Court University Bylaws, as well as implementing the policies of the University and of the Board of Trustees

#### **1.3.2 The Director for Mission Integration and Special Assistant to the President**

The Director for Mission Integration and Special Assistant to the President is the University representative charged with interfacing with the Institute of the Sisters of Mercy and the Mid Atlantic Leadership team of the Sisters of Mercy. Likewise, as the mission representative, the vice president also works with any organizations or persons as a representative of the University in matters pertaining to mission and Catholic identity with the approval of the President.

The Director for Mission Integration and Special Assistant to the President reports directly to the President of the University and is a member of the President’s Cabinet.

To deepen and root the understanding of mission and charism, the Director for Mission Integration and Special Assistant to the President also is responsible for programs, initiatives and activities to help individuals understand the Catholic identity of the University and the Mercy Core Values and Critical Concerns as articulated by our Mercy heritage.



### **1.3.3 Provost**

The Provost is the Chief Academic and Student Life Officer of Georgian Court. The Provost supervises academic affairs, student life, and athletics.

The Provost acts for the President in the absence of the President from the campus. The Provost is an ex officio, without vote, member of all committees that report to the Provost. The Provost may hold academic rank and status under the same provisions as the Assistant and Associate Provosts. (See subparagraph 1.4.3.2.)

#### **1.3.3.1 Academic Organization**

Georgian Court University in its academic structure is organized into four Schools as follows:

1. School of Arts and Sciences;
2. School of Business and Digital Media; and
3. School of Education
4. Hackensack Meridian *Health* School of Nursing & Wellness at GCU (a.k.a. Hackensack Meridian Health School of Nursing)

Each School has an academic dean.

##### **1.3.3.1.1 School of Arts and Sciences**

In the School of Arts and Sciences, the following departments are housed:

Art and Visual Studies  
Biology  
Chemistry and Biochemistry  
Criminal Justice, Anthropology, Sociology, and Human Rights  
Dance  
English  
History and Political Science  
Mathematics, Computer Science, and Physics  
Psychology and Counseling  
Religious Studies, Theology, and Philosophy  
World Languages and Cultures

Each department has a Department Chair and Graduate Program Director(s) where appropriate.

##### **1.3.3.1.2 School of Business and Digital Media**

There are five administrative roles in the School of Business and Digital Media: the Dean; the Chair for Business Administration; the Chair for Communication, Graphic Design and Multimedia; the Program Director for the M.S. in Marketing and Communication; and the Graduate Program Director of the M.B.A. Program, who serves on the Graduate Council.

##### **1.3.3.1.3 School of Education**

In addition to the Dean, the School of Education has the following administrative roles:

Teacher Education Chairperson;

Administration and Leadership Chairperson;  
Director of Field Experiences;  
Coordinator of Student Admissions and Assessment; and  
Program Directors: Educational Services and Advanced Studies Chairperson.

#### **1.3.3.1.4 Hackensack Meridian *Health* School of Nursing & Wellness**

The administrative roles in the school are Dean, Assistant Dean, the Chair of each department, and any program directors and coordinators that are currently appointed.

#### **1.3.3.2 Associate Provosts and Dean of Students**

Georgian Court may have Associate Provosts and Deans to support the Provost.

**Associate Provost for Academic Program Development:** Assists the Provost in continuous improvement of academic programs; exploration and development of new degree and non-degree programs; study and development of new extension sites and; adoption of new pedagogy, including online learning courses and programs, and accelerated programs; development and expansion of articulation agreements and other academic partnerships; oversight of library, and assessment programs and activities; communication with New Jersey Office of the Secretary of Higher Education; compliance with Higher Education Opportunity Act. The position serves as Middle States Commission on Higher Education Accreditation Liaison Officer, and manages programs and offices assigned to it.

**Dean of Students:** Assists the Provost in developing and delivering an integrated learning and educational experience for Georgian Court students; effective integration of academic and student affairs; building the learning community; improving residence life programs and quality of campus life; developing effective commuter programs to allow their full participation in University life; developing student programs; establishing effective partnerships with faculty and faculty committees; promoting and supporting service learning; internships, co-op programs; management of programs and offices assigned to the supervision of the Dean of Students.

#### **Status of Associate Provosts and the Dean of Students**

The Associate Provosts, as well as the Dean of Students, are administrative officers who may hold faculty rank and, if so, will teach one course per semester and hold faculty status with respect to academic freedom in teaching situations.

The Associate Provosts, as well as the Dean of Students, will likewise follow the conditional provisions set forth under School Academic Deans in 1.4.3.3 below.

#### **1.3.3.3 School Academic Deans**

The School Deans provide leadership in the development and quality enhancement of academic programs and student services in the School. They assist in the hiring, promotion, and professional development of the faculty as may be required by the strategic goals of Georgian Court. The School Deans, in collaboration with the Institutional Advancement Department, engage in fund raising and grants development to promote the objectives of the School with regard to academic programs and faculty scholarship.

The primary responsibility of School Deans is to provide leadership in the development, delivery, and continuous improvement of academic programs and services; in the recruitment, management, evaluation, and development of the faculty; and in the efficient administration of the resources and needs of the School.

### **Duties and Responsibilities of School Deans**

Deans of Academic Schools provide advice and make recommendations to the Provost on all matters pertaining to their respective Schools. As administrators who hold faculty rank and status as described below, they advance the Mission of the University and contribute both academic and administrative leadership within their respective academic areas. They provide the first level of review for matters dealing within their Schools. Their basic responsibilities are to:

1. Lead the process of new program development and revision of existing programs, together with the faculty of the School and Provost in keeping with strategic planning objectives;
2. Initiate academic program review in conjunction with the School Curriculum Committee, Academic Program Review and Assessment Committee and School faculty;
3. Lead the preparation for accreditation or approval of School programs by relevant state, regional national, and professional accrediting agencies;
4. In conjunction with the Dean of Admissions, assist in developing and monitoring plans for student enrollment and retention, including budget preparation for cost of recruitment;
5. Plan, administer, and assess School programs, activities, and resources: e.g., equipment, budget, and facilities;
6. Make recommendations to the Provost in all School personnel matters, e.g., initial appointments, promotions, sabbaticals, leaves of absence, salary adjustments, release time and other personnel matters for full and adjunct faculty and School support staff;
7. Direct Department Chairs to organize personnel search processes; oversee and assure that searches are completed within University procedures; report the results to the Provost; and independently make a recommendation of a final candidate;
8. Consult with Department Chairs when making decisions about hiring faculty. If the Department Chair is unable or unwilling to direct personnel search processes in the department, the Dean may assume responsibility for the search only after providing written notification to the Chair and allowing a reasonable amount of time for the Chair to respond.
9. Conduct formative and summative evaluations of faculty and support staff in accordance with institutional policy and in conjunction with the Office of Human Resources;
10. Recommend to the Provost, School faculty members for termination when necessary;
11. Encourage and facilitate research, participation in professional and learned societies, and attendance at professional workshops and conferences by School Faculty;
12. Administer and maintain accurate records for students, faculty, and support staff, such as advising reports, professional development plans, annual evaluations, and other personnel records as appropriate for specific program needs and responsibilities of the School;

13. Administer all final appeals on grade changes, academic dishonesty and misconduct through mediation where possible, and final decision where necessary within the School (see Faculty Handbook, Subsection 4.15.2);
14. Supervise and allocate administrative functions within a School, e.g., to Chairs and *ad hoc* task groups;
15. Represent the School in the governance of the University, e.g., Graduate Council, meetings of Provost's Council, etc.;
16. Participate in community outreach and represent the University in national higher education organizations;
17. Develop and supervise the Summer School offerings of their respective Schools, working with the Registrar in verifying the eligibility of students from other colleges;
18. Inform new faculty members of School and Georgian Court policies and procedures;
19. Assure that courses are scheduled to meet the needs of students and to optimize facility use; and
20. Perform all other duties necessary for the efficient operation of the School, either personally or through delegated authority.

### **Faculty Status of the Assistant and Associate Provosts and School Deans**

The School Deans and other administrators with faculty status shall be considered as academic administrators with faculty rank.

Special appointment conditions for academic administrators are as follows:

#### Preferred Requirements

1. A doctorate or terminal degree from a regionally accredited University.
2. No less than ten years of faculty experience in higher education, and no less than three years of administrative experience as a Dean or Department Chair.
3. A record of excellent teaching and evidence of experience and/or scholarship to merit appointment as Full Professor.

Rank: A School Dean shall be appointed to and hold at minimum the rank of Professor.

Initial Appointment: The term of an initial appointment as School Dean shall be for one year, renewable for further three-year terms after evaluation and upon recommendation of the Provost to the President.

Rights: If a School Dean is a faculty member of Georgian Court when appointed to the deanship of a School, the faculty member may return to the previous position and faculty status held prior to the appointment as School Dean. A School Dean appointed from within Georgian Court may at any time return to faculty status by giving the Provost sixty days notice of the intent to resign, which resignation will be effective with the start of the next academic semester.

Deans will accumulate seniority while serving as School Deans on the formula of one year of service for each year served as School Dean. Those with prior service at Georgian Court will retain their years of seniority. When a Dean returns to faculty status, the salary will be based

upon the last full-time base faculty salary plus all increases given to all full-time faculty during the time of service as Dean.

Evaluation: The Provost will evaluate the School Deans each year. In the spring of the second or third year a major evaluation will be made by the Provost and the President to determine renewal. Faculty and students of the appropriate Schools will be consulted during the process. Results of the evaluations and recommendations regarding renewal will be discussed with School Deans by the Provost. This evaluation will be coordinated by Human Resources or the Provost's designee.

Appeal: Any School Dean may use the appeals process outlined in Volume V of the Policy Manual. Should an appeal arise in a classroom setting where academic freedom is involved such an appeal would be handled under Volume IV, Section 4.14 as in the case of any other faculty member.

Educational Leave: The School Deans will be given, if they so request, at the termination of their service as Deans, a semester academic reentry leave, provided they have served at least three years as Dean and are in good standing. They will not be eligible for sabbatical leave until they have accumulated an additional seven years of full-time teaching. Those who are appointed from the faculty at Georgian Court may reclaim time towards sabbatical accumulated prior to the appointment as Dean.

Non-Renewal: In the annual evaluation of the School Dean, if the Provost determines that, in the best interest of the School or of the University, a School Dean should be relieved of the position, the School Dean will, on or before March 1 of any applicable year, receive notice of non-renewal of the appointment as Dean within the appointment period. The School Dean may appeal the decision of the Provost to the President. The President's decision is final. Faculty status if any is not affected by the removal.

Role in Faculty Governance: Article I of the the Faculty Assembly Bylaws set the policy for the Associate Provosts and School Deans involvement in Faculty Governance at Georgian Court.

As administrative officers, the Associate Provosts, and School Deans serve on a number of administrative, institutional and advisory Councils and Committees.

Faculty who serve in administrative positions come under the same policies stated in this subparagraph.

#### **1.3.3.4 Department Chairs**

Department Chairs have defined administrative responsibilities within their respective departments. They have the special obligation to build departments strong in scholarship and teaching capacity. The Chair of every Academic Department is a ranked faculty member.

The Chair acts as facilitator/coordinator to help faculty meet their responsibilities and to move communication smoothly and effectively between the faculty and the Dean. The Chair does not set or interpret policy; the Chair implements policy in consultation with the Dean of the respective School.

The Chair is also the representative of the department to the Georgian Court community and to the outside community. The Chair is responsible for meeting with new students and helping them to

integrate into the major and to Georgian Court. The Chair listens to students' problems and works for resolution.

Clustered departments may meet together when the Chair needs to communicate with all faculty or when faculty members are working on interdisciplinary projects. For all other purposes, programs/disciplines meet separately. The Chair will attempt to coordinate scheduled Department meeting times to accommodate both scenarios.

In clustered departments, each program or discipline its own course schedule to the Chair, who submits to the Dean for approval. Each program or discipline also works on proposing new courses and programs to send to the Curriculum Committee. Faculty in the clustered department may provide input and all faculty in the clustered department should be aware of the activities in the other programs/disciplines. However, no vote should be taken related to moving programs forward to Curriculum Committee. That is solely the responsibility of the program or discipline, with support from the Chair.

### **Appointment**

After consultation with the appropriate Dean and the faculty of the respective Departments, Department Chairs are appointed by the Provost to coordinate the work of the varied academic disciplines.

Term: The term of a Department Chair is three years; this term begins and ends on the Monday following commencement. Only full-time faculty members are eligible to serve as Department Chairs. There is a limit of two consecutive terms that a faculty member may serve in this capacity, so long as the process of selection is followed at the end of the first term.

Election: A Department having five or more full-time members may, by a majority vote of the members in secret ballot, choose to elect its Department Chair, whose appointment is subject to the approval of the Provost. Full-time members of the Department may cast one vote each in such elections. If an election is to take place, faculty members who have been faculty members in that Department from the beginning of the academic year are eligible to vote. Such elections will take place at a Department meeting on or before January 31, with the appropriate School Dean. The recommendation shall be submitted by the appropriate School Dean to the Provost for ratification. The presiding Provost may object to the nominee and then discuss the appointment with the School Dean and faculty members of the Department.

Vacancies: Whenever possible, appointments to vacancies shall be made or elections thereto held on or before March 15, to be effective Monday after commencement. When a search is to be conducted, the School Dean and the Department shall conduct a cooperative search, and the Dean with the advice of and in consultation with the Department, shall submit recommendations to the Provost who will make the appropriate appointment.

### **Evaluation**

New Department Chairs shall be evaluated by the applicable School Dean at the end of the first year. After a review of the evaluations, the Dean shall discuss the evaluations with the Department Chair and take appropriate actions when necessary. The Chair will attach to the annual activity report the Chair's own evaluation of performance. The Department members and the School Dean shall evaluate all Department Chairs after the second year of a three-year term. This evaluation shall be discussed by the Dean with the Chair and attached to the Chair's

annual activity report for that year. This evaluation will be coordinated by the Director of Assessment or the Provost designee.

### **Absence of the Chair**

The Chair may delegate responsibility during absences of less than one month to a member of the department. When the absence is unforeseen or will be for more than a month, the School Dean shall appoint an acting Chair for the duration of the absence, after consultation with the Department.

### **Removal from Office**

The Provost may relieve a Department Chair of administrative duties at any time during the term of the appointment if there is a clear indication of necessity for such action. Such clear indications are determined after consultation with the Dean, Chair and the Department members, and after the Chair has had opportunity to respond. Being relieved of administrative duties does not affect the individual's duties as a faculty member.

### **Duties of the Department Chair**

The Department Chair shall:

1. Develop the proposed teaching schedule of the Department (in consultation with the individual members of the Department) to be submitted to the School Dean;
2. Make recommendations to the School Dean concerning the promotion of faculty members of the School in accordance with established procedures;
3. Call at least three regular meetings of the Department during each semester and ensure the rights of Department members to full participation in decision-making at such meetings (at least one meeting shall be open to student members of the Department);
4. Prepare the agenda for and preside at Department meetings, or appoint a representative to preside in cases of necessary absence;
5. Forward minutes, after Departmental approval, of all meetings of the Department to the School Dean within two weeks of the meeting;
6. Counsel students at pre-registration and approve their programs, or delegate such advisement and approval to other Department members;
7. Maintain a file containing syllabi or courses currently appearing in the catalog and a list of textbooks used in these courses;
8. Submit physical inventories of the Department to the School Dean when requested, in accordance with procedures established by the CFO/Vice President for Finance and Administration;
9. Oversee budget allocations;
10. Lead in the collegial preparation of the Department plan;
11. Prepare Departmental objectives, descriptions and revisions of teaching programs or curricula, and course descriptions for the catalog in consultation with Department faculty;
12. Assist School faculty members in the yearly evaluation of performance;

13. Determine transferability of courses offered at other institutions;
14. Make recommendations to the School Dean in departmental hiring decisions;
15. Direct personnel search processes, e.g., by assigning committee members and Chairs, determining job specifications, supervising the direction of the search, reporting the results to the School Dean, and independently making a recommendation of a final candidate;
16. Lead the department/program in faculty assessment of courses each semester and assessment of programs annually on the university schedule;
17. Lead the process of periodic program review, either through an accrediting body or the Academic Program Review and Assessment Committee, and use that process for continual improvement; and
18. Review full-time faculty in the classroom in preparation for faculty reappointment, third year, and promotion; review adjuncts in the classroom periodically.
19. Attend at least one CIC Department Chairs Workshop (or equivalent) each term of service.
20. Attend at least one GCU Chairs Leadership Institute during each academic year of service. The Chairs Leadership Institute is sponsored by the Dean's Council and the Office of the Provost. The purpose of the Institute is to provide professional development for department chairs on an ongoing basis throughout the academic year. The Institute will offer at least one seminar/workshop/discussion I both fall and spring semesters of each academic year. Current department chairs are expected to participate in the sessions.

### **Department Chairs' Summer Compensation**

All Chairs of Departments with majors shall receive compensation for summer responsibilities in proportion to the nature of those responsibilities, to be determined in consultation with the appropriate Dean and Provost. The Chair of the Department is expected to cover the summer months and to attend to Departmental leadership. A reasonable schedule shall be worked out between the Office of Admissions, Department Chairs and Deans so that students may be adequately served. Documentation of such service may be requested by the Dean and/or Provost at the end of the summer for verification and approval.

### **Department Chairs' Course Load in the Academic Year**

When appropriate, Department Chairs may be given a reduced course load. Chairs who have accrediting responsibilities or who head Departments that have a large number of courses may be given released time for academic administrative duties on an individual arrangement, on the recommendation of the School Dean and approved by the Provost. Such duties shall not exceed the need for a one-half released time in any given semester. All such special arrangements must be approved by the Provost on a specific contract addendum. Department Chairs may have one overload with the approval of the School Dean.

#### **1.3.3.5 Graduate Program Directors**

The Graduate Program Directors shall be appointed by the Provost on the recommendation of the School Dean following the same procedures as the Chairs' appointment procedure in 1.4.3.4 to an



undefined term not to exceed three years without a review in the first semester of the third year of service and subsequent third year in this role.

The Graduate Program Directors will follow the same contractual procedures as the Chairs' (see paragraph 1.4.3.4). A limit of only one overload per semester shall be observed on approval of the School Dean.

All Graduate Program Directors serve on the Graduate Council.

### **Duties of Graduate Program Directors**

The Graduate Program Directors are responsible for:

1. Developing the proposed teaching schedule of the program faculty, who will be teaching graduate courses, before submitting to the Chair and Dean;
2. Reviewing, in collaboration with one graduate faculty member, all of the documents submitted by qualified candidates interested in the program; meeting with each acceptable candidate so as to advise each candidate regarding all of the requirements of the program;
3. Overseeing the acceptance letters, the student folders, and acting as the contact with the Admissions Office which should have the original records for the graduate files;
4. Developing, in collaboration with the Admissions Office, a process for students who have not submitted all the documentation needed but who wish to take courses prior to acceptance (Health Forms before second semester non-negotiable); advising these "Intent to Matriculate" students of time lines, etc.;
5. Reporting at School or Department meetings pertinent graduate activities and information;
6. Assisting the Chair and School Dean in interviewing and hiring faculty for joint or graduate positions;
7. Sharing with the Chair and School Dean the student evaluations of faculty; discussing with the Chair and School Dean any concerns regarding graduate faculty as they arise;
8. Maintaining a file of the course syllabi, editing course descriptions for the catalog and brochure in consultation with the Chair and School Dean, faculty and Registrar, examining courses and sequences for possible revisions; facilitating the process for curriculum development in order to keep program current;
9. Developing the graduate plan and budget in collaboration with the Chair and School Dean;
10. Representing the applicable graduate program on the Graduate Council;
11. Cooperating with the Chair and School Dean in planning for professional development of the faculty;
12. Performing all other duties necessary for the efficient operation of the program or as requested by the Chair and School Dean;
13. Determining transferability of courses offered at other institutions;

14. Lead the department/program in faculty assessment of courses each semester and assessment of programs annually on the university schedule;
15. Lead the process of periodic program review, either through an accrediting body or the Academic Program Review and Assessment Committee, and use that process for continual improvement; and
16. Review full-time faculty in the classroom in preparation for faculty reappointment, third year, and promotion; review adjuncts in the classroom periodically.

#### **1.3.3.6 Director of Library Services**

The Director of Library Services reports to the Associate Provost for Academic Program Development. The Director is responsible for the administration of the library, the development of its collections and services and the implementation of appropriate policies and procedures to facilitate its operation. The Director functions in a manner similar to that of a Department Chair among the other librarians who have faculty status.

#### **1.3.3.7 Registrar**

The Registrar reports to the Provost and is responsible for maintaining academic records for all enrolled and previously enrolled students. The Registrar is also responsible for planning and administering the entire registration process, the scheduling of classrooms for academic progress and the publishing of the undergraduate and graduate catalogs.

#### **1.3.4 CFO/Vice President for Finance and Administration**

The CFO/Vice President for Finance and Administration is a member of the President's Cabinet and is responsible for oversight of the University's treasury functions, financial, business operations, campus safety and security, and facilities and capital projects. As part of the President's Cabinet, the CFO/Vice President for Finance and Administration participates in shaping policy and strategic actions, which support and advance the mission and vision of Georgian Court University in the context of the core values of the Sisters of Mercy. Through the President, the CFO/Vice President for Finance and Administration works closely with the Board of Trustees' Finance and Investment and Audit and Compliance Committees.

The Vice President has the responsibility for the provision of services in the following functional areas: fiscal stewardship, preparation and monitoring of annual operating budgets, auditing functions, maintaining internal controls and accounting operations; vendor relations; campus safety and security; facilities planning, construction and maintenance; payroll; and legal matters.

#### **1.3.5 Vice President for Institutional Advancement**

The Vice President for Institutional Advancement is appointed by and responsible to the President for providing leadership, direction and supervision of all fundraising and alumni programs for Georgian Court University. The mission of the advancement area is to build relationships, awareness of, and support for the University and its programs by communicating the mission and strategic plans of the University to all of its constituencies, and by providing accessible avenues for constituent involvement in financial support, volunteerism, educational advocacy, and relations with the civic community. Advancement develops and recommends policy and procedures related

to all University fundraising from individuals and organizations and is the point of contact for alumni communications and advocacy.

### **1.3.6 Vice President for Enrollment Management**

The Vice President for Enrollment Management is the officer responsible for the recruitment and enrollment of students, both undergraduate and graduate, at Georgian Court. All area operations and policy issues are supervised by this officer. The Admissions staff and Admissions Operations shall report to this officer. The Vice President for Enrollment Management is appointed by and is responsible to the President.

### **1.3.7 Executive Director of Marketing and Communications**

The Executive Director of Marketing and Communications serves as the chief strategic communications officer of the University and reports directly to the President. The Executive Director of Marketing and Communications is charged with guiding the overall communications and marketing strategy and reputation management of the University. Working in close collaboration with the President and other members of the President's Cabinet, the Executive Director of Marketing and Communications advances the reputation and positioning of Georgian Court University. The Executive Director of Marketing and Communications is also responsible for the development of new areas of involvement for Georgian Court University in the community, state, and region. The University webmaster also reports to the Executive Director of Marketing and Communications.

## **1.4 Organization Charts**

Current and up-to-date organizational charts are maintained in the Office of Human Resources.

## **1.5 Institutional Governance Structure**

### **1.5.1 Shared Governance at Georgian Court University**

Georgian Court believes in shared governance. It strives to extend to all members of the Georgian Court community an opportunity to participate in the decisions that will affect them. The faculty, in particular, has a central role in fulfilling the mission of Georgian Court.

This shared governance section of the Georgian Court Policy Manual defines the structures that enable faculty to exercise their rightful role in governance. Nothing in this document shall be construed as usurping the statutory rights of the Board of Trustees or negating the responsibilities or authority of the President and the administrative officers to whom the President designates specific duties and responsibilities. In the spirit of shared governance, such rights and responsibilities are deemed complementary to those of the faculty.

The primary responsibilities of the Board of Trustees and the President are outlined in the Bylaws of Georgian Court University. One of the primary responsibilities of the faculty is implementing the educational goals of Georgian Court by serving a major role in recommending and evaluating admissions policies and degree requirements, appropriate curricula, methods of instruction, research, faculty status, and those aspects of student life, which relate to the educational process.

The power of review or final decision in these areas is lodged in the Board of Trustees or delegated by the Board to the President and Provost as appropriate.

Responsible joint planning by components of Georgian Court occurs in established and in ad hoc bodies for faculty participation including the School Academic Departments and the standing committees of the faculty and of Georgian Court. The responsibilities exercised by these bodies are shared with other areas of Georgian Court as appropriate. Joint planning and effort also occur in *ad hoc* groups composed of faculty and of administration staff and student representatives. (It is appropriate that committees must reflect the administrative structure.) Faculty members are recommended for Standing Committees through the Balloting Subcommittee of the Faculty Assembly, other Georgian Court committee assignments are made by the President or Provost or through the Executive Committee of the Faculty Assembly.

#### **1.5.1.1 Informal Channels of Communication**

The formal reporting relationships outlined in the previous section are meant to insure efficiency and to promote the principle of subsidiarity, which allow matters to be settled at the appropriate level and in cooperation with the appropriate authority.

Complementary to formal reporting relationships at Georgian Court, however, stands the continuing and time-honored tradition of “the open door.” Thanks to the size of Georgian Court and its commitment to community, colleagues have easy access to each other; this promotes friendship and facilitates responses to some questions which might otherwise cause lingering concern. Comparable ease of access, wherever appropriate, is to be found throughout Georgian Court. It flows from community and is creative of further community, provided confidentiality and subsidiarity are respected.

### **1.5.2 Faculty Governance**

#### **1.5.2.1 Constitution of the Faculty Assembly of Georgian Court**

##### **ARTICLE I**

###### **Name**

The name of this organization shall be the “The Faculty Assembly of Georgian Court.” The members of the faculty, acting as a corporate body when assembled in a duly convened meeting, shall consider and vote on issues and matters listed below as their powers.

##### **ARTICLE II**

###### **Authority**

The authority of The Faculty Assembly of Georgian Court is derived from the Board of Trustees of Georgian Court, sometimes referred to herein as Georgian Court. All final powers reside in the Board of Trustees or, as delegated by them, in the President and the administration.

##### **ARTICLE III**

###### **Purpose**

The purpose of this Faculty Assembly, as a major branch of institutional governance, shall be:

- A. To consider and vote in a deliberative manner on major academic policy issues, which include but are not limited to:
  - 1. Criteria for student admissions, grading, academic standing, honors, degrees, and graduation;
  - 2. Proposals for major curricular change, such as the addition or deletion of specific programs, fields of study or modifications of the content of general education;
  - 3. Criteria for evaluation of faculty members; and
  - 4. Criteria for promotion, tenure, sabbatical, dismissal, and retirement.
- B. To be apprised in advance of and given a consultative voice in such major decisions of the administration or Board of Trustees as would directly affect:
  - 1. The mission of Georgian Court;
  - 2. Conditions of teaching and learning within Georgian Court; and
  - 3. Search, selection and evaluation of academic administrators.
- C. To consider and vote in a deliberative or consultative manner as appropriate on any matter referred to it by the President, the Board of Trustees, or the Provost.
- D. Further, to concern itself with:
  - 1. The general welfare of the faculty members and their professional security;
  - 2. Relationships between faculty members and groups that comprise the Georgian Court community;
  - 3. The right of the faculty to a voice when its members wish to speak to matters of common concern; and
  - 4. The quality and nature of student development and academic services.

#### **ARTICLE IV**

##### **Definition of the Faculty's Role in Shared Governance**

- A. In areas in which faculty have a primary responsibility (see Article III, A), a deliberative vote will be taken to establish the recommendations of the Assembly. In these matters, faculty have the primary authority to make recommendations and, where appropriate, forward those recommendations through the Provost and the President to the Board of Trustees. If a review by the Provost, President, or Board of Trustees adversely affects the faculty's recommendation, the matter will be returned to the faculty for reconsideration. After reconsideration, the faculty may resubmit the matter to the administration. Final responsibility for any such decisions resides with the Board of Trustees.
- B. In matters in which the faculty has a consultative voice, final decisions are reserved to appropriate administrative or board authorities.

## **ARTICLE V Powers**

The Faculty Assembly of Georgian Court has established Bylaws, which provide for membership, committees, officers, meetings and procedures governing the operation thereof.

### **1.5.2.2 By-Laws of the Faculty Assembly of Georgian Court**

## **ARTICLE I Membership**

The membership of the Faculty Assembly shall be the full-time faculty members, pro-rata faculty members, adjunct graduate and undergraduate faculty members, and the professional librarians of Georgian Court. In addition, the President, Provost, Associate Provosts, and School Deans shall be ex officio members of the Faculty Assembly, without vote. The Department Chairs and Graduate Program Directors shall be full members of the Faculty Assembly. Adjunct faculty members shall have ½ vote. Pro-rata Faculty members shall have ½ vote. An individual who is a member of the assembly as both an ex officio member and a faculty member shall not retain the voting rights granted faculty members while he or she retains an ex officio position.

## **ARTICLE II Officers**

There shall be four officers of the Faculty Assembly: the Chair, the Past Chair, the Vice-Chair and the Secretary. The latter two shall be elected each year during the spring semester. At the start of spring Commencement exercises, the Chair shall become the Past Chair and the current Vice-Chair shall become the Chair. The Secretary and incoming Vice-Chair are seated concurrently.

## **ARTICLE III Duties of Officers**

- A. The Chair shall:
1. Serve as the Chairperson of the Faculty Assembly;
  2. Set the agenda for the Faculty Assembly;
  3. Convene meetings of the Faculty Assembly and of the Executive Committee;
  4. Ensure that proposals presented for vote in the Faculty Assembly are evaluated to determine whether they require any change to the Policy Manual, Volume I, sections 1.5.2 or 1.6.5, or Volume IV, and that proposals requiring such change include the wording of the proposed Policy Manual revision;
  5. Chair and direct the activities of the Executive Committee of the Faculty Assembly;

6. Appoint a parliamentarian when appropriate; to resolve issues according to Roberts Rules of Order, Revised;
  7. Relay to the Faculty Assembly information which is judged to be of interest or which is directed to the officers for distribution;
  8. Represent the Faculty Assembly in conveying resolutions, recommendations or suggestions of the Faculty Assembly to the appropriate administrators, or to the Board of Trustees through the Provost and President;
  9. Represent the Faculty Assembly in other matters on which the Faculty Assembly wishes its chief officer to speak or act on its behalf;
  10. Appoint in consultation with the Vice-Chair, the Past Chair and the Secretary, faculty members to serve on committees where called for by this document;
  11. Receive written grievances and forward them to the Chair of the Faculty Concerns Committee, as per Volume IV, section 4.14.; and
  12. Carry out the duties of the office as described in the Policy Manual of Georgian Court.
- B. The Vice-Chair shall:
1. Preside at meetings of the Faculty Assembly whenever the Chair is absent;
  2. Assume the powers and duties of the office of Chair for the duration of an absence from or vacancy in that office;
  3. Serve as the Vice-Chair of the Executive Committee; and
  4. Assist the Executive Officer in carrying out the duties of the Faculty Assembly, and prepare to fill the position of Chair upon Spring Commencement of the Academic Year elected.
- C. The Past Chair shall:
1. Serve as advisor to the other Executive Officers of the Faculty Assembly;
  2. Participate in the appointment of faculty members to committees; and
  3. Preside at meetings of the Faculty Assembly whenever the Chair and Vice-Chair are both absent.
- D. The Secretary shall:
1. Assist the Chair of the Faculty Assembly in preparing communications and documents;
  2. Maintain a list of the current membership and terms of office for those faculty members elected and appointed as appropriate to any Georgian Court Committees;
  3. Keep minutes of Executive Committee meetings and of Faculty Assembly meetings with the aid of secretarial services;
  4. Read the minutes when called upon to do so; and
  5. Distribute agenda and minutes to the members of the Faculty Assembly.

## **ARTICLE IV**

### **Meetings**

There shall be no fewer than three meetings per semester of the Faculty Assembly each academic year. The procedure for calling meetings and setting the agenda follows:

- A. Regular meetings of the Faculty Assembly are held in accordance with a schedule established in advance by the Executive Committee for the whole year. Special meetings are called by the Executive Committee when it judges them necessary, or when written request for a meeting has been submitted to the Secretary of the Faculty Assembly by twenty percent (20%) of the full-time voting faculty members. (Notices of such special meetings shall be furnished to members of the faculty forty-eight hours in advance.)
- B. Notwithstanding the number of previous Faculty Assembly meetings during the academic year, there shall be at least one Faculty Assembly meeting during the month of April.
- C. The meeting's agenda and minutes of the previous meeting shall be distributed by the Secretary to all members one week prior to the day of the meeting.
- D. The Executive Committee prepares the agenda, but any member of the Faculty Assembly may present at any meeting (under new business) any matter within the jurisdiction of the faculty for discussion and, if appropriate, for vote at a future meeting.
- E. One half the full-time voting membership, exclusive of members on leave or on sabbatical, shall constitute a quorum.
  - 1. If a quorum is not present at a regular meeting (a non-quorum meeting), the Executive Committee may, by a majority vote, designate the next regularly scheduled meeting as a special meeting, providing notice of such to the Faculty Assembly within seven (7) calendar days of the non-quorum meeting.
    - a. This power may not be used if the meeting without a quorum is the last regularly scheduled meeting in the academic year.
    - b. If a regular meeting is designated as a special meeting under this provision, a quorum shall be defined for the designated meeting as the members present at the designated meeting.
- F. On matters of major academic policy, a deliberative vote of the Faculty Assembly is required with a simple majority of voting faculty members present (See 1.5.2.1, Article III, A). The results are forwarded by the Chair to the Provost to be reported to the President.
- G. On matters requiring a consultative vote, prevailing opinion will be sent to the appropriate administrator by the Chair. (See 1.5.2.1, Article III, B.)
- H. On matters referred to the Faculty Assembly by the Provost, President, or Board of Trustees, the results of a deliberative or consultative vote as appropriate must be forwarded by the Chair to the Provost within a period of time prescribed by the referring party. Referrals are to be made during a regular academic session. The Faculty Assembly shall be afforded three regularly scheduled meetings of the Faculty Assembly to respond. A matter that is not returned within the time prescribed may move forward without a recommendation from the Faculty Assembly.



- I. On committee decisions to be sent to the administration, a two-thirds vote of the Executive Committee is required. Lacking that, the issue will be sent to the Faculty Assembly for determination.
- J. The purposes set out in Article III of the Constitution of the Faculty Assembly shall comprise the business of the assembly meetings.
- K. Meetings shall begin with an invocation and shall then follow Robert's Rules.

From time to time the Executive Committee of the Faculty Assembly may invite members of the administration or others to report or respond to the assembly on issues of common interest or concern. Such attendance gives the guest the right to speak when recognized by the Chair. A meeting with the faculty may be called by either the Provost or President. (Such meetings are not official meetings of the Faculty Assembly.)

Scheduling of such meetings is the joint responsibility of the Executive Committee of the Faculty Assembly and the Provost and/or President.

Released time to carry out the duties of the office may be granted the Chair by the Provost.

## **ARTICLE V**

### **Committees of the Faculty Assembly**

The following are the committees and subcommittees of the Faculty Assembly.

- Executive Committee
  - Ballot Subcommittee
  - Policy Manual Subcommittee
- Curriculum Committees
- Academic Standards Committee
- Faculty Development Committee
  - Academic Research Subcommittee
- Faculty Concerns Committee
  - Sunshine Subcommittee
- Instructional Technology Committee
- Salary and Benefits Subcommittee

These committees are described in Subsection 1.6.5 of Volume I of this Policy Manual and are incorporated by reference in these Bylaws.

Further, faculty members make up the membership of the following Judicial Committees, Subsection 1.6.6 of Volume I of this Policy Manual. They are otherwise incorporated by reference in these By-Laws.

- Undergraduate Admissions Oversight Committee
- Academic Standards Committee
- Faculty Rank and Tenure Committee
- Faculty Sabbatical Committee
- Grievance Mediation Committee
- Grievance Hearing Committee
- Third Year Faculty Review Sub-Committee of the Faculty Rank and Tenure Committee

Faculty members may serve on other Judicial Committees but do not make up the policy or full membership of these committees as they do in the above noted committees (See Subsection 1.6.5, Volume I).

In the event that a committee seat remains vacant, the chair of the committee, or in the absence of a chair, the members of the committee, may request that the Executive Officers of the Faculty Assembly initiate a special election to fill the vacant seat. If the seat is restricted to a specific school, and if no candidate can be found in that school, it may be filled by a faculty member at large. The term of any school-specific position filled by an at-large faculty member shall be one year.

## **ARTICLE VI Amendments**

The Faculty Assembly Bylaws may be amended, a quorum being present (See Bylaws paragraph 1.5.2.2, Article IV(E)), by two-thirds of the full-time voting faculty members present at a regular meeting, or special meeting called for the purpose of amendment. Should two-thirds of the full-time voting faculty members present vote to amend the Bylaws, such amendment becomes effective upon approval by a vote of the Board of Trustees.

### **1.5.3 Student Governance**

Through the Student Government Association of Georgian Court, as well as representation on select University standing committees and *ad hoc* committees and task forces, the students of Georgian Court University are able to articulate student perspectives regarding issues and policies of importance to the student body.

The Student Government Association is the representative body of the student body and is responsible for selecting students to serve on shared governance groups. Its composition and responsibilities are outlined in its Constitution and Bylaws. The Government Association reports its advisory recommendations to the Dean of Students. Review Student Government by-laws, committee and documents available in the Student Handbook.

### **1.5.4 Staff Shared Governance**

The staff at Georgian Court University support the faculty and the administration in fulfilling the University's mission. Staff members conduct the day-to-day affairs of the University under the direction of senior administrators. Staff share in the governance and policy direction of the University via their membership on the Managers and Staff Forums, some committee memberships, as well as via participation in departmental staff meetings.

### **1.5.5 Georgian Court University Alumni**

The Georgian Court University Alumni Association represents the graduates, former students, and honorary degree holders of the University, as well as former executive leaders of University and Sisters of Mercy and is devoted to the perpetuation of the University through programs that offer opportunities for alumni to maintain strong bonds with their alma mater and with each other.

Members work with the University’s Office of Alumni and Donor Engagement to develop, foster, and implement activities that are in the best interests of the University and its alumni.

### **1.5.6 Information Technology Governance**

Information Technology governance provides a mechanism to ensure that technology projects and programs align with institutional goals and objectives, are carefully considered, and developed with the broadest opportunities for input from the University community.

“Technology” in this context comprises all equipment, software, and services that relate to computing and information management, academic delivery, communication, audio, video, and system control.

The governance structure presented here comprises four committees: three domain-specific advisory committees for instructional technology, administrative technology, and Technology-Assisted communication; and a University-level Technology Committee to oversee them all.

The domain-specific advisory committees explore issues and develop policy, procedure, and project proposals for recommendation to the Technology Committee.

The Technology Committee approves tactical and operational policies, procedures, and projects for implementation, assuring that they serve the strategic plan, fit in with the annual priorities of the institution, and are able to be undertaken using the resources available. This committee refers strategic initiatives to the President’s Cabinet for review and approval.

#### **1.5.6.1 Overview**

IT governance provides a mechanism for evaluating projects, programs, policies, and procedures and insuring their alignment with University strategic goals.

**Innovation:** New ideas relating to GCU technology may be generated from anywhere inside or outside the University. The IT governance structure helps bring ideas to full fruition by engaging community members in a holistic review and discussion. By considering both strategic and operational issues the governance structure can ensure that new initiatives serve the University’s mission and goals.

**Domain-specific Technology Governance:** The domain-specific technology advisory committees help to mold new ideas into actionable policies, procedures, and initiatives. They involve University staff with operational expertise and are focused on one of the following defined areas of the overall use of technology:

- a. Technology for teaching, learning, and research, which includes learning management systems, general classroom and lab technology, and desktop and mobile software in support of academic activities;
- b. Technology for administration, which includes student and alumni related information systems, finance, payroll and personnel, planning, fundraising, security and access control;
- c. Technology for web presence and communication which includes the University’s internal and external web presence, social media tools, email, mass text messaging, video, audio, and digital signage.

The domain-specific advisory committees each coordinate a portfolio of domain-specific initiatives and make recommendations to the Georgian Court Technology Committee. They

identify synergies among initiatives in their domain, and resolve overlaps, gaps, and conflicts between those initiatives. They recommend relative priorities among initiatives within their domain.

**University-level Technology Governance:** The Georgian Court Technology Committee oversees the portfolio of all technology initiatives regardless of domain. It involves University leaders with both operational and strategic perspectives, and approves technology initiatives, overall priorities, and high-level implementation schedules, working with other budgeting and planning functions to support the execution of the initiatives.

The Technology Committee identifies synergies among all technology initiatives and between technology initiatives and non-technology initiatives, and resolves overlaps, gaps, and conflicts between them. It also ensures alignment of technology initiatives with the University's long-term plans.

The Technology committee approves tactical and operational technology initiatives and recommends strategic technology initiatives to the President's Administrative Team for consideration.

**The President's Cabinet:** The President's Cabinet considers and approves strategic technology initiatives and considers proposals relating to strategic technology directions.

**The Office of Information Technology:** The Office of Information Technology is charged with managing technology initiatives approved by the President's Administrative Team and the Technology Committee, and does so in concert with members of the University community appropriate to the effort.

### 1.5.6.2 Technology Governance Structure

The governance structure for information technology at Georgian Court University is composed of an oversight committee and three domain-specific advisory committees.

**The Technology Committee** approves and maintains oversight for technology initiatives, ensures coordination with non-technology initiatives, and ensures alignment with University plans and objectives. The committee refers strategic initiatives to the President's Administrative Team for review.

**The Instructional Technology Committee** is a Faculty Assembly Committee that develops and clarifies technology-related policies, procedures, and initiatives for teaching, learning, and research including: learning management systems, general classroom and lab technology, desktop and mobile software to support academic activities. The committee makes recommendations to the Technology Committee.

**The Administrative Technology Advisory Committee** develops and clarifies technology-related policies, procedures, and initiatives relating to administrative systems including: student- and alumni-related information systems, finance, payroll and personnel, planning, fundraising, security and access control. In addition, it serves as an operational committee for coordination of on-going administrative processes. The committee makes recommendations to the Technology Committee.

**The Technology-Assisted Communication Advisory Committee** develops and clarifies technology-related policies, procedures, and initiatives for the University's web presence and Technology-Assisted communication methods including: the University's internal and

external web presence, social media tools, email, mass text messaging, video, audio, and digital signage. The committee makes recommendations to the Technology Committee.

Descriptions for each of the above committees are set forth in Section 1.7 of the volume.

## **1.6 Committees Structure of Georgian Court University**

### **1.6.1 Rules of Procedures and Review of Standing Committees**

The President and Provost are *ex officio* members of all administrative and institutional committees, teams and councils (“committees”) of Georgian Court University.

All judicial committees report their actions to an academic administrator representing the Office of the Provost or the Provost who in turn may recommend appropriate actions to the President. Faculty Assembly committees report their actions to the Executive Committee of the Faculty Assembly and as appropriate, to the entire Faculty Assembly. The Faculty Assembly or Executive Committee’s recommendations go to the Provost for further approval and implementation.

Professional Librarians are eligible to serve on Faculty Assembly Committees and are appointed on administrative, institutional, and judicial committees of Georgian Court.

Administrative and institutional committees are reviewed in the spring of each year and a decision is made by the President’s Cabinet to continue, modify, or eliminate (sunset) each council, team, or committee.

Faculty judicial committees will be revisited by the Provost and the Executive Committee of the Faculty each spring and a similar decision will be jointly made. The Faculty Executive Committee, in consultation with the Faculty Assembly, will review all non-standing Faculty Committees and a similar decision on each one will be made in the spring of each year. The Chair of each faculty committee shall maintain a record of current membership, including the length of time each member is to remain on the committee (where relevant), and shall provide that list to the Executive Committee of the Faculty at the start of each semester. In addition, at the start of the spring semester, the Chairs shall provide the Executive Committee of the Faculty with a list of membership vacancies anticipated for the next academic year.

On or before June 1<sup>st</sup>, the outgoing committee chairs for all institutional and administrative committees shall submit a committee meeting calendar for the following academic year to the Executive Assistant of the Office of the President.

Unless otherwise indicated, a quorum for any committee shall be one more than half of the number of voting members of the committee. Committee members may participate in any meeting through the use of conference telephones, videos, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Minutes of the meetings of the all committees are filed on the University portal.

### **1.6.2 Board of Trustees Committees**

See Article XII of the Bylaws of Georgian Court University.

### **1.6.3 Administrative Groups**

#### **1.6.3.1 President's Cabinet**

**Purpose:** The President's Cabinet advises the President on matters of institutional policy, procedure and strategic direction and serves as a collective leadership body for formulating policy and management recommendations to the Board of Trustees. The members of the President's Cabinet, both collectively and individually, work collaboratively with University constituents in ways that enable the Cabinet to provide direction for the institution and to establish institutional policy. More specifically, the Cabinet shares information across the University's administrative and academic departments that enables each member to perform his or her own leadership tasks as effectively as possible; acts as a conduit of information from the leadership to various administrative and academic offices; develops and implements University-wide initiatives and strategies; ensures centrality of the University's strategic and academic goals; and advises the President on other matters as appropriate. The Cabinet also serves as a vehicle to promote close cooperation among the administrators who report to the President, thus maintaining good communication within all facets of the University community.

**Membership:** The membership of the President's Cabinet is as follows:

1. President (Chair);
2. Provost;
3. Chief Mission Officer;
4. CFO/Vice President for Finance and Administration;
5. Vice President for Institutional Advancement;
6. Executive Director of Marketing and Communications; and
7. Chief Admissions Officer.

The Assistant to the President acts as Secretary of the Cabinet.

**Meetings:** The Cabinet meets on the call of the President on a scheduled basis.

#### **1.6.3.2 President's Leadership Council**

**Purpose:** The President's Leadership Council unites the Cabinet and other principal administrators in deliberating issues and directions referred by the President and Cabinet ranging from advancing the strategic plan and assessment, to program priorities and resource allocation.

**Members:** The membership of the President's Leadership Council comprises members the Cabinet and other members of the leadership of the community as invited by the President.

**Meetings:** The President's Leadership Council meets on the call of the President on a scheduled basis.

#### **1.6.3.3 Provost's Council**

**Purpose:** The Provost's Council is an advisory council to the Provost on all matters pertaining to policy and managerial/academic programs, and student academic support and development programs.

**Membership:** The membership of the Provost's Council is as follows:

1. Provost (Chair);

2. Associate Provost for Academic Program Development;
3. Assistant Vice President for Athletics and Recreation;
4. Assistant Vice President for University Assessment;
5. Dean of Students;
6. School Deans;
7. Director of Global Education Programs;
8. Director of the Center for Teaching and Learning;
9. Director of the General Education Program;
10. Director of Advising;
11. Director of Student Support Services;
12. Director of EOF Program;
13. Diversity, Equity, and Inclusion Officer(s);
14. Campus Ministry Director;
15. Library Director;
16. Director of Institutional Technology; and
17. Guests by invitation.

**Meetings:** The Provost’s Council meets on the call of the Provost on a scheduled basis.

#### **1.6.3.4 Graduate Council**

**Purpose:** The Graduate Council is the major policy and procedures administrative body at Georgian Court pertaining to graduate programs and services. In this role, the Council is responsible for recommending graduate academic policies and standards including oversight of the Graduate Catalog. The Council shall likewise recommend standards for faculty teaching in graduate programs, being program-specific as appropriate.

**Membership:** The membership shall be as follows:

1. The Graduate Program Directors of each approved degree program;
2. The Director of Library Services or faculty designee;
3. The Registrar; and
4. The School Deans.

The Chair will be the Associate Provost for Academic Program Development, who is ex officio without vote.

Consultants to the Graduate Council without vote include the Dean of Students and the Director of Graduate Admissions.

**Meetings:** The Council will meet monthly or on the call of the Chair.

### **1.6.4 Institutional Committees**

#### **1.6.4.1 Academic Program Review and Assessment Committee**

**Purpose:** The Academic Program Review and Assessment Committee is charged with the processes of periodic review and annual assessment of the various academic units of Georgian Court on a scheduled basis.

The responsibilities of the Academic Program Review and Assessment Committee are:

1. Annual Program Assessment of Student Learning
  - a. To provide collegial guidance to academic departments on academic program assessment plans;
  - b. To review annual academic program assessment results and provide collegial guidance to academic departments both before and after the reporting cycle;
  - c. To report significant findings to the Director of Assessment as needed; and
  - d. To make recommendations or report significant findings to the Executive Committee of Faculty Assembly as needed.
2. Periodic Program Review

GCU academic programs conduct Periodic Program Reviews. If a program is not conducting periodic reviews for an external accrediting agency, the PRAC provides oversight to the review process. Responsibilities are:

- a. To establish a schedule for periodic program review (through self study) in conjunction with the Department Chairpersons and Program Directors, and the School Dean;
- b. To determine the process and procedures for academic program review in consultation with the Director of Assessment;
- c. To advise academic programs on the periodic review process, providing collegial guidance related to the procedures of the review, the comprehensiveness of assessment, and the need for accountability to the standards of the discipline;
- d. To make recommendations to Department Chairpersons or Program Directors; and
- e. To report significant findings to the Director of Assessment as needed.

**Membership:** The Academic Program Review and Assessment Committee consists of at least seven faculty members as described herein. There will be one faculty member appointed from each school by the Executive Officers of the Faculty Assembly to staggered two-year terms. Three additional members at large will be appointed from the full-time faculty, including Librarians, by the Executive Officers of the Faculty Assembly to staggered two year terms. The Chair will be appointed from the full-time faculty by the Provost for a one-year term, with the option of term renewal. The Director of Assessment and a representative from the Provost's Office are ex officio members without vote.

**Meetings:** This committee meets on the call of the Chair or Provost on a frequent basis.

#### 1.6.4.2 Administrative Technology Advisory Committee

**Purpose:** The purpose of the Administrative Technology Advisory Committee is to develop and recommend to the Georgian Court Technology Committee technology-related policies, procedures, and initiatives affecting the use of technology in University administration, in alignment with University and Information Technology strategic plans.

The responsibilities of the Administrative Technology Advisory Committee are:

1. To develop administrative technology-related policies for recommendation to the Technology Committee;



2. To analyze and coordinate business processes and the use of administrative systems, and implement efficiency improvements;
3. To identify synergies among and resolve overlaps, gaps, and conflicts between administrative technology-related policies and procedures;
4. To develop and clarify proposals for administrative hardware and software initiatives for recommendation to Georgian Court Technology Committee;
5. To identify synergies among and resolve overlaps, gaps, and conflicts among administrative technology-related initiatives;
6. To recommend technology training for administrative systems;
7. To review and advise on the progress of initiatives in its domain; and
8. To communicate to stakeholders on committee activities.

**Membership:** The membership of The Administrative Technology Advisory Committee shall be:

1. Two representatives from the Student Systems Working Group, which includes Admissions, Advising, Financial Aid, Bursar, Registrar, Alumni Relations, Institutional Research, Residence Life, Student Development, Student Success, TLC, Student Support Services;
2. Two representatives from the Administrative Systems Working Group, which includes Finance, Purchasing, Human Resources, Facilities, Marketing, Advancement, Security, Special Events;
3. One representative from the Provost's Council;
4. All Programmer/Analysts from the Office of Information Technology;
5. The Director of Administrative Systems;
6. The Chief Assessment Officer;
7. The Chief Information Officer; and
8. Other personnel as needed, as determined by the committee.

The Committee chooses the Chair for a one-year term.

**Meetings:** The Committee meets on the call of the Chair.

### 1.6.4.3 Computer Incident Response Team

**Purpose:** The Computer Incident Response Team (CIRT) is responsible for providing the initial investigation to a computer incident on campus. Members of CIRT will be called upon as necessary and as available. The CIRT team is comprised of individuals fully-trained on all aspects technology currently utilized at the University and has the ability to investigate and resolve incidents to the fullest extent. Additionally, they have full access to internal and external resources necessary to complete and report on the investigation.

**Membership:** The CIRT team at Georgian Court University consists of the Technical Director; the User Services Director; the Chief Information Officer; Director of Administrative Systems; and Security Personnel.

#### 1.6.4.4 Emergency Response Team

**Purpose:** The Emergency Response Team evaluates information from various sources during the progress of an emergency event and advises the President on appropriate actions requiring decisions.

**Membership:** The Emergency Response Team is comprised of the President, the CFO/Vice President for Finance and Administration, the Provost, The Executive Director of Marketing and Communications, the Chief Mission Officer, the Chief of Security, and the Dean of Students.

**Meetings:** The team meets when the President or designee declares a campus emergency.

#### 1.6.4.5 Enterprise Risk Management Committee

**Purpose:** The purpose of the Enterprise Risk Management (ERM) Committee is to recommend campus-wide methodologies for identifying, prioritizing and managing risks across the entire University. In this role, the committee has primary operational responsibility for the University's ERM program, which focus on the following operational risk areas:

- Facilities
- Finance and Investment
- Human Resources
- Campus Health, Security and Safety
- Student Affairs
- Academic Affairs and Research
- Information Technology
- External Relations
- Government and Regulation Compliance
- Accreditation Compliance

The committee routinely collaborates with representatives of the University community, including other standing committees to identify, assess, prioritize and respond to risks, as well as to ensure that approved strategies are implemented effectively. It also reviews and makes recommendations to the President's Cabinet on priority risks and risk mitigation programs, including the recommendation of policies and procedures to help ensure that the institution responds to risks as intended. The committee also educates the University community on the benefits of managing risk and the opportunities that risk presents and oversees appropriate training programs. Annually, the committee issues a report to the Audit and Compliance Committee of the Board of Trustees on the status and key initiatives of the ERM program.

**Membership:** The CFO/Vice President for Finance and Administration (chair); Representatives from the Executive Officers of the Faculty Assembly (EOFA), the Managers Forum, Staff Forum, and Office of the Provost; the University's Environmental Safety Officer; and the Chair of IRRB.

**Meetings:** The committee meets on the call of the Chair as needed.

#### 1.6.4.6 Georgian Court University Human Resources Committee

**Purpose:** The Georgian Court Human Resources Committee advises the President's Cabinet on employee personnel issues and policies in contained Volume V of the Georgian Court Policy Manual. In addition, the Committee reviews and makes recommendations on all institutional

policies, in particular, employee benefits in Volume III and appropriate sections of Volume II of the *Georgian Court Policy Manual* as requested by the Director of Human Resources.

**Membership:** The following are members of the Human Resources Committee:

1. Director of Human Resources (Chair);
2. Two faculty members appointed to staggered two-year terms;
3. Two exempt administrative staff members from middle management positions appointed by the President, appointed to staggered two-year terms; and
4. Two non-exempt staff members appointed by the President, appointed to staggered two-year terms.

**Meetings:** The committee meets on the call of the Chair.

#### **1.6.4.7 Georgian Court University Research Review Board (IRRB)**

**Purpose:** The Georgian Court University Research Review Board (IRRB) informs the Georgian Court community-at-large concerning the responsibilities of faculty, students, or administrative researchers whose projects involve biological or behavioral research using live human subjects, in order to insure that procedures are followed to safeguard the rights, dignity, and welfare of research subjects and are in conformance with federal regulations.

In this role, the IRRB is responsible for receiving proposals from all student, faculty and administrative staff conducting research involving human research subjects regardless of the form, location, or whether or not it is funded or if other institutional review has been made, e.g., by a hospital institutional review board. If applicable, a copy of that review is to accompany the proposal. Students who carry out research projects involving human subjects must receive prior approval of the student's protocol by the faculty member sponsoring and supervising the research in the student's proposal.

In addition, the IRRB:

1. Formulates guidelines and policies that meet federal regulations, incorporates the ethical concerns for the entire Georgian Court community, and reflects the particular needs of Georgian Court's researchers. These guidelines and policies are to be approved by the President of Georgian Court in consultation with the Provost;
2. Provides information to researchers as to the appropriate means for protecting the rights and welfare of subjects, securing the effective, free, informed consent of human subjects, and fulfilling federal, local, and the standards of Georgian Court regarding human research;
3. Reviews all proposals for human research submitted to the IRRB by faculty, student, or administrative researchers to assure concordance with aforementioned guidelines. The guidelines shall specify which research is included and which is exempt from the IRRB; and
4. Maintains adequate records and confidentiality and prepares a yearly report for the President on the research approved.

**Membership:** All members of the IRRB are appointed by the President of Georgian Court and follow the Code of Federal Regulations of the Department of Health and Human Services Office of Human Research Protections Part 46.107 and include:

Representative from Education;  
Optional second representative from Education;  
Representative from Biology;  
Representative from Business and Digital Media;  
Representative from Psychology and Counseling;  
Representative from Social Work;  
Representative from Nursing  
An outside member of the University,  
Provost (ex officio); and  
President (ex officio).

This IRRB must be comprised of a minimum of seven members. Members of the IRRB shall not be involved in the initial or continuing review of an activity in which they have a vested interest, except to provide information requested by the IRRB. The IRRB, at its discretion, may invite individuals with competence beyond, or in addition to, that available on the IRRB. Invited participants have no voting rights.

**Meetings:** The IRRB meets monthly from September to May when there is research to review. A summer meeting of the committee may be necessary.

#### **1.6.4.8 Policy Steering Committee**

**Purpose:** The Policy Steering Committee is an advisory committee that advises the University President on updates and revisions to existing university-wide policies and procedures, as well as proposing new ones. Specifically, it coordinates the university-wide policy review and approval process for the University. This includes the following responsibilities:

1. Solicit recommendations from the University community for policies that may need review or development;
2. Establish priorities among the policies that are recommended for review;
3. Issue a list of policies that will be reviewed or developed during the academic year;
4. Coordinate the work of the individuals who develop policy drafts;
5. Ensure a broad-based and comprehensive review of the policy drafts.

**Members:**

1. Chair appointed by the President;
2. Faculty member from the Faculty Policy Manual Sub-Committee;
3. Director of Human Resources;
4. Dean of Students; and
5. Other members as needed.

**Meetings:** Meetings are on call of the Chair.

#### **1.6.4.9 Georgian Court Technology Committee**

**Purpose:** The purpose of the Georgian Court Technology Committee is to approve and oversee all technology initiatives.

The responsibilities of the Technology Committee are:

1. Review and clarify technology-related policies brought from committees;
2. Identify synergies among and resolve overlaps, gaps, and conflicts between technology-related policies and policies developed through other University governance structures;
3. Review and clarify proposals for hardware, software, and services initiatives;
4. Identify synergies among and resolve overlaps, gaps, and conflicts between technology-related initiatives and initiatives developed through other University governance structures;
5. Review, approve, and set priorities and overall sequencing for tactical and operational technology initiatives;
6. Recommend to the President’s Cabinet strategic technology initiatives and directions;
7. Review policies and procedures for information technology governance; and
8. Communicate to stakeholders on committee activities.

**Membership:** The membership of the Technology Committee shall be:

1. The Vice President for Finance and Administration;
2. The Provost;
3. The Chair of the Administrative Technology Committee;
4. The Chair of the Instructional Technology Committee;
5. The Chair of the Technology-Assisted Communication Committee;
6. One member of the Executive Officers of the Faculty Assembly;
7. One School Dean;
8. One student appointed by the Executive Officers of the Student Government Association; and
9. The Chief Information Officer.

The Chief Information Officer chairs the Committee.

**Meetings:** The Committee meets on the call of the Chair from September through May. The Chair may call a summer meeting.

#### **1.6.4.10 Institutional Effectiveness Committee**

**Purpose:** The Institutional Effectiveness Committee fulfills an advisory, monitoring, and coordinating role at Georgian Court University to develop a culture of planning and assessment to ensure maximum efficiency and effectiveness in the management of the university. The committee’s responsibilities include review of unit assessment plans, evaluation of annual unit assessment reports, oversight of the periodic unit review process, and advising the President on the integration of the above with the university’s strategic planning and MSCHE Standards of Accreditation and Requirements of Affiliation. This committee provides a forum for best practices in university assessment and effectiveness and provides analysis of university-wide data to inform decision-making.

The responsibilities of the committee include:

1. Oversight of the university’s compliance with MSCHE expectations of continuous assessment and evaluation of the areas denoted by this organization’s standards and requirements for accreditation;

2. The oversight and review of the university's unit assessment plans and reports, and assistance in periodic unit review;
3. Providing a forum for best practices in university effectiveness and assessment as these align with continuous improvement practices and are benchmarked against peer institutions and professional organizations;
4. Providing an Institutional Effectiveness Plan and Guide, assisting in its implementation and reviewing updates;
5. Review of institutional level data, including but not limited to university-wide surveys, dashboard indicators for strategic planning, and reports to external constituents or agencies, and identifying issues that need to be brought to the attention of the President and/or the President's Cabinet;
6. Coordination of activities related to MSCHE accreditation, Institutional Research, updates on the strategic plan, and university effectiveness through unit assessment and evaluation;
7. Working with the Board of Trustees (or a committee thereof) to ensure that all institutional effectiveness efforts are being met and accreditation standards are being followed; and
8. Advising the President on above matters.

**Membership:** Members of the Institutional Effectiveness Committee are appointed by the President:

1. Assistant Vice President for University Assessment (Chair);
2. Director of Institutional Research and Decision Support;
3. Dean of Students;
4. Associate Provost for Academic Program Development;
5. Assistant Vice President for Finance/Controller;
6. Faculty member (appointed for a three-year term, renewable);
7. Institutional Research Assistant (Committee Secretary); and
8. Other members as appointed by the President.

**Meetings:** The Institutional Effectiveness Committee meets on a monthly schedule.

#### **1.6.4.11 Managers Forum**

**Purpose:** The purpose of the Managers Forum is to act as a conduit for two-way communication among administrative directors, functional managers, and administration by bringing their interests before the administration. It will not act as a collective bargaining unit but will be a venue to provide a voice to integrate the employee perspective into University operations and provide feedback for solutions to the President. The Managers Forum shall not be authorized to consider or determine individual grievances. Specifically, the Managers Forum:

1. Offers a consultative voice in those major decisions of the administration that directly affect the mission and strategy of Georgian Court University, especially with regard to those decisions that affect the efficiency and effectiveness of functional units, processes, and programs under the management of the Forum members;

2. ensures effective and efficient communication flow from administration to staff;
3. Works with the Office of the President to promote staff development and to improve the quality of service and support provided; and
4. Serves as the locus of dialogue and communication among and across functions and programs.

**Membership:** The Managers Forum includes all non-faculty staff with director-level responsibility for managing the operations of a functional staff unit or program seen as critical to the efficient operation of the University. Membership will be determined by Office of Institutional Effectiveness with approval of the President’s Cabinet.

There are four officers of the Managers Forum appointed by the President from volunteers: chair, vice-chair, secretary, and ex-officio. The chair usually performs the typical duties of scheduling, setting the agenda, and presiding at meetings with support from the Office of Institutional Effectiveness. The vice-chair presides at meetings whenever the chair is absent. Both the chair and the vice-chair represent the Managers Forum at other institutional committees. The secretary takes notes and ensures that they are transmitted to the appropriate constituents.

**Meetings:** The forum shall meet at least once in each of the fall and spring semesters.

#### **1.6.4.12 Mission Advisory Committee**

**Purpose:** To promote integration of the Catholic identity and the Mercy core values into all aspects of Georgian Court University life. In this role, the committee has the following responsibilities:

1. Provide advice and assistance in maintaining a focus on the mission and identity of Georgian Court University;
2. Encourage other members of the University community in their efforts to promote the mission and identity of the University;
3. Assist in the implementation of the strategic plan regarding Mission Integration and the Mercy core values of the University.

**Membership:** A minimum of fifteen members including:

1. The Chief Mission Officer;
2. A representative from Campus Ministry;
3. Three faculty members, recommended by the Executive Officers of the Faculty Assembly (two-year staggered terms);
4. Two members of the staff of Student Development to one- and two-year terms, recommended by the Dean of Students;
5. Two students recommended by the Executive Officers of the Student Government Association;
6. A minimum of two members of administrative staff (two-year staggered terms); and
7. Two members at-large, appointed by the President.

All term appointments are renewable.

**Meetings:** Meetings will be held three times a semester or on call of the Chair.

#### 1.6.4.13 Planning and Budgeting Council

**Purpose:** The Planning and Budgeting Council recommends the short- and long-term resource allocations for the University based on institutional priorities and strategic initiatives to the President’s Cabinet and Board Finance and Investment Committee. The Council deliberates directions referred by the President and President’s Cabinet, ranging from advancing the strategic plan and assessment, to program priorities and resource allocation.

**Membership:** The Council maintains liaison with the Institutional Effectiveness Committee and is chaired by the CFO/Vice President for Finance and Administration with the Assistant Vice President for Finance/Controller/Treasurer as an *ex-officio* member. Appropriate administrative officers and staff members may be invited to serve as consultants. The Council shall have representatives from the Executive of the Faculty Assembly (EOFA) and the Student Government Association (SGA) as appropriate to further the Council’s work.

Members of the Planning and Budgeting Council are:

1. CFO/Vice President for Finance and Administration (Chair);
2. Dean of Student Success;
3. Chief Information Officer;
4. Dean of Students;
5. School Deans;
6. Director of Human Resources;
7. Assistant Vice President for Finance/Controller/Treasurer (*ex-officio*);
8. Representative of Executive Officers of Faculty Assembly; and
9. Representative of Student Government Association.

**Meetings:** The Planning and Budgeting Council meets on the call of the President as delegated to the CFO/Vice President for Finance and Administration.

#### 1.6.4.14 Retention Committee

**Purpose:** The Retention Committee is responsible for advice and recommendations on existing and future programs dealing with student retention issues and concerns and to make recommendations and policy advice. In this role, the committee has the following responsibilities:

1. To maintain and increase student retention within all segments of the undergraduate population;
2. To coordinate campus wide efforts in support of students;
3. To identify potential areas for innovation and enhancement of academic and student life;
4. To prepare possible actions and interventions to increase retention;
5. To monitor, evaluate and recommend retention programs for Georgian Court;
6. To develop special task forces to study particular problems of retention;
7. To inform students and faculty of findings;
8. To report to the Provost through the Dean of Student Success;
9. To refer recommendations concerning standards to the Undergraduate Academic Standards Committee of the Faculty Assembly for appropriate action.



**Membership:** The following are the Retention Committee members:

1. Chief Enrollment Officer (co-chair);
2. Assistant Vice President for Athletics and Recreation;
3. Chief Admissions Officer (co-chair);
4. Registrar;
5. Director of Undergraduate Admissions;
6. Office of Financial Aid designee;
7. Director of Academic Development and Support Center;
8. Student Development Case Manager; and
9. Four faculty members appointed by the Executive Officers of the Faculty Assembly.

**Meetings:** Meetings are on the call of the chair.

#### **1.6.4.15 Safety and Security Committee**

**Purpose:** The Safety and Security Committee is concerned with environmental issues that affect the Georgian Court community and employee safety. It is responsible for the promotion of environmental concerns and awareness at Georgian Court; investigation and assurance of the proper storage and disposal of all medical or other hazardous waste produced at any Georgian Court location; assuring that compliance with all government regulations relating to hazardous waste or environmental impact are observed; reporting any potential accidents or hazards located on the Georgian Court grounds to the CFO/Vice President for Finance and Administration; and implementing and supervising recycling programs on campus. It shall be responsible for the review of Section 2.2 of Volume II of the Policy Manual of Georgian Court, as well as the University's Environmental and Health Safety Manual.

#### **Clery Subcommittee**

In addition, the committee examines campus security issues. In this role, the committee has the following responsibilities: review the Annual Crime and Fire Statistics Report statistics to ensure accuracy and effectiveness and initiate any necessary improvements; gathers data, deliberates and make recommendations including new or revised policies and procedures to address campus security issues; communicates security issues with the campus community through various communications, media and publications; serve as a contact point for the members of the University community who wish to raise issues regarding security and the prevention of violence; reviews security policies and procedures in Annual Security and Fire Safety Report, Section 2.3 of Volume II of the *Georgian Court University Policy Manual* and the Georgian Court Emergency Plan; and report and advise the Safety and Security Committee and the President's Cabinet regarding issues relating to campus security and the prevention of violence.

**Membership:** Membership of the Safety and Security Committee shall consist of:

1. The Director of Security (chair);
2. Benefits and Compensation Specialist;
3. Coordinator of Sports Medicine;
4. Safety Officer;
5. Director of Health Services;
6. Two full-time faculty appointed by the Executive Officers of the Faculty Assembly, to staggered two-year terms;
7. One exempt administrative staff member, appointed by the President;

8. One non-exempt staff member, appointed by the President;
9. Two student representatives appointed by the Executive Committee of the Student Government Association, one sophomore and one junior or senior; and
10. The CFO/Vice President for Finance and Administration, ex officio without vote.

The committee reports to the CFO/Vice President for Finance and Administration.

**Meetings:** Called by the Chair.

#### **1.6.4.16 Staff Forum**

**Purpose:** The purpose of the Staff Forum is to act as a conduit for two-way communication between staff and administration by engaging the staff and bringing their interests before the administration. It will not act as a collective bargaining unit but will be a venue to provide a voice to integrate the staff perspective into University operations and provide feedback for solutions to the President.

The Staff Forum works with the Office of the President to promote staff development and to improve the quality of service and support provided. In this capacity, it serves as the locus of dialogue and communication.

In this role, the forum serves to:

1. Enhance the communication network for staff throughout the University community;
2. Support professional development, technical, and educational opportunities to enhance employee skills; and Promote best practices in University operation by focusing on University-wide continuous process improvement; and
3. Promote best practices in University operation by focusing on University-wide continuous process improvement.

The Staff Forum serves in an advisory capacity to the President's Cabinet. It shall not be authorized to consider or determine individual grievances.

**Membership:** The Staff Forum will include all regular part-time and full-time non-supervisory, non-faculty staff.

There are four officers of the Staff Forum appointed by the President from volunteers: chair, vice-chair, secretary, and ex-officio. The chair usually performs the typical duties of scheduling, setting the agenda, and presiding at committee meetings with support from the Office of Institutional Effectiveness. The vice-chair presides at meetings whenever the chair is absent. Both the chair and the vice-chair represent the staff forum at other institutional committees, such as the GCU Forum. The secretary takes notes and ensures that they are transmitted to the appropriate constituents. The ex-officio is a member of the Office of Institutional Effectiveness that provides support and guidance to the forum.

**Meetings:** The forum shall meet at least once in the fall and spring semesters.

#### **1.6.4.17 Students of Concern Team**

**Purpose:** Representatives from faculty, student life, health services, counseling center, and security meet to address and discuss students of concern whether academically, socially, or behaviorally. The team disseminates behaviors/incidents that are being reported to the Office of

the Dean of Students. Focusing on prevention and early intervention for students, the team evaluates the presenting concern and recommends resources and strategies to address potential harm and/or disruptive behaviors. Reported behaviors may relate to the safety and rights of others; therefore, members of the team may intervene in order to minimize disruption to the university community. The team regularly assesses these behaviors/incidents and recommends action in accordance with existing college policies. The assistant dean for student success addresses high-level student conduct issues through the student conduct process. The team does not serve as a crisis response unit, nor does it replace faculty classroom management and/or the Security's response to an incident. Emergencies must be reported to the Security Department at 732-987-2611.

**Membership:**

1. Case Manager, Student Development (Chair)
2. Director of Residence Life or designee
3. Director of Counseling Center or designee
4. Director of Health Services or designee
5. Director of Academic Development and Support Center or designee
6. Two faculty designee

**Meetings:** The committee meets every other week during the academic year.

**1.6.4.18 Sustainability Committee**

**Purpose:** The purpose of the Sustainability Committee is to promote the integration of sustainability into all aspects of campus life and to provide leadership for sustainability initiatives that serve both GCU and the surrounding townships and communities. For the purposes of this committee, sustainability includes working for increased environmental stewardship, social and economic justice and personal and spiritual wellness. The responsibilities of the committee are to provide leadership in the following areas:

1. To collaborate with faculty to mentor and promote integration of sustainability into GCU's curriculum;
2. To work with the CFO/Vice President for Business and Administration and other relevant personnel across campus to ensure that sustainability is integrated into GCU's strategic plan, including but not limited to: hiring of all employees, assessment of employees and divisions, budget planning, purchasing decisions, building and renovation practices, and landscape and storm water management practices;
3. To guide and oversee GCU's efforts to become Carbon Neutral by 2050 and to meet the requirements of GCU's various environmental obligations (American College and University President's Climate Commitment (ACUPCC), EPA Memorandum of Understanding on sustainability etc.);
4. To research and implement effective social marketing strategies that will mentor sustainable behaviors among student, faculty and staff through education and training;
5. To communicate sustainability-related issues and accomplishments to GCU's campus and to visitors to the campus website and GCU IT portal, as well as through social media and in programming events such as open houses, admissions events and orientation; and

6. To promote, sponsor and support sustainability-related activities and events on campus.

**Membership:** Membership of the Sustainability Committee shall consist of:

1. Director of Sustainability (Chair)
2. CFO/Vice President for Finance and Administration
3. Director of Facilities
4. Director of Dining Services
5. Director of Web and Electronic Communication
6. Arboretum Director
7. Coordinator of Residence Life for Operations;
8. At least two faculty members appointed by the President for staggered two-year terms;
9. Representative from Campus Ministry or Mission;
10. Representative from Student Life;
11. Representative from Athletics; and
12. Any sustainability consultants (ex officio, without vote).

**Meetings:** The committee will meet at least once per semester, on call of the Chair.

#### 1.6.4.19 Technology-Assisted Communication Advisory Committee

**Purpose:** The purpose of the Technology-Assisted Communication Advisory Committee is to develop, clarify, and recommend to the Technology Committee technology-related policies, procedures, and initiatives relating to the University's web presence and technologies for mass communication, in alignment with University and Information Technology strategic plans.

The responsibilities of the Technology-Assisted Communication Advisory Committee are:

1. To recommend to the Technology Committee policies and procedures for content, organization, and presentation of web-delivered information and Technology-Assisted communications intended for internal and external audiences;
2. To recommend to the Technology Committee standards for University web sites which include compliance with laws and regulations, ADA compliance issues, a common navigation system, branding, and templates;
3. To recommend to the Technology Committee technology initiatives relating to the University's web presence and communication tools;
4. To guide web content developers to ensure that they: provide content for GCU mass communication that serves the University's goals and mission; are accountable for all mass communication content for which they are responsible; develop mass communication content that is current, accurate, and has link integrity; review and update mass communication content on agreed-upon schedules; and comply with University standards for publishing content;
5. To review web content changes for compliance with policies and standards;
6. To recommend training related to the Web and communication technologies; and
7. To communicate to stakeholders on committee activities.

**Membership:** The membership of the Technology-Assisted Communication Advisory Committee shall be:

1. The Web Administrator;
2. Chief Admissions Officer;
3. One marketing professional from the Office of Marketing and Communications;
4. The graphic artist from the Office of Marketing and Communications;
5. One faculty member appointed by the Executive Officers of the Faculty Assembly for a two-year term;
6. One student appointed by the Executive Committee of the Student Government Association;
7. The Director of Administrative Systems;
8. The Chief Information Officer; and
9. Other personnel as needed, as determined by the committee.

The committee chooses the Chair for a one-year term.

**Meetings:** The committee meets no less than twice a semester.

#### **1.6.4.20 Middle States Commission on Higher Education Accreditation Steering Committee**

**Purpose:** The GCU Middle States Commission on Higher Education (MSCHE) Accreditation Steering Committee serves to monitor and report on the university's compliance with the Commission's Requirements of Affiliation and Standards of Accreditation. (See <https://www.msche.org/standards/>) Its members are chosen from the university community and represent a broad spectrum of faculty, staff, and administrators. The members periodically review the evidence of compliance and report on such at scheduled meetings. Issues related to possible non-compliance are reported to the President's cabinet. The committee also reviews any extraordinary reports required by the Commission and contributes to the Annual Institutional Update (AIU).

**Membership:** The steering committee's members are appointed by the President, who also appoints the chair/co-chairs. Members serve terms of 3-5 years, renewable. Membership of the GCU MSCHE Accreditation Steering Committee shall be:

1. Chair/co-chairs;
2. Two members assigned to each of the seven Standards;
3. Assistant Vice-President for University Assessment (AVPUA), ex officio;
4. Accreditation Liaison Officer (ALO); ex officio.

Additional members may be added for specific duties such as the writing of a self-study and reports. Subcommittees are formed as needed.

**Meetings:** The committee meets regularly as determined by the chair. A minimum of four (4) meetings annually is expected.

### **1.6.5 Faculty Assembly Committees**

All Faculty Committees shall be seated at the start of spring Commencement exercises and shall elect or appoint a chair on or before June 1<sup>st</sup>.

#### **1.6.5.1 Executive Committee of the Faculty**

**Purpose:** The purpose of the Executive Committee of the Faculty is to provide leadership for faculty concerns, to represent the faculty, and to act for faculty interests.

The responsibilities of the Executive Committee of the Faculty are:

1. To act on proposals and recommendations from committees of the faculty;
2. To serve as a liaison between the Faculty Assembly, the Provost, and the appropriate administrators, and to respond to the Board of Trustees through the President as appropriate;
3. To call on major committee chairs for reports;
4. To receive and disseminate information received from administrative, institutional and faculty committees to members of the Faculty Assembly;
5. To serve as central processor and coordinator for committee functions;
6. To keep permanent records of meetings and procedures;
7. To carry out the necessary business of the Faculty Assembly;
8. To provide communication between the faculty and administration regarding decisions concerning the faculty; and
9. To send issues of major academic policy to the Faculty Assembly for consideration.

**Membership:** The membership of the Committee shall consist of:

1. Chair of the Faculty Assembly;
2. Vice Chair;
3. Past Chair;
4. Secretary;
5. A representative from the Library elected by the Library Faculty; and
6. Chairpersons of the major committees of the faculty.

**Meetings:** Meetings are held at least three times per semester on call by the Chair or at the request of any Committee member.

##### **1.6.5.1.1 Ballot Subcommittee**

This Subcommittee reports to the Executive Committee of the faculty.

**Purpose:** The purpose of this Subcommittee is to see that nominations and elections are held, that ballots are counted and that names of faculty members available for appointment to committees in accordance with the requirements of the Faculty Handbook are submitted to the Executive Officers of the Faculty Assembly.

Responsibilities of this subcommittee shall be to:

1. Organize and run elections for all standing committees of the faculty, and for election of faculty members to administrative and institutional committees;
2. Be responsible for nominations, balloting and counting ballots in the spring semester for the following academic year, and to hold special elections as necessary to fill vacant seats;
3. Ask the faculty for volunteers to serve on appointed committees and provide a list of volunteers to the Chair of the Faculty Assembly;
4. Remind and encourage full-time faculty members of their obligation to serve on committees either as electees or appointees;
5. Report to the Executive Committee of the Faculty Assembly and to the Provost and the Georgian Court President on or before May 1 the results of elections and appointments; and
6. Organize voting at Faculty Assembly meetings.

**Membership:** The membership of the Ballot Subcommittee shall be three faculty members appointed to staggered two-year terms by the Executive Officers of the Faculty Assembly.

**Meetings:** Meetings shall be held as needed to facilitate elections by May 1, and on the call of the Chair of the Faculty Assembly in case of vacancy on any committee.

#### **1.6.5.1.2 Policy Manual Subcommittee**

This Committee reports to the Executive Committee of the faculty.

**Purpose:** The purpose of this Subcommittee on the Policy Manual is to develop, recommend, and supervise Policy Manual changes for Volume IV (also referred to as the Faculty Handbook) and Volume I, Subsections 1.5.2 and 1.6.5 of the *Georgian Court Policy Manual*.

The responsibilities of this Subcommittee are:

1. To receive suggestions for revision as set forth in Volume IV, Section 4.16 of the Georgian Court Policy Manual;
2. To revise the handbook as set forth in Volume IV, Subsection 4.16 of the Georgian Court Policy Manual;
3. To authorize publication and distribution of the revised Volume IV of the Policy Manual after approval by the President and/or the Board of Trustees.

**Membership:** The membership of the Policy Manual Subcommittee shall be:

1. At least one representative appointed from the Faculty Concerns Committee to a one-year term (If the Faculty Concerns Committee is unable to provide a member for the Policy Manual Subcommittee, the Chair of the Policy Manual Subcommittee may be requested to serve as a liaison to the Faculty Concerns Committee);
2. Three faculty members appointed by the Executive Officers of the Faculty Assembly, to two-year staggered terms; and
3. Additional Faculty members who may be asked to join the Subcommittee if necessary.

**Meetings:** Meetings are on the call of the chair.

### **1.6.5.2 Curriculum Committees**

**Purpose:** The purpose of the Curriculum Committees is to develop the curriculum for general education and graduation requirements of all undergraduate students, as well as to develop the curricular offerings of each school, to reflect the mission of Georgian Court University. To accomplish this purpose there will be one general education curriculum committee that is University-wide, and one curriculum committee from each school.

#### **1.6.5.2.1 General Education Curriculum Committee**

The responsibilities of the general education curriculum committee are:

1. To develop, revise, and evaluate the general education curriculum and graduation requirements for all undergraduate students at Georgian Court University;
2. To advise the faculty and administration on general education policy, issues, and procedures;
3. To promulgate standards and decide on proposed general education courses and course changes submitted by academic departments;
4. To make recommendations to the Executive Committee of Faculty Assembly for consideration and/or vote of the entire faculty on major changes in the general education curriculum and graduation requirements.

**Membership:** Membership of the General Education Curriculum Committee shall consist of:

1. Teaching faculty members: six from the School of Arts and Sciences with at least one member representing each of the following groups: (1) arts, (2) humanities, (3) social sciences, and (4) natural sciences and mathematics. No two members may come from the same department. In addition, there will be one teaching faculty member from each of the remaining schools. The teaching faculty members will be elected by the Faculty Assembly to staggered two-year terms, with no member serving more than two consecutive terms;
2. One member of the Library faculty, elected by the Library faculty;
3. The Director of General Education;
4. Consulting members (without vote) will include:
  - a. The Dean of the School of Arts and Sciences;
  - b. One undergraduate student;
  - c. Up to two (2) academic administrators representing the Office of the Provost; and
  - d. A representative of the Registrar.

The Chair shall be elected by the Committee from among the voting members.

**Meetings:** Meetings will be three times a semester or on the call of the Chair.

#### **1.6.5.2.2 School-Specific Curriculum Committees**

The responsibilities of the school-specific curriculum committees are:



1. To build and maintain a curriculum that best attains the objectives of each of the schools within the University;
2. To advise the faculty and administration on academic policy matters, procedures, and curricula of each school;
3. To consider new programs, significant modifications, or elimination of existing programs within each school;
4. To decide on proposed courses and course changes submitted by the departments of each school;
5. To make recommendations to the Executive Committee of the Faculty Assembly for consideration and/or vote of the entire faculty on major changes in the curriculum of each school.

**Membership:** Membership of the School-Specific Curriculum Committees shall consist of:

1. Each school shall have a school-specific curriculum committee. Voting members of the Arts and Sciences Curriculum Committee shall consist of one faculty member from each department in that school elected by the members of their respective departments for staggered two-year terms, with no member serving more than two consecutive terms unless there are no available alternative members in a particular discipline. Voting members of the other school-specific curriculum committees shall consist of 3-5 faculty members from their respective schools, elected by the faculty of the school for staggered two-year terms, with no member serving more than two consecutive terms;
2. Consulting members without vote will include:
  - a. The faculty Librarian providing services to the school;
  - b. The Associate Provost for Academic Program Development;
  - c. The Dean of the School;
  - d. A representative from the Registrar; and
  - e. A student majoring in a discipline in the school.

Voting members will elect a chair of the school-specific curriculum committee from among the voting members each year.

**Meetings:** Meetings will be at least three times a semester on the call of the Chair.

### **1.6.5.3 Academic Standards Committee**

**Purpose:** The purpose of the Academic Standards Committee is to encourage and maintain a high level of academic performance by students.

The responsibilities of the Committee are:

1. To receive reports from the appropriate committees and sub-committees;
2. To recommend to the Dean for Student Success students for academic probation and/or dismissal based on the students' academic performance;
3. To review cases for reinstatement;

4. To report probation/dismissal statistics to the faculty at the first meeting of the Faculty Assembly each semester;
5. To make recommendations to the Executive Committee of the Faculty concerning general standards for graduation, academic honors, academic status, and academic dismissal;
6. To study and make recommendations to the Executive Committee of the Faculty Assembly on policies concerning grading practices, academic dishonesty, plagiarism, and grade appeals; and
7. To recommend policies on credit by examination, foreign language proficiency and related matters.

**Membership:** Membership of the Academic Standards Committee shall consist of:

1. One teaching faculty member from each school. All are elected by the Faculty Assembly to staggered two-year terms;
2. The Registrar (ex officio); and
3. The Director of Faculty Advising Fellows (ex officio).

**Voting:**

1. Faculty members of the committee vote on all matters.
2. Ex officio members vote only on matters of academic standing, including decisions regarding probation, dismissal, and reinstatement.

The Chair will be elected by the Committee from among the faculty members.

**Meetings:** Meetings will be on the call of the Chair.

#### **1.6.5.4 Faculty Development Committee**

**Purpose:** The purpose of the Faculty Development Committee is to encourage professional development of the faculty.

The responsibilities of the committee are to:

1. Encourage, promote, develop and conduct programs to assist in the professional development of the entire faculty;
2. Review faculty development proposals for individual faculty members and to make recommendations to the Provost concerning individual requests and released time;
3. Request of the Provost approval and funding for proposals and programs;
4. Review and evaluate funded faculty development proposals and programs; and
5. Report results of discussions to the Executive Committee of the Faculty.

**Membership:** Membership of the Faculty Development Committee consists of:

1. One faculty member from each School elected by the Faculty Assembly to staggered two-year terms; and
2. One member of Library faculty.

The Chair is elected by the Committee.

**Meetings:** Meetings will be at the call of the Chair.

#### **1.6.5.4.1 Academic Research Subcommittee of the Faculty Development Committee**

The Subcommittee reports to the Faculty Development Committee.

**Purpose:** The purpose of the Academic Research Subcommittee is to advance academic research and scholarship at Georgian Court University.

The responsibilities of the subcommittee are to:

1. Arrange and guide Academic Excellence Night and oversees the student presentation of scholarship at Academic Excellence Night;
2. Invite applications for the Georgian Court Summer Faculty Research Grants, conducts evaluations of the proposals (with the input of the Georgian Court University Institutional Research Review Board) and recommends candidates for the awards to the President; and
3. Work to advance scholarly research both in the faculty and in the student body.

**Membership:** The members of the Academic Research Subcommittee are as follows:

1. One faculty member from each school, elected by the Faculty assembly to staggered two-year terms;
2. The Chair of the Georgian Court University Internal Research Review Board);
3. Associate Provost for Academic Program Development, ex officio with no vote.

The chair is elected by the Subcommittee from among the faculty members.

**Meetings:** Meetings are on call of the Chair.

#### **1.6.5.5 Faculty Concerns Committee**

**Purpose:** The Faculty Concerns Committee considers issues that deal with the following volumes and sections of the Policy Manual of Georgian Court University: Volume IV; the Faculty Assembly Constitution and Bylaws as published in Volume I, Subsections 1.5.2; and the standing committees of the Faculty Assembly as published in Volume I, Section 1.6.5. In addition, the committee considers other matters of overall faculty concerns as defined below.

The responsibilities of the Faculty Concerns Committee are as follows:

1. To study and make recommendations to the Executive Committee of the faculty on matters relating to:
  - a. General faculty welfare;
  - b. Termination of employment;
  - c. Teaching conditions;
  - d. Academic freedom;
  - e. Evaluation policies of faculty and administration; and
2. To appoint:
  - a. A Sunshine Subcommittee; and
  - b. A Grievance Mediation Committee and/or Grievance Hearing Committee as needed.

3. To receive reports from the Subcommittee on Salary and Benefits and after consultation and revision, to submit proposals to the Executive Committee of the Faculty Assembly; and;
4. To report to the Executive Committee of the Faculty Assembly.

**Membership:** Seven faculty members elected at-large by the Faculty Assembly to staggered three-year terms. The Chair shall be elected each year by the Committee.

**Meetings:** There will be meetings three times a semester and on call of the Chair, or at the request of two Committee members, or at the request of four faculty members who are not members of the Committee.

#### **1.6.5.5.1 Sunshine Subcommittee of the Faculty Concerns Committee**

**Purpose:** The Sunshine Subcommittee represents the faculty and other members of the community in assisting in personal life situations of community members as appropriate.

The responsibilities of this subcommittee are:

1. To organize the post-Commencement celebration;
2. To solicit nominations for and to present the Unsung Heroes Award;
3. To solicit funds to support the work of the Sunshine Subcommittee; and
4. To coordinate commemorative, sympathy, and retirement gifts and messages on behalf of the Faculty.

**Membership:** The membership of the Sunshine Subcommittee shall include:

1. The Faculty Concerns Committee appoints the Chair for a two-year term.
2. Two other faculty members are appointed for two-year staggered terms by the Faculty Concerns Committee from volunteers from the faculty at large.
3. Other members of the Faculty and Campus Community may volunteer for service on the Subcommittee through the Chair. These positions are for one year.

**Meetings:** The Subcommittee meets on call of the Chair.

#### **1.6.5.6 Instructional Technology Committee**

**Purpose:** The purpose of the Instructional Technology committee is to develop and recommend to the Georgian Court Technology Committee and Faculty Assembly technology-related policies, procedures, and initiatives affecting the use of technology in teaching, learning, and research, informed by University plans. It is both a standing faculty and an institutional committee.

The responsibilities of the Instructional Technology committee are:

1. To promote integration of computers and various educational technologies in academic areas;
2. To promote integration of computers and various educational technologies in academic areas;
3. To act as a resource to the faculty and as liaison between faculty and administration for identifying computer and instructional technology needs;

4. To advise on educational technology training for faculty;
5. To assist academic departments in coordinating use of network software and to participate in determining campus standards available on the network;
6. To advise administration, particularly Information Technology (IT), on the development of policies and procedures relating to the use technology for academic purposes;
7. To identify synergies among and resolve overlaps, gaps, and conflicts between technology-related initiatives for teaching, learning, and research;
8. To develop technology-related policies and procedures for teaching, learning, and research for recommendation to the Technology Committee and Faculty Assembly;
9. To advise on proposals for new and changed uses of technology in teaching, research, and service, if needed;
10. To advise the Curriculum Committees and Graduate Council as appropriate;
11. To review and advise on the progress of initiatives in its domain; and
12. To communicate to the academic community on committee activities.

**Membership:** The Instructional Technology Committee is also a standing faculty committee, whose Chair serves on the Executive Committee of the Faculty Assembly. The membership of the Instructional Technology Committee shall be:

1. One teaching faculty member from each school, and two from the School of Arts and Sciences, with one of the Arts and Sciences members coming from Arts or Humanities and the other from Sciences or Mathematics. The teaching faculty members will be elected by the Faculty Assembly to staggered two-year terms;
2. One representative of the Library Faculty;
3. One student selected by the Executive Committee of the Student Government Association (without vote);
4. The Director of Instructional Technology (without vote); other technology personnel as recommended by IT (without vote);
5. An academic administrator representing the Office of the Provost (ex officio, without vote); and
6. The Chief Information Officer (without vote).

The Chair is chosen from among the faculty members by the committee. The Chair of the Instructional Technology Committee is also a member of the Executive Committee of the Faculty Assembly, the University Technology Committee, and the Technology-Assisted Advisory Committee.

**Meetings:** The committee meets three times per semester with additional meetings on the call of the Chair.

### 1.6.5.7 Salary and Benefits Committee

**Purpose:** The purpose of the Salary and Benefits Committee is to prepare a yearly Salary and Benefits proposal for the Executive Committee of the Faculty Assembly. To this end the Subcommittee will have access, through its Chair, to necessary institutional data and research from the appropriate administrative representative.

The responsibilities of this subcommittee are:

1. To gather suggestions and all information pertinent to salaries and benefits from all interested parties;
2. To facilitate discussion by, and input from, the faculty;
3. To prepare a salary and benefits proposal for the Executive Committee of the Faculty Assembly and to present it to the Faculty Assembly; and
4. To deliver the approved proposal, on behalf of the Faculty Assembly, to the appropriate administrative representative; and
5. To study and make recommendations to the Executive Committee of the Faculty Assembly on matters relating to salaries, fringe benefits, equity and contracts.

**Membership:** Five (5) faculty members elected at large by the Faculty assembly to staggered three-year terms. The chair shall be elected each year by the Committee.

**Meetings:** There will be meetings two (2) times a semester and on call of the Chair, or at the request of two (2) Committee members, or at the request of four (4) faculty members who are not members of the Committee.

### **1.6.6 Judicial Committees**

Persons who serve on these committees are covered by the Liability Policies of Georgian Court as long as they act in a professional manner and on behalf of Georgian Court. Unprofessional behavior in most cases will cause insurance carriers to fail to cover an individual who is considered negligent by such conduct.

#### **1.6.6.1 Grievance Mediation Committee**

**Purpose:** The purpose of the Grievance Mediation Committee is to facilitate the informal grievance review procedures, as described in Volume IV, Section 4.14.

The responsibilities of the Grievance Mediation Committee are:

1. To attempt to resolve grievances through informal means as described in Volume IV, Section 4.14.3;
2. To maintain records of the grievance process as described in Volume IV, Section 4.14.3; and
3. To render a written recommendation.

**Membership:** Three members of the Faculty Concerns Committee elected on an ad hoc basis by the Faculty Concerns Committee. If the Faculty Concerns Committee is a party to the grievance or is unable to supply three members who do not have a conflict of interest, the Chair of the Faculty Assembly, or the Vice Chair if the Chair is also a party to the grievance, shall choose three members from the faculty at large. In the event that both the Chair and the Vice Chair of the Faculty Assembly are parties to the grievance, the grievant and the party being grieved against shall each select a representative from the full-time faculty. Those representatives shall select a third person from the full-time faculty, who shall choose three members from the full-time faculty to constitute

the Grievance Mediation Committee. None of the persons involved in the selection of the membership may serve on the Grievance Mediation Committee.

Members of the Grievance Mediation Committee should be free of conflicts of interest in both fact and appearance. Examples of conflicts of interest include but are not limited to:

A faculty member who is, or at the time of the alleged harm was, the dean, department chair, or program director of either party;

A faculty member who has written a letter of recommendation for the promotion and/or tenure binder of the grievant (where the alleged harm is denial of promotion and/or tenure).

Faculty members asked to serve as members of the Grievance Mediation Committee should vigorously search for perceived conflicts of interest and err on the side of caution.

Any party to a grievance may request the removal of a committee member on grounds of conflict of interest by demonstrating the same to the individual who convened the committee. Replacement members shall be selected in accordance with membership rules above. The committee members shall elect the Chair.

Meetings shall be on the call of the Chair.

#### **1.6.6.1.1 Grievance Hearing Committee**

**Purpose:** The purpose of the Grievance Hearing Committee is to hear formal grievances as described in Volume IV, section 4.14.

The responsibilities of the Grievance Hearing Committee are:

1. To set dates, times, and places of formal grievance hearings;
2. To conduct formal grievance hearings;
3. To maintain a record of formal grievance hearings;
4. To render a written recommendation

**Membership:** A pool of eight (8) potential members shall be elected, one (1) from each school, one (1) from the Library faculty, and the remainder from the faculty at large. In the event that any of these positions cannot be filled, additional faculty members at large shall be elected to fill the vacancies. All of these potential members must be tenured faculty and shall be elected by the Faculty Assembly to staggered three-year terms.

Three members from this pool shall be selected on an ad hoc basis by the Faculty Concerns Committee. If the Faculty Concerns Committee is a party to the grievance, the Chair of the Faculty Assembly, or the Vice Chair if the Chair is also a party to the grievance, shall choose three members from the pool. In the event that both the Chair and the Vice Chair of the Faculty Assembly are parties to the grievance, the grievant and the party being grieved against shall each select a representative from the full-time faculty. Those representatives shall select a third person from the full-time faculty, who shall choose three members from the pool. If the pool cannot supply three members without conflicts of interest, the individual convening the committee selects additional tenured faculty members from the faculty at large.

Members of the Grievance Hearing Committee should be free of conflicts of interest in both fact and appearance. Examples of conflicts of interest include but are not limited to:

A faculty member who is, or at the time of the alleged harm was, the dean, department chair, or program director of either party;

A faculty member who has written a letter of recommendation for the promotion and/or tenure binder of the grievant (where the alleged harm is denial of promotion and/or tenure).

Faculty members asked to serve as members of the Grievance Hearing Committee should vigorously search for perceived conflicts of interest and err on the side of caution.

Any party to a grievance may request the removal of a committee member on grounds of conflict of interest by demonstrating the same to the individual who convened the committee. Replacement members shall be selected in accordance with membership rules above. The committee members shall elect the Chair.

Meetings shall be on the call of the Chair.

### **1.6.6.2 Student Life Judicial Committee**

See the Student Conduct Process in the Student Handbook. Faculty members of this committee must undergo additional required federal training under the HEOA Clery Act.

### **1.6.6.3 Faculty Rank and Tenure Committee**

**Purpose:** The purpose of the Faculty Rank and Tenure Committee is to consider requests for promotion and tenure and to make recommendations to the Provost and President.

The responsibilities of the Faculty Rank and Tenure Committee are:

1. To recommend procedures for review of promotion in rank and tenure requests;
2. To review department or individual recommendations for promotion and tenure;
3. To make recommendations to the Provost and to the President on promotion and tenure; and
4. To provide information to the faculty requesting advice concerning progress toward promotion or tenure status.

**Membership:** Five tenured faculty who have served at Georgian Court for at least three years at the rank of Professor or Librarian, at least one of whom teaches on the graduate level, are elected by the Faculty Assembly to three-year staggered terms. If a member is unable to complete a term, the person with the next highest number of votes in the preceding election will be asked to complete the unexpired term. No faculty member who has a conflict of interest with an applicant shall participate in the revision of that application. A faculty member has a conflict of interest with an applicant when he/she: (1) is the applicant's spouse/partner/relative or professional collaborator; (2) is the applicant's department chair/program director; or (3) writes a letter to the committee supporting the promotion/tenure for an applicant. Other situations may cause conflicts of interest; these are intended as examples, rather than as an exhaustive list of causes. Committee members are expected to recuse themselves whenever any conflict of interest occurs.

The Committee shall elect the Chair. At the election of the Chair, two other representatives from this Committee shall be elected to serve on the Sabbatical Committee.

**Meetings:** Meetings shall be on the call of the Chair as cases occur.



### **1.6.6.3.1 Third-Year Review Subcommittee of the Faculty Rank and Tenure Committee**

**Purpose:** The purpose of the Third-Year Review Subcommittee is to encourage faculty members to enhance the quality of their professional work through continued growth by conducting cumulative assessments, following the procedures enumerated in section 4.7.2.

#### *Responsibilities*

1. To procure from the Office of the Provost in the fall semester a list of faculty members scheduled to undergo Third-Year Review during the current academic year (hereafter the “candidates”), which shall include notice contract faculty members in their third year at Georgian Court, and full-time non-tenure-track faculty as described in section 4.2.1.1;
2. To facilitate jointly with the Faculty Rank and Tenure Committee and the Office of the Provost a meeting with the candidates in the fall semester informing them of the procedures and timeline for the Third-Year Review process;
3. To provide guidance to the candidates as they assemble their portfolios;
4. To assign each candidate two members of the Subcommittee from disciplines other than the candidate’s own to observe the candidate teach and review his or her portfolio;
5. To assign an alternate member of the Subcommittee from a discipline other than the candidate’s own to observe the candidate teach and review his or her portfolio in the event the candidate requests to have one of his or her two initially assigned reviewers replaced;
6. To observe candidates’ teaching and review their portfolios as assigned in 4 and 5 above; and
7. To have each reviewer submit to the Office of the Provost a separate letter for each candidate he or she reviews evaluating the candidate’s teaching, scholarship, and service, as applicable.

#### **Membership**

1. One member of the Faculty Rank and Tenure Committee appointed by the Faculty Rank and Tenure Committee to serve as Chair of the Subcommittee. This individual may not review Third-Year Review candidates.
2. Six (6) additional tenured faculty members who are not serving concurrently on the Faculty Rank and Tenure Committee as follows: one from each school and the remainder at large. These six tenured faculty members shall be elected by the Faculty Assembly to staggered three-year terms. In the event that any of these positions cannot be filled, additional faculty members at large shall be elected to fill the vacancies.
3. An academic administrator representing the Office of the Provost (ex officio, without vote).
4. Additional tenured faculty members may be added for one-year terms at the Chair’s discretion.

**Meetings:** Meetings are held on the call of the Chair.

#### **1.6.6.4 Faculty Sabbatical Committee**

**Purpose:** The Faculty Sabbatical Committee makes recommendations to the Provost regarding applications for sabbatical leaves.

The responsibilities of the Sabbatical Committee are:

1. To review faculty applications for sabbatical leave;
2. To be available to applicants for advice regarding the application process; and
3. To make recommendations regarding sabbatical leave to the Provost with copies to the applicant, School Dean and Department Chair.

**Membership:**

1. Two members of the Rank and Tenure Committee elected by the Committee for two-year staggered terms; and
2. One member of the Faculty Development Committee elected by the Committee to a one-year term.

The Committee members shall elect the Chair.

**Meetings:** Meetings are held on the call of the Chair.

#### **1.6.6.5 Undergraduate Admissions Oversight Committee**

**Purpose:** The purpose of the Undergraduate Admissions Oversight Committee is to advise on acceptance or rejection of questionable student applications to Georgian Court.

Responsibilities of the Undergraduate Admissions Oversight Committee include:

1. Reviewing and acting outside stated admission standards and procedures, on cases of prospective students whose qualifications for admission or readmission are doubtful; and
2. Making recommendations to the Academic Standards Committee concerning modifications of admission standards.

**Membership:** The following are members of the Undergraduate Admissions Oversight Committee:

1. The Dean of Admissions (Chair);
2. The Director of Advising Fellows;
3. Two faculty members from different Schools (one may be a Library representative) appointed by the Executive Officers of the Faculty Assembly to staggered two-year terms;
4. Admissions representative;
5. Director of Academic Development and Support; and
6. Provost or designee, ex officio.

**Meetings:** Meetings are on the call of the Chair.

#### **1.6.6.6 Academic Standards Committee**

See Section 1.6.5.3.

## **1.6.7 Student Committees**

### **1.6.7.1 Student Government Association Committees**

See the Student Government Association Constitution.

### **1.6.7.2 Student Athletic Advisory Committee**

1. One student representative from each sport elected by the team
2. Staggered terms of one and two years
3. Chair is elected by the board members

### **1.6.7.3 Student Involvement in Institutional Governance at Georgian Court**

Student representation is included in the following standing committees of the University:

1. Retention Committee
2. Safety and Security Committee
3. Curriculum Committees
4. Georgian Court Technology Committee
5. Instructional Technology Committee
6. Technology-assisted Communications Advisory Committee
7. Mission Advisory Committee
8. Student Life Judicial Committee

All of the above appointments are made by the Executive Board of the Student Government Association.

## **1.6.8 Constitution of Search Committees for the Provost and Dean Positions**

For Provost search committees, in addition to the administrative appointments, there shall be a minimum of one (1) full-time faculty member each from the School of Education, the School of Business and Digital Media, and the Hackensack Meridian Health School of Nursing at Georgian Court, two (2) faculty members from the School of Arts and Sciences, one (1) Librarian, and one (1) member of the Executive Officers of the Faculty Assembly. Preferably all faculty members shall be tenured.

For Dean search committees, in addition to the administrative appointments, there shall be three (3) full-time faculty members from the pertinent school, and one (1) or two (2) full-time faculty members from other schools and/or the Library. Preferably all faculty members shall be tenured.

When these search committees are established, the faculty and librarian members of the committees are selected by the administration from a pool of faculty members recommended by the Executive Committee of the Faculty Assembly. The Executive Committee of the Faculty Assembly generates a pool of no more than ten (10) full-time faculty members, preferably tenured, by seeking self-nominations from the faculty at large.

Search committees may interview as many candidates as they deem necessary. All search committees will identify at least three (3) to five (5) candidates as finalists in the search process to be brought to campus for a full interview.

All search committees will follow the hiring process prescribed in the GCU Hiring Process Manual. The manual is available from the GCU Human Resources Department. Prior to any appointment as Dean or Provost, a candidate's CV will be submitted to the Faculty Rank and Tenure Committee for recommendations as to whether the candidate meets the requirements for appointment to the rank of Professor.

### **Appointment of Interim Dean or Provost**

Interim appointments must be made for a specified time period not to exceed two years. The President will consult with the Executive Officers of the Faculty Assembly prior to any appointment.

## **1.7 Policy on Policies**

### **PURPOSE**

The purpose of this policy is to ensure that University-wide policies and procedures published in the *Georgian Court University Policy Manual* extend the mission of the University, are promulgated in accordance with a standardized process, with the engagement of appropriate University stakeholders, and are made widely available to the University community.

### **POLICY**

It is the policy of Georgian Court University that University policies and procedures are to be developed, formatted, approved, issued and maintained in a consistent manner, with the engagement of appropriate University stakeholders, and be made widely available to the University community in order to enhance compliance and advancement of the University's mission. Significant changes and new University policies become operational upon formal approval by the Board of Trustees. Minor policy changes, updates or clarifications are approved by the President in consultation with the Chair of the Board.

### **DEFINITIONS**

*University Policy*—a University policy is a prudent governing principle derived from the mission and goals of the University, which is adopted and approved by the President of the University and the Board of Trustees. This definition encompasses only University-wide policies, which are distinguished from departmental policies and operating procedures. Only those policies approved in accord with this policy will have the force of University policy. In the event of a conflict between a University-wide policy and a department policy, the University-wide policy will supersede the department policy. University-wide policies include the following:

*Administrative Policy*—non-academic and non-faculty policies governing the operations of the University as published in Volumes I, II, III, V, VI, VII and VIII of the *Georgian Court University Policy Manual* and the Student Handbook.

*Academic Policy*—policies that directly affect the educational process and the academic programs of the University as published in the University catalogs.

*Faculty Policy*—those policies that affect basic academic personnel matters - principally faculty status, rights and responsibilities, rank, retention, evaluation, and faculty development - as published in the Volume IV and Subsections 1.5.2 and 1.6.5 of Volume I of the *Georgian Court University Policy Manual*.

*University Procedures*—statements that provide for orderly implementation of established University policies through specific, prescribed actions and are more detailed than a policy statement.

*Responsible Officer*—the University officer responsible for developing, coordinating, and maintaining a University policy.

## PROCEDURES/GUIDELINES

### Responsible Officers and Review Cycles

The responsible officer is responsible for keeping the University policy current and for the performance of periodic reviews to ensure that the policy complies with and reflects current laws, regulations, and practices. No less than every three years, the responsible officer is to recommend to the Policy Manual Steering Committee whether the University Policy should be reaffirmed without revision or amended or repealed as provided in this policy. If the Policy Manual Steering Committee concurs with a recommendation to reaffirm the policy, the reaffirmation date is to be noted on the University policy. Depending on requested changes by applicable internal governing bodies, accreditation agencies, or as required by changes to governmental policy or legislation, review periods may be shortened.

### Policy Development/Revision and Approval Process

Development and Approval of Faculty Policies (Volume IV): The introduction of new or proposed changes to *Volume IV of the Georgian Court University Policy Manual* may be initiated by the Faculty or the Faculty Handbook Subcommittee; the Provost; the President; and/or the Board of Trustees or a committee thereof.

While the adoption of policy and its changes is ultimately the prerogative of the Board of Trustees, members from all segments of the Georgian Court community enjoy the privilege and responsibility of contributing to the formulation and alteration of Georgian Court's policy statements. Since the faculty is the group most accountable for upholding the academic standards and implementing the mission of Georgian Court, it is imperative that the Volume IV Policy Manual be kept up to date.

In order to facilitate the revision process, the following guidelines will be observed:

*Process for Revision of Volume I, Subsections 1.5.2 and 1.6.5, and Volume IV:* See Volume IV, Section 4.16.1 and 4.16.2.

*Administrative Approval:* See Volume IV, Section 4.16.3.

*Board of Trustees Approval:* See Volume IV, Section 4.16.4.

*Emergency Procedure:* See Volume IV, Section 4.16.5.

*General Rules of Implementation:* See Volume IV, Section 4.16.6

**Development and Approval of Academic Policies:** The introduction of new or proposed changes to Academic Policies may be initiated by a faculty member, the Academic Standards

Committee or other applicable standing committee of the Faculty Assembly, the Provost, the President, or the Board of Trustees or a standing committee thereof.

Pursuant to the University's shared governance practices, the Faculty, subject to the powers vested in the Board of Trustees, has the responsibility for recommending proposed addition, deletions and modifications to the University's Academic Policies. The Academic Standards Committee is responsible for initially coordinating proposed additions, deletions and modifications to such policies on behalf of the Faculty. In this role, the Academic Standards Committee will either process the proposal itself or appoint an *ad hoc* drafting committee to refine the proposal. The Academic Standards Committee then brings such proposals to the attention of the Faculty Assembly as follows:

When revisions involve simple editing for clarity, the Academic Standards Committee will incorporate these revisions in the policy and notify the Faculty Assembly.

For substantive additions, deletions and modifications, the Executive Committee of the Faculty Assembly will refer the revised texts approved by the Faculty Assembly to the Provost and President for their review and approval. When applicable, the policy will then be forwarded to the Academic & Student Life and Enrollment Committee of the Board of Trustees and then to the full Board for approval. No statement will be approved unless it is considered to be consistent with the policies and Bylaws of the Board of Trustees. The proposed revised text will have no status, not even a promissory one, until final action by the President or Board of Trustees as applicable has been taken.

In engaging in the procedural process outlined above and in appreciation of the principles of shared governance and in the interest of the general well-being of the University, the President and Board of Trustees will weigh heavily faculty recommendations pertaining to Academic Policies. The faculty, administration, and Board will work meaningfully and sincerely with each other in addressing these matters of institutional importance. In those instances when the President or Board does not accept a faculty recommendation, the President will meet with the faculty to discuss the decision and rationale not to accept the recommendation of the faculty. It is desirable that the faculty should, following such communication, have opportunity for further consideration and further transmittal of its views to the President or Board.

**Development and Approval of Administrative Policies:** Proposals to develop new policies or changes to existing administrative policies may be initiated by any member of the University community. Such proposals must be submitted to the Policy Steering Committee. If the Policy Steering Committee agrees the policy should be developed, the matter will be assigned to the appropriate standing committee, an *ad hoc* committee, or appropriate administrator with oversight responsibilities for the area impacted by the policy for further development.

Once the appropriate standing committee, *ad hoc* committee, or appropriate administrator has developed the policy, it will be submitted at the next meeting of the Policy Steering Committee. Once approved by the Policy Steering Committee, the policy will be submitted to President's Cabinet for approval. The President's Cabinet will then either recommend the policy to the President for adoption; refer the policy to an appropriate committee for further development; or recommend to the President that the policy not be adopted.

Administrative policies become operational upon the approval of the President or the Board of Trustees as applicable in accordance with the Bylaws of the Board of Trustees. No

statement will be approved unless it is considered to be consistent with the policies and Bylaws of the Board of Trustees.

### **Development and Approval of Department Policies**

A department of the University may develop additional policies and procedures that pertain only to the affairs of the concerned department. Such policies do not substitute for University policies and procedures. All department-specific policies and procedures must not be in conflict with established University policy and procedure. The area supervisor will communicate such policies to the appropriate President Cabinet member, who will in turn report the policy to the President's Cabinet for approval.

### **Development and Approval of Interim Policies**

With the exception of Academic and Faculty Policies, the University expressly reserves the right to alter or change any policy or procedure on an interim basis without prior notice where circumstances warrant (i.e., safety and security, legal, regulatory or accreditation matters). When this occurs, the President shall inform the Board of Trustees immediately of the establishment of any interim policy. In cases involving Faculty and Academic Policy, the President will consult the Chair of the Faculty Assembly before implementing an interim Faculty or Academic policy.

### **Posting of Approved Policies**

Once a new University policy is approved and signed by the President and Board of Trustees as applicable in accordance with this policy, the Chair of the Policy Manual Steering Committee will ensure that the statement is posted to the appropriate location in the *Georgian Court University Policy Manual*, University publication, or University web site as applicable.

### **Maintenance of the Georgian Court University Policy Manual**

The Chair of the Policy Manual Steering Committee is responsible for keeping the master copy of the *Georgian Court University Policy Manual* and for maintaining the index. Canceled policy statements will not be reflected in the table of contents. Versions of policies from the *Georgian Court University Policy Manual* may be included in handbooks and other University or department publications or Web sites, but must include a disclaimer that the official *Georgian Court University Policy Manual* should be consulted for the latest version of the policy. If there is a discrepancy between a version of a policy published in such publications and the *Georgian Court University Policy Manual* version, the version in the *Georgian Court University Policy Manual* will be considered the official version.

### **Related Procedures and Guidelines**

Policies may be supplemented by procedures or guidelines that describe policy implementation practices, subject to the approval of the President or an authorized designee. These supplemental procedures may be referenced in, and/or linked from, the relevant policy, as appropriate.

### **Reservation of Rights**

Nothing in this policy limits or circumscribes in any way the power and authority of the Board of Trustees or the President to issue, amend, or revoke University policies or department policies at any time.

Only those University policies that are approved by the Board or a duly authorized committee of the Board, as authorized by the Bylaws of the Board of Trustees, can be applicable to the Board and/or its Trustees.



## Appendix: Historic Highlights and Presidents of Georgian Court

### *Historic Highlights*

- 1908 Georgian Court College founded by the Sisters of Mercy in North Plainfield, New Jersey, under the title of Mount Saint Mary College; and accredited by state of New Jersey
- 1911 College destroyed by fire and immediately rebuilt
- 1912 First class graduated
- 1922 Accredited by Middle States Commission on Higher Education
- 1924 George Jay Gould estate, bordering Lake Carasaljo in Lakewood, New Jersey, purchased as the new site for the campus to house a growing student body. The original name of Georgian Court was maintained as a stipulation of the purchase agreement. The estate included the Mansion, Raymond Hall, the Casino, and the Gatekeeper's Lodge, along with the gardens, fountains, and woodlands.
- 1925 Mercedes Hall, a Lakewood residence, along with the original parish church of the town (now the McAuley Heritage Center) moved across the fields of Lakewood to campus
- 1929 Hamilton Hall purchased; our first residence "outside the gates"
- 1931 Kingscote acquired
- 1940 Kearney House added, first called the Campus Club, then the Music Center, and now Lake House
- 1951 Farley Memorial Library constructed to house The Court's growing scholarly collection
- 1961 State of New Jersey approved Georgian Court's Teacher Education Program  
Saint Joseph Hall built in response to burgeoning college resident population
- 1964 Arts and Science Center completed
- 1967 Maria Hall, our second residence hall, opened
- 1974 New wing doubles the capacity of Farley Memorial Library
- 1976 First year for the Master of Arts in education program
- 1978 Master of Arts degrees first conferred on 41 students
- 1978 Entire campus entered into the National Register of Historic Places and the New Jersey Register
- 1979 Coeducational Undergraduate Program instituted
- 1982 Approval of Master of Arts in Special Education
- 1985 Entire campus designated a National Historic Landmark
- 1988 Completion of Mercy Center
- 1989 Approval of Master of Arts in Education with teaching certification  
The Sister Mary Grace Burns Arboretum, comprising the entire campus, founded
- 1993 Completion of construction of new library and student lounge complex

- 1993 Approval of Master of Arts in Counseling Psychology and school psychologist certification
- 1995 Approval of Master of Business Administration
- 1997 Approval of Master of Arts in Theology
- 1999 The library named in honor of Sister Mary Joseph Cunningham, former treasurer of the college
- 2001 Approval of Master of Arts in Holistic Health Studies
- 2003 Women in Leadership Development program instituted
- 2004 Georgian Court College received university status from the New Jersey Commission on Higher Education  
Completion of new residence halls
- 2004 Dorothy Marron University Community Chapel completed  
Completion of two-story Audrey Birish George Science Center  
Purchase of the Eighth Street house on Lakewood Avenue  
Purchase of a residence on Fourteenth Street to serve as the President's house
- 2006 Completion of expansion of the Court Café (now the Café at GCU)
- 2007 Purchase of the Ninth Street house  
Approval of three new undergraduate majors in dance; tourism, hospitality, and recreation management; and exercise science, wellness, and sports
- 2008 Completion of the Wellness Center  
Approval of a Bachelor of Science in Nursing  
Launch of GCU's year-long Centennial celebration
- 2009 Accreditation of teacher education and school leadership programs by the Teacher Education Accreditation Council (TEAC)
- 2010 Approval of undergraduate and graduate programs in early childhood (P-3) education
- 2011 Launch of M.S. in Homeland Security (now M.A. in Criminal Justice and Human Rights), M.A. in Applied Behavior Analysis, and B.A. in Latino/a and Business Studies (now B.A. in Latino Business Studies)
- 2012 Approval of B.A. in Digital Design and B.F.A. in Graphic Design and Multimedia; launch of GCU's 100% online master's programs in Holistic Health (now M.A. in Integrative Health)
- 2013 GCU becomes fully coeducational, opening all classes and student life programs to men, and adds men's track and field (indoor and outdoor), basketball, and soccer  
The GCU-Meridian Health School of Nursing is accredited by the Commission on Collegiate Nursing Education  
Entering freshman class totals 275 students, outpacing 2009 record of 253 freshmen  
The university secures \$8.4 million in state bond funding to upgrade and renovate campus buildings and classrooms

- 2014 GCU-Brookdale Community College Guaranteed Admissions Initiative is announced  
The International Collaboration Center opens in Farley Center, allowing GCU to conduct asynchronous lectures, projects and presentations with others worldwide  
Faculty and students visit 29 countries through GCU’s growing global education program  
After 14 years as President, Sister Rosemary E. Jeffries announces plans to step down at the end of the 2014-2015 academic year
- 2015 GCU renames the Arts and Science Center, GCU’s largest academic building, Jeffries Hall, in honor of President Emerita Rosemary E. Jeffries, RSM, Ph.D.  
A new minor in social media marketing begins, and a new post-baccalaureate online certificate in Mercy Spirituality is approved for launch  
GCU wins a Governor’s Environmental Excellence Award, for sustainability efforts  
The GCU Lions add men’s lacrosse, with competition beginning in 2016  
*Money Magazine* names GCU among its Best Colleges for Your Money and *Washington Monthly Magazine* adds GCU graduate programs to its list of Best Bangs for the Buck  
The GCU Board of Trustees announces Joseph R. Marbach, Ph.D., as GCU’s next president, beginning July 1
- 2016 The GCU School of Business and Digital Media changes its name to reflect new marketplace emphasis on digital technology  
The university’s new Applied Behavior Analysis Clinic, an outgrowth of the ABA graduate psychology program, launches and offers services to the general public  
GCU partners with the K–12 Alliance (KTA) on select graduate education programs, positioning GCU for growth at off-site locations in Monmouth, Union, Essex, and Ocean counties.  
GCU is named in the top 10 percent of the value-added college rankings of *The Economist* given higher-than-expected median earnings of \$45,700 for GCU graduates in the first decade after college  
GCU strengthens its ties to Catholic education by launching the Catholic Schools Initiative; the effort includes additional scholarship funding and book awards for area Catholic high school students  
GCU’s partnership with Brookdale Community College is expanded, giving students the option of earning undergraduate English, education, and psychology degrees from GCU@Hazlet  
Approval of new business majors in finance, management, and marketing
- 2017 GCU graduates its first fully coeducational undergraduate class with nearly 400 students  
The U.S. Department of Education awards \$1.99 million to GCU for “Chart the Course” to improve retention and graduation rates  
GCU’s Catholic partnerships expand to Trenton Catholic Academy, Holy Spirit High School, Union Catholic, Donovan Catholic, St. John Vianney, and others

- GCU@Hazlet adds business and interdisciplinary studies programs. GCU enters an agreement with Cumberland County College, now Rowan College of South Jersey–Cumberland Campus (RCSJ–Cumberland), to offer the Bachelor of Social Work (B.S.W.) via GCU@Cumberland
- 2018 GCU adds partnerships with Raritan Valley Community College (RVCC), Middlesex County College, Immaculata High School (Somerville), and Cathedral High School (Manhattan)
- GCU is the Greater Toms River Chamber of Commerce’s Nonprofit Partner of the Year
- Approval of B.S. in Health Sciences and B.A. in Health Profession Studies
- GCU named to Phi Theta Kappa’s 2018 Transfer Honor Roll and recognized by Abound as one of the nation’s top colleges for adult learners
- At #39, GCU is in the top 15 percent of regional college and university rankings in the Best Bang for the Buck Colleges list by Washington Monthly
- GCU student-athletes take first place among all NCAA Division II teams nationwide in Helper Helper community service competition
- Faculty, students, and staff invest 120,704 hours in volunteer activities
- After more than two years of preparation and serious self-examination, the Middle States Commission on Higher Education (MSCHE) re-affirmed that Georgian Court University meets all of the standards for being accredited
- 2019 Launch of The Strategic Compass . . . for an Even Better Tomorrow, which focuses on academic excellence, the student experience, revenue generation and diversification, and efficiencies
- Approval of Psy.D. in School Psychology, the university’s first doctoral degree
- Approval of M.A. in Higher Education and Student Affairs Administration and M.S. in Communication and Digital Marketing
- His Royal Highness The Prince Edward, Earl of Wessex, plays the historic game of court tennis at GCU. The visit, promoting the Duke of Edinburgh’s leadership program for young adults, generates \$4.8 million in media coverage
- Approval of five new undergraduate student learning goals, based on GCU’s Bridge General Education program
- Launch of Apollo Fountain restoration project with two gifts of \$50,000 each; full plan is created to repair and upgrade the iconic fountain
- First B.S.W. students graduate from GCU@Cumberland’s (now RCSJ–Cumberland)
- The GCU Lions rake in seven conference championships for women’s indoor and outdoor track and field, men’s indoor and outdoor track and field, men’s and women’s lacrosse, and volleyball
- 2020 Launch of Center for Professional Studies, with courses for enrichment, professional development, and corporate training
- GCU climbs 30 points in U.S. News & World Report rankings due, in part, to high student retention and graduation rates; also named a Top Performer on Social Mobility

In its 2019–20 College Financial Health Grades, Forbes Magazine ranks GCU as the third-healthiest private institution in New Jersey

Approval of B.A. in Political Science and re-introduction of the B.A. in Computer Information Systems

New 3+1 program between GCU and Brookdale Community College creates new, affordable pathway to a bachelor’s degree

GCU listed in the top 25% for lifetime return on investment, according to the Georgetown University Center on Workforce and Education

Georgian Court is shuttered by COVID-19, the global pandemic that shifted nearly all classes 100 percent online. Faculty, students, and staff successfully adapt to remote learning and business operations

GCU freezes undergraduate tuition to assist families strained by the economic impact of COVID-19

GCU hosts first-ever virtual celebration and Apollo Fountain drive-by salute to graduates

2021 University fund-raising reaches a five-year high in corporate and foundation funding and in major gifts

GCU marks Commencement with four ceremonies, including one recognizing 90-year-old graduate as the university’s oldest degree recipient; attracts national news coverage

President Joseph R. Marbach introduces Renew GCU, focused on the myriad projects reflecting the spiritual, intellectual, physical, and operational renewal of Georgian Court

GCU is upgraded by Standard & Poor’s in its annual bond rating review

The university lands a five-year, \$1.69 million TRIO–SSS grant from the U.S. Department of Education, sustaining the program at GCU for 40 years

### ***Presidents of Georgian Court***

Mother M. Cecilia Scully	1908-1940
Mother M. John Considine	1940-1948
Mother Marie Anna Callahan ‘12	1948-1962
Sister Mary Pierre Tirrell ‘30	1962-1968
Sister Stephanie Sloyan, Ph.D., ‘39	1968-1974
Sister Maria Cordis Richey, Ph.D. ’50	1974-1980
Sister Barbara Williams ‘63	1980-2000
Sister Rosemary E. Jeffries, Ph.D., ’72	2001-2015
Joseph R. Marbach, Ph.D.	2015-present

## **Appendix: Charter and Incorporation Documents**

### ***Charter of Mount St. Mary's College of the Sisters of Mercy***

“This is to certify that the undersigned do hereby associate themselves into a corporation under and by virtue of the provisions of an Act of Legislature of the State of New Jersey, entitled ‘An Act to incorporate Associations not for Pecuniary Profit, approved April 21, 1898,’ and the acts supplementary thereto and amendatory thereof.

First: The name of this corporation and the title by which it is to be known in law is Mount St. Mary's College of the Sisters of Mercy, North Plainfield, New Jersey.

Second: The purposes for which it is to be formed are: To found and conduct at North Plainfield Township, Somerset County and State of New Jersey, aforesaid, a COLLEGE for the education of young ladies in all the higher branches of learning and art, and also to give religious training and instructions in morals, and to give diplomas and to confer DEGREES upon those who shall successfully complete the prescribed course of study, and to confer HONORARY DEGREES upon such others as shall be recommended for that purpose by the Board of Trustees.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this eighth day of December, in the year of Our Lord, One Thousand Nine Hundred and Five.”

Sr. Mary Gabriel (Anna Redicon)  
Sr. Mary Cecelia (Mary Scully)  
Sr. Mary Philomena (Mary McEnery)

Signed December 8, 1905, by Harold E. Wells,  
Commissioner of Deeds of New Jersey

Endorsed December 16, 1905, by A. G. Anderson,  
Clerk of Somerset County

Filed and Recorded January 5, 1906, by S. D. Dickinson,  
Secretary of State

### ***First Amendment – 1965***

#### ***Amended Bylaws of Mount St. Mary's College***

THE BYLAWS  
OF  
MOUNT SAINT MARY'S COLLEGE  
AS FORMULATED BY A COMMITTEE  
APPOINTED BY THE CHAIRMAN OF  
THE BOARD OF TRUSTEES  
OCTOBER 1965

Following are the Bylaws of Mount Saint Mary's College which replace or supplant previous Bylaws and Statutes which formerly governed this College when it operated as a four-year liberal arts college – from 1908 to 1924. The terms “Mount Saint Mary's College” or “College,” as

hereinafter used, refer to Mount Saint Mary's College of the Sisters of Mercy, North Plainfield, New Jersey. Whenever appropriate, words denoting gender shall apply to either gender.

## **ARTICLE I**

### **Purpose of the College**

Mount Saint Mary's College, as an institution of higher learning in the Catholic tradition, seeks to provide a climate conducive to the development of the intellectual life, and to the acceptance of moral responsibility compatible with that life.

To implement this all-embracing purpose, the College aims:

1. To provide a strong core in Theology and the liberal disciplines as a foundation for more specialized studies;
2. To aid the student in planning a future based on a God-centered interpretation of her purpose in life;
3. To help the student to develop an awareness of the civic, moral, and social problems of contemporary society, and the need for personal involvement in their solution;
4. To assist the student in her search for truth, right attitudes, and proper appreciations, to the end that prudent choice of action may benefit human society, and insure her own supernatural happiness.

## **ARTICLE II**

### **Control and Government of the College**

The entire control of this College and its affairs and property are vested in its Board of Trustees except as provided by the Bylaws or as delegated by the Board of Trustees to appropriate College officers, and then only to the extent provided by law.

When the Board of Trustees is not in session, the government and control of this College shall be exercised by the duly-appointed officers of the College in accordance with the powers expressly, impliedly, or by law delegated to them.

## **ARTICLE III**

### **Trustee Regulations**

#### **A. Membership and Officers**

1. There shall be at least seven (7) but not more than fifteen (15) trustees of the College, two-thirds of whom must be members of the Congregation of the Religious Sisters of Mercy of North Plainfield, New Jersey. The remaining third may be laymen.
2. The Chairman of the Board of Trustees shall be the Mother General of the Congregation of the Religious Sisters of Mercy of North Plainfield, or a member of the Board of Trustees whom she may delegate. The Vice-Chairman of the Board shall be the President of the College. The Secretary shall be elected by the Board of Trustees.
3. The Chairman shall preside at all meetings of the Board. The Vice-Chairman shall preside and exercise the Chairman's powers in the absence of the Chairman. The Secretary shall be responsible for the taking of the minutes.

B. Term of Membership

All Trustees elected to membership in the Board of Trustees shall serve for five (5) years, unless the nomination of a particular person shall contain a different term for that person's time as a Trustee or unless her membership is terminated under Article III D below.

C. Nominations and Elections of Trustees

Prospective members of the Board of Trustees shall be nominated by the members of the Board of Trustees, and elected by a majority of the members of the Board at a meeting in which a quorum is present.

D. Termination of Membership

1. A Trustee may terminate her membership in the Board of Trustees by submitting her resignation in writing thirty (30) days before its effective date. If the Trustees do not reject the tender of resignation, it shall become effective on the date specified therein.
2. Any one of the following conditions will automatically terminate a person's membership on the Board of Trustees.
  - a. Death;
  - b. Extreme sickness, mental illness or other diseases which makes it impossible for that person to carry on the normal business affairs of life for a prolonged period;
  - c. An affirmative vote of two-thirds of the Board of Trustees calling for the resignation or the discharge of the Trustee.

E. Replacement of Trustees

When a vacancy occurs on the Board of Trustees, the remaining Trustees have the power to elect a replacement. This replacement may be made at any meeting of the Board which meets the normal quorum requirements.

F. Quorum

A quorum shall be one more than half the members of the current Board of Trustees, one of whom shall be the Chairman or the Vice-Chairman. In the event that neither the Chairman nor the Vice-Chairman attend, the members present shall select one of their members to be temporary Chairman.

G. Votes Required

1. Unless otherwise specified in a particular Bylaw regarding a particular subject, a majority of votes of those present at a quorum shall be sufficient for the transaction of the business of the Trustees.
2. In the event of a tie, the Chairman of the Board of Trustees shall have an additional vote to break the tie, and in the absence of the Chairman, the Vice-Chairman shall have an additional vote.

H. Meetings

The Board of Trustees shall meet at least twice annually. Other meetings of the Board may be called upon the request of any member of the Board, made to the Chairman of the Board



on written or oral notice to the remaining Trustees, mailed or given at least seven (7) days in advance of such meeting. A Trustee may waive notice of such meeting by attending the meeting or by waiving notice thereof in writing or orally.

#### I. Powers of Trustees

The Board of Trustees shall have the following powers:

1. To appoint the President of the College and the major administrative officers;
2. To authorize the transaction of loans and the construction of new buildings and additions, to grant, sell, convey, lease, give away mortgages or encumber, to receive, to accept or take by devise any land, real estate, leases, fixtures, assets, chooses in action property or interests;
3. To approve the conferring of academic degrees upon those who, in the judgment of the faculty, may merit such distinction;
4. To recommend worthy candidates for the conferral of honorary degrees;
5. To examine and pass on the yearly report of the President of the College;
6. To distribute the assets of the College, upon dissolution, to the Congregation of the Religious Sisters of Mercy, South Plainfield, New Jersey, or to its successors or assigns;
7. To adopt, revoke, or amend Bylaws, to interpret same, and to pass resolutions creating ad hoc changes to the Bylaws.

### **ARTICLE IV The Advisory Board**

#### A. Regulations

##### 1. Membership

- a. The number of members on the Advisory Board shall not exceed fifteen (15). Prospective members shall be recommended by the President of the College, and be subject to the approval of the Board of Trustees. Members shall serve for three (3) years unless the nomination of a particular person contains a different term for that person's appointment to the Board. Members are eligible for re-appointment.
- b. The Board of Trustees may terminate the appointment of a member of the Advisory Board by a majority vote.
- c. A member of the Advisory Board may resign by submitting his resignation in writing to the Advisory Board.

##### 2. Meetings

At least one meeting of the Advisory Board shall be held at the College annually, after written notice has been sent to each member at least ten (10) days in advance of the meeting. The Chairman of the Board of Trustees or her deputy, the President of the College, and one member of the faculty shall attend the annual meeting. The President of the College, however, shall be free to consult any individual member of the Board from time to time without calling a formal meeting.

### 3. Officers

- a. Members of the Advisory Board shall elect a Chair, and Vice Chair, and a Secretary, for a term of three (3) years. They shall be eligible for re-election.
- b. The Chair, or in his absence, the Vice Chair, shall preside at all meetings of the Advisory Board, shall call, with the approval of the President of the College, the annual meeting of members, and shall conduct all business pertaining to his office as authorized by said Board.
- c. The Secretary shall take accurate minutes of all proceedings at all meetings, and shall conduct all business pertaining to his office as authorized by the Advisory Board. Copies of these Minutes shall be distributed to all members of the Board.

### B. Functions

1. To advise the President of the College on the following matters:
  - a. Public relations and activities involving educational groups, alumnae, and various publics of the College;
  - b. Ways and means of increasing revenues and fund raising projects;
  - c. Other academic and administrative matters of timely importance on which advice is deemed necessary.
2. To cooperate with the President in furthering the development program of the College.
3. To represent, at the request of the President of the College, the development program to important constituencies.

## **Article V Officers of the College**

### A. The President

1. The President shall be the chief executive of the College and shall be appointed for a term of six (6) years, and is eligible for reappointment.
2. The powers and duties of the President shall be:
  - a. To serve as the official agent of contact between the Board of Trustees and the College;
  - b. To be responsible for the administrative and academic development of the College, in accordance with the stated purposes and policies, through the coordination of administrative officers, departments, and personnel;
  - c. To supervise and direct the administrative staff of the College;
  - d. To prepare and submit to the Board of Trustees, an annual report on the condition of the College, and recommendations in the interests and progress of the College;
  - e. To present the annual budget to the Board of Trustees for approval;
  - f. To engage members of the faculty, to appoint them to various activities and committees, and to determine their duties and salaries;

- g. To appoint, promote or dismiss officers of the College (not appointed by the Board of Trustees), members of the faculty, and staff members;
- h. To represent the College to its constituency, to the general public, and in educational and social circles;
- i. To sign in the name of the Board of Trustees all degrees approved by the Board of Trustees;
- j. To sign all deeds, conveyance, leases, mortgages, checks, or any other documents on behalf of the Board of Trustees of the College;
- k. To exercise general responsibility for all fund-raising enterprises;
- l. To supervise the building program of the College;
- m. To maintain a summer session of the College;
- n. To approve library plans and policies through the librarian and the Library Committee;
- o. To supervise all press releases relative to College activities;
- p. To exercise final authority in the case of serious, non-academic student problems;
- q. To provide a program of lecturer to stimulate the intellectual life of the College;
- r. To maintain amity and unity of purpose among all members of the staff and faculty, the alumnae, and the College constituency;
- s. To delegate any or all of the foregoing powers to appropriate officers of the College when necessary.

B. The Academic Dean

1. The Academic Dean shall be the chief academic officer of the College and shall be directly responsible for all academic activities. She shall be appointed for a term of three (3) years and is eligible for re appointment.
2. The powers and duties of the Academic Dean shall be:
  - a. To act as chief executive of the College in the absence of the President;
  - b. To preside at faculty meetings and to have charge of the administrative, educational aspects of the College in the absence of the President;
  - c. To act as chief adviser to the President in matters of academic policy and administration;
  - d. To present a written report annually to the President on the academic status and needs of the College;
  - e. To serve as Chair of the Curriculum Committee and the Committee on Academic Standing, and as a member on the Admissions Committee, the Library Committee, and the Committee on Student Affairs;
  - f. To be responsible for the preparation of the College catalogue;
  - g. To supervise the intellectual life of the student and to advise her on academic and other matters;

- h. To determine the teaching assignments of all faculty members in consultation with department Chairs, and with the approval of the President; to submit them in writing to all faculty members;
- i. To review current and future faculty needs, and to make recommendations to the President for the engaging, promotion, and/or dismissal of faculty members;
- j. To represent the College at educational meetings and to bring to the attention of the faculty significant developments in higher education.
- k. To develop a recruitment program with appropriate members of the staff;
- l. To interview prospective students and to provide for the visitation of the campus.

C. The Registrar

1. The Registrar shall be responsible for the keeping of academic and personnel records of all students and alumnae. She shall be appointed for a term of three (3) years and is eligible for reappointment.
2. The powers and duties of the Registrar shall be:
  - a. To provide for the systematic registration of students;
  - b. To assist the Academic Dean in the preparation of the schedule of courses;
  - c. To assign classrooms for all class meetings;
  - d. To prepare schedules for semester examinations;
  - e. To prepare enrollment lists, grade sheets and any other student lists which may be required;
  - f. To supervise the absentee system;
  - g. To record all student grades and to compile grade point averages and rank in class;
  - h. To issue grade reports regularly to parents, students, and to make this material available to staff and faculty members;
  - i. To keep all academic and personnel records, and to issue transcripts in accordance with College policy;
  - j. To advise the Academic Dean of those students who have successfully met all degree requirements;
  - k. To serve as Chair of the Admissions Committee;
  - l. To prepare the yearly academic calendar;
  - m. To prepare such statistical reports as may be useful, or requested by the President or the Academic Dean.

D. The Business Officer

1. The Business Officer shall be responsible for the supervision and control of the business activities and financial interests of the College, and the management of its physical plant. She shall be appointed for a term of three (3) years, and shall be directly responsible to the President. She is eligible for reappointment.

2. The powers and duties of the Business Officer shall be:
  - a. To make purchases of equipment, supplies, insurance, service, and to set up procedures for the disbursement of same to departments;
  - b. To receive and disburse all money, to sign checks and other negotiable instruments, and to supervise the College bookkeeping system;
  - c. To serve as Chair of the Budget Committee;
  - d. To prepare an annual financial report for the President and to provide for its proper audit;
  - e. To prepare an annual budget for the approval of the Budget Committee, and to supervise its administration;
  - f. To supervise and provide proper maintenance and repair of the plant.

E. The Librarian

1. The Librarian shall be the custodian of all property of the library, the books, records, papers and files. She shall be directly responsible to the President.
2. The powers and duties of the Librarian shall be:
  - a. To have responsibility for the selection and purchase of books, periodicals, audiovisual aids, and other library materials recommended by the faculty and departments;
  - b. To make recommendations to the President regarding library policy, development, and budget, and to make an annual report on the distribution of the annual budget;
  - c. To supervise cataloguing of all books and materials acquired by the library, and to keep records of circulation and library use, as required by accrediting and other agencies;
  - d. To supervise professional and general library personnel so as to insure proper student and faculty servicing necessary for the academic well-being of the College;
  - e. To pass on all requests for the use of library facilities and equipment;
  - f. To instruct incoming freshmen on the use of library facilities and equipment;
  - g. To keep administration, faculty, and students informed of new acquisitions and to promote the general welfare and development of the library through cooperation with the faculty and departments.

F. The Director of Spiritual Formation

1. The Director of Spiritual Formation shall be responsible for the coordination and overall development of the non-academic life of religious students.
2. The powers and duties of the Director of Spiritual Formation, in cooperation with the Assistant in Spiritual Formation, shall be to provide for those aspects of living for religious students not provided for through academic guidance and counseling.

G. The Chaplain

1. The Chaplain shall be responsible to the President regarding the spiritual development of lay students, and to the Director of Spiritual Formation regarding the spiritual development of religious students.
2. The powers and duties of the Chaplain shall be:
  - a. To direct the spiritual life of the students;
  - b. To provide daily Mass, confessions, and other religious services;
  - c. To be responsible for the physical needs of the chapel and its various sacred vessels and vestments, and to have custody of the tabernacle key in conformity with all ecclesiastical prescriptions;
  - d. To serve the students as spiritual adviser through the confessional and through other personal interviews;
  - e. To advise the President and Director of Spiritual Formation on the needs relative to the spiritual development of the students.

#### H. The Director of Health

1. The Director of Health shall be a registered nurse. She shall be appointed for a term of three (3) years and shall be directly responsible to the Academic Dean. She is eligible for reappointment.
2. The powers and duties of the Director of Health shall be:
  - a. To maintain clinic hours daily;
  - b. To provide necessary care for minor ailments of students;
  - c. To recommend the services of a physician when necessary;
  - d. To supervise the carrying out of the directions of the physician.

### **Article VI The Faculty**

- A. The powers and duties of the faculty as a corporate body shall be:
  1. To formulate educational policies;
  2. To establish or modify curricula consistent with the objectives of the College;
  3. To propose requirements for admission;
  4. To establish requirements for the conferring of degrees and for the awarding of honors granted by the College.
- B. The responsibility of the individual faculty member shall be:
  1. To prepare syllabi for the courses assigned to her, and present copies to the Academic Dean and the department chairs;
  2. To conduct classes assigned, and to notify the Academic Dean of a necessary absence prior to the time of the scheduled class so that provision may be made for the class meeting;

3. To attend faculty, department, and committee meetings;
4. To maintain high standards of scholarship among the students;
5. To attend educational meetings, to act as delegates when requested to do so by the President, and to submit reports of such meetings;
6. To serve, when requested, as class adviser or moderator of a student organization;
7. To be present for the Conferring of Degrees, and other official academic functions of the College;
8. To share responsibility for student welfare and to assist students through guidance and counseling.

C. Employment Contract

1. A full-time or part-time faculty member shall be paid on a yearly basis of nine equal payments on the third day of each month from October through May. The final and ninth installment shall be paid at the close of the academic year.
2. A contract may be terminated by either party, that is, the College or the individual faculty member giving to the other party sixty days' notice in writing of the intention to terminate the contract.

D. Academic Freedom

Members of the faculty shall be entitled to freedom of classroom discussion, research, and publication. They shall not be free to disseminate doctrines or views contrary to or subversive of the basic principles of American political freedom and government, or of the aim and purposes of the College as a Roman Catholic institution, committed to the upholding of Christian faith and morality. Since their position in the community imposes special obligations, they shall remember that the public may judge their profession and institution by their public utterance; therefore, they shall at all times be accurate to the best of their knowledge, exercise proper restraint, show respect for the opinions of others, and make every effort to indicate that they are not institutional spokesmen.

**Article VII**  
**Standing Committees**

The President is an ex officio member of all Standing Committees and should receive notice of all meetings of Standing Committees sufficiently in advance to attend if she so desires.

A. The Curriculum Committee

1. The Curriculum Committee shall consist of the Academic Dean as Chair, the four department Chairs, and the Librarian. It shall meet three times a year and on the call of the Chair.
2. The powers and duties of this committee shall be:
  - a. To review and evaluate the curriculum periodically;

- b. To study academic policies and to make recommendations on testing, grading, teaching techniques, and other instructional matters relating to the curriculum and its effectiveness.

B. The Admissions Committee

1. The Admissions Committee shall consist of the Registrar as Chair, the Academic Dean, and one member of the faculty appointed by the President. This committee shall meet on the call of the Chair as its specific work requires.
2. The powers and duties of the Admissions Committee shall be:
  - a. To act within the stated admission standards and procedures on doubtful applications for admission;
  - b. To make recommendations to the President and to the faculty as a whole regarding modification of admissions standards and procedures.

C. The Library Committee

1. The Library Committee shall consist of the Librarian as Chair, the Academic Dean, and the department chairs. This committee shall meet once a semester and on the call of the Chair.
2. The powers and duties of the Library Committee shall be:
  - a. To stimulate students to the maximum use of the library facilities;
  - b. To cooperate with the faculty in planning the integration of library services with the instructional program;
  - c. To assist the Librarian in building up a well-balanced collection of books, periodicals, and instructional aids;
  - d. To assist in setting up the library budget to include all the departments of instruction.

D. The Committee on Academic Standing

1. The Committee on Academic Standing shall consist of the Academic Dean as Chair, the Registrar, and one faculty member appointed by the President. It shall meet on the call of the Chair.
2. The powers and duties of this committee shall be:
  - a. To review the records of all students on probation;
  - b. To determine those meriting academic dismissal.

E. The Budget Committee

1. The Budget Committee shall consist of the President and the Business Officer as Chair. It shall meet on the call of the Chair.
2. The powers and duties of this committee shall be:
  - a. To draw up the annual budget and to prepare it for presentation to the Board of Trustees for final approval, reasonably in advance of each fiscal year;



- b. To request annual budget recommendations from all departments of the College;
- c. To supervise the operation of the budget and to review all budget problems during the year.

F. The Student Welfare Committee

1. The Committee on Student Welfare shall consist of the Academic Dean, the Director of Spiritual Formation as Chair, and one faculty member. This committee shall meet on the call of the Chair.
2. The powers and duties of this committee shall be:
  - a. To maintain desirable disciplinary conditions;
  - b. To formulate standards of eligibility for student participation in extra-class activities;
  - c. To coordinate student activities.

**Article VIII  
Academic Organization**

A. Departments of the College

The Departments of the College shall include:

1. The Department of Theology and Philosophy, including courses in both of these areas.
2. The Department of the Humanities, including courses in English, classical languages, modern foreign languages, art and music.
3. The Department of Natural Sciences, including courses in biology, chemistry, physics, and mathematics.
4. The Department of Social Sciences, including courses in history, education, and physical education.

B. Department Chairs

The powers and duties of department chairs shall be:

1. To advise the Curriculum Committee on matters pertaining to their respective departments.
2. To assist the Academic Dean in the supervision of instruction within their departments.
3. To present budget requests to the President by May 1.
4. To provide academic guidance to the students in their departments.
5. To select textbooks and approve syllabi within their departments.
6. To call meetings as needed to conduct the business of their departments.

**Article IX  
By-Laws**

A. Authority of Bylaws

These Bylaws have been approved by a two-thirds vote of the Board of Trustees, and shall govern the actions of administrators, faculty, committees, and other officers of the College.

B. Amendment of Bylaws

These Bylaws may be amended or revoked by a two-thirds vote of the entire Board of Trustees. Written notice of proposed amendments shall be mailed to each Trustee, ten (10) days previous to the proposed action. Any Trustee may waive in writing the notice requirements of this section and if two-thirds of the entire Board are present at any meeting a By-Lay may be amended, without notice to the absent Trustee.

C. Revision of Bylaws

The study of the Bylaws shall be in the hands of a committee of \_\_\_\_\_ members of the Board of Trustees, appointed by the Chair of the Board. As the need arises, the Chair of this Committee shall report proposed changes to the Board of Trustees.

**Article X  
Amendment to Certificate of Incorporation**

This Certificate of Incorporation may be amended in accordance with the following procedures:

- A. The proposed amendment shall be mailed to each Trustee at least ten (10) days before the meeting of the Board of Trustees at which the proposed amendment will be discussed. The proposed amendment shall be accompanied by a statement, announcement, or notice of the date and time of the meeting of the Board of Trustees at which the proposed amendment will be considered and/or ratified.
- B. The meeting of the Board of Trustees shall take place as scheduled or at such later adjourned time and date as two-thirds of the entire Board of Trustees shall agree upon.
- C. At such meeting the proposed change in the Certificate of Incorporation shall be ratified by a two-thirds vote of the entire Board of Trustees.
- D. After receiving the necessary vote of approval, the text of the proposed amendment shall be filed with the State of New Jersey in accord with the requirements of the law.

**Article XI  
Miscellaneous**

- A. Any of the notice requirements in these Bylaws may be waived in writing or orally by any member of the Board of Trustees, or by any other person whose interests are or were protected by the notice provisions.
- B. One officer of the College may be appointed to more than one position.
- C. Upon dissolution of this College its assets shall be conveyed and given to the Corporation known as The Congregation of the Religious Sisters of Mercy of North Plainfield, New Jersey, its successors or assigns.
- D. This corporation does not have members.

- E. The term ex officio as used in these Bylaws means the right to attend meetings of various committees but not the right to vote at such meetings.
- F. The Board of Trustees and the officers of the College have the power to perform any other necessary or appropriate acts.

**Articles of Incorporation for Georgian Court College at Lakewood, New Jersey**

**Original Articles of Incorporation**

State of New Jersey

Department of State

“I, Thomas F. Martin, Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of the Certificate of Incorporation of GEORGIAN COURT COLLEGE OF THE SISTERS OF MERCY, LAKEWOOD, N.J., and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the Third day of May, A.D. 1924, and now remaining on file and of record therein.

State of New Jersey ) ss

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at Trenton, this Third day of May, A.D. 1924.

/S/ Thomas F. Martin, Secretary of State

CERTIFICATE OF INCORPORATION

OF

GEORGIAN COURT COLLEGE OF THE SISTERS OF MERCY

LAKEWOOD, N.J.

THIS IS TO CERTIFY, that the undersigned do hereby associate themselves into a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled “An Act to Incorporate Associations not for Pecuniary Profit, approved April 21, 1898” and of the acts supplementary thereto and amendatory thereof.

First. The name of this corporation and the title by which it is to be known in law is

Georgian Court College of the Sisters of Mercy,  
Lakewood, N.J.

The location of the principal office in this State is Georgian Court, Lakewood, County of Ocean, and the name of the agent therein and in charge thereof, upon whom process against said corporation may be served is Mother M. Cecelia Scully.

Second. The purpose and objects for which this corporation is formed are:

To purchase the estate, lands and building at Lakewood, N.J., known as “Georgian Court,” and to establish, maintain and conduct therein, a College of the higher education of girls and women.

To teach therein all branches and maintain a course of study pertaining to arts, sciences and the professions.

To grant degrees and to give diplomas to all students who shall complete the prescribed course of study established by the Board of Trustees under the jurisdiction of the State Board of Education.

To confer or participate in conferring any degree upon any person or persons, giving to any such, a diploma of graduation or of proficiency in a course of study, proficiency in learning, or scientific arts or methods, or methods of teaching.

To confer honorary degrees upon any person selected by the Board of Trustees.

To give religious training and instructions in morals.

To found schools or other institutions of learning in the State of New Jersey and elsewhere tending to the encouragement and advancement of a higher standard of education and the teaching of branches of learning not usually taught in the common schools.

To take, hold by lease, gift, purchase, grant, devise or bequest any property, real or personal for the objects of the corporation.

Third. The number of Trustees shall not be less than eight, and the names of the Trustees selected for the first year of its existence are:– Mother M. Cecelia Scully, Mother M. Raymond O’Donahue, Mother Mary John Considine, Mother M. Catharine Carlton, Sister M. Anthony McNamorn, Sister Margaret Mary Gash, Sister Mary Veronica Magee and Sister M. Mercedes Rodgers.

Fourth. The affairs of this corporation shall be conducted by the Trustees subject to the bylaws which may be adopted.

Fifth. The officers of this corporation shall be selected from the Trustees.

Sixth. Vacancies occurring in the membership of the Trustees shall be filled by the remaining Trustees by a majority vote.

Seventh. A majority of the Trustees shall always be residents of the State of New Jersey.

Eighth. The number of Trustees may be increased from time to time by the unanimous vote of all of the acting Trustees upon compliance with the requirements of the law.

Ninth. The officers of this corporation shall be a President, a Secretary, and a Treasurer, who shall be elected by the Board of Trustees from their number and shall hold office for one year or until their successor or successors are elected.

Tenth. The Trustees and members of this corporation shall be members in good standing in the religious community attached to the Roman Catholic Church, known as the Sisters of Mercy.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 26<sup>th</sup> day of April 1924.

Signed, sealed and delivered in the presence of:	Mother M. Cecelia Scully	(Seal)
	Mother M. Raymond O'Donahue	(Seal)
	Mother Mary John Considine	(Seal)
Peter Backes	Mother M. Catharine Carlton	(Seal)
M.C.C. of N.J.	Sister M. Antony McNamorn	(Seal)
	Sister Margaret Mary Gash	(Seal)
	Sister Mary Veronica Magee	(Seal)
	Sister M. Mercedes Rodgers	(Seal)
STATE OF NEW JERSEY )		
) SS.		
COUNTY OCEAN )		

BE IT REMEMBERED, That on this 26<sup>th</sup> day of April 1924, before me, the subscriber, a Master in Chancery of New Jersey, personally appeared Mother M. Cecelia Scully, Mother M. Raymond O'Donahue, Mother Mary John Considine, Mother M. Catharine Carlton, Sister M. Antony McNamorn, Sister Margaret Mary Gash, Sister Mary Veronica Magee, and Sister M. Mercedes Rodgers, who I am satisfied are the persons mentioned in the within Certificate of Incorporation, to whom I first made known the contents thereof, and thereupon they acknowledged that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

Peter Backes  
M.C.C. OF N.J.

ENDORSED:

“Received in the clerk’s office of the County of Ocean, on the 1 day of May 1924 at 2 o’clock P.M. and Recorded in Book 4 of Corporations Page 247 &c.

John A. Ernst  
Clerk

FILED AND RECORDED:

May 3, 1924

Thomas F. Martin  
Secretary of State

***First Amended Certificate of Incorporation (1962)***

Pursuant to R.S. 15:1-14 and R.S. 15-2-1 Georgian Court College of the Sisters of Mercy, Lakewood, N. J., (a non-profit, charitable and educational corporation of the State of New Jersey, heretofore incorporated under and by virtue of the provisions of an act of the Legislature of the State of New Jersey, entitled, “An Act to Incorporate Associations not for Pecuniary Profit, Approved April 21, 1898,” pursuant to which act this corporation’s Certificate of Incorporation was drafted and signed on April 26, 1924, and duly received and recorded in the Office of the

Clerk, Toms River, New Jersey, on May 1, 1924) hereby adopts the following amended certificate of incorporation, so that the previous certificate of incorporation of this corporation is amended to read as follows:

1. The name of this corporation and the title by which it is to be known in law is Georgian Court College of the Sisters of Mercy. (Hereinafter it shall be referred to as this College.)
2. The purposes for which this College was formed and continues in existence are:
  - A. Primary Purposes
    1. to establish, maintain and conduct an institution of higher learning;
    2. to educate and to develop in the students love of God, an awareness of and desire for truth and wisdom, right attitudes and proper appreciations so that they will more easily make prudent decisions, which will bring about justice in human society and the attainment of supernatural happiness; and
    3. to teach principles which engender a love of cultural pursuits, which are the foundation for graduate study and which have made our nation a great democracy.
  - B. Secondary Purposes and Powers Which Further the Primary Purposes.
    1. to own the estate, lands and buildings at Lakewood, New Jersey, known as “Georgian Court” or “Georgian Court College;”
    2. to own, buy, trade, receive, hold, take by gift, devise, bequest or in any other manner and to sell, lease, donate, mortgage, negotiate, transfer or encumber real estate, money, securities, personal property, interests, or chooses in action;
    3. to borrow money or property and to execute mortgages, bonds, notes, conditional sales contracts or other forms of security;
    4. to loan or give money or scholarships to students to complete their education at this College;
    5. to participate in fund raising activities and to receive and spend the proceeds thereof;
    6. to give religious training and instruction in morals;
    7. to teach at this College various courses of study pertaining to religion, the arts, sciences, skills, and professions;
    8. to grant degrees and to award certificates of proficiency to those who shall complete prescribed courses of study;
    9. to confer honorary degrees upon persons selected by the Board of Trustees;
    10. to found schools or other institutions of learning, and
    11. to use and acquire any and all powers and rights presently or hereafter conferred upon charitable corporations by the laws of New Jersey or the United States of America.

This College was organized and continues in operation to effectuate non-profit motives and purposes. None of the purposes of or the powers granted to this College shall be

construed so as to changes or to authorize activities which would (1) change the status of this College from a non-profit, charitable, educational corporation of the State of New Jersey or (2) cause it to lose its tax-exempt status under the laws of New Jersey or the United States. The foregoing statement of corporate purposes shall be construed as a statement of both purposes and powers, and not as a restriction or limitation of any of the general powers of this College or the exercise of enjoyment thereof, which powers have been, are or will be expressly or impliedly conferred or granted to charitable or educational corporations by the State of New Jersey or by the United States of America.

3. There shall be at least seven but not more than fifteen trustees of this College, at least two-thirds of whom shall be members of the corporation known as either Mount St. Mary's College of the Sisters of Mercy, North Plainfield, N. J., or the Congregation of the Religious Sisters of Mercy of Mount St. Mary Motherhouse, North Plainfield, New Jersey. If there are fewer than seven living trustees, the survivors may elect additional persons to the Board of Trustees to bring the number of trustees up to the number required by the Bylaws.
4. After this amended certificate of incorporation becomes effective, the first set of Bylaws, amendments to the present Bylaws or statutes and/or repeal or amendment to the present statutes shall be approved and adopted by at least a two-thirds vote of the Board of Trustees as later constituted.
5. The Bylaws may provide for:
  - a. The terms of office of the trustees;
  - b. The filling of vacancies on the Board of Trustees;
  - c. The discharge, removal or replacement of trustees;
  - d. The quorum and votes required for the transaction of business during meetings of trustees;
  - e. The selection of a President, secretary, treasurer and such other officers and committees of the College as may be necessary;

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#### RESOLUTION

Upon a motion duly made and duly seconded it was unanimously resolved by all members of the Board of Trustees that the Certificate of Incorporation of Georgian Court College of the Sisters of Mercy, Lakewood, N. J., be amended so that it reads in accordance with the attached document, entitled Amended Certificate of Incorporation of Georgian Court College of the Sisters of Mercy.

(Seal)

/S/ Sister Mary Pierre (Margaret R. Tirrell)  
President

/S/ Sister M. Bonaventure (Margaret Kelly)  
Secretary





thereof the President of the said Corporation in the presence of said deponent, as the voluntary act and deed of the said Corporation in pursuance of a resolution so as aforesaid passed and that the said deponent at the same time signed the same as subscribing witness.

Sworn and subscribed )  
Before me at Lakewood ) /S/ Sister M. Bonaventure (Margaret Kelly)  
New Jersey the day and )  
Year aforesaid. ) /S/ Mark Hughes Jr.  
Attorney at Law

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STATE OF NEW JERSEY )  
: SS  
County of Ocean )

Be it remembered that on this 18<sup>th</sup> day of November, A.D., One thousand nine hundred and sixty-two, before me the subscriber, and attorney at law of the State of New Jersey, personally appeared Sister M. Bonaventure (Margaret Kelly), who I am satisfied is the person named in and who as the Secretary of the Corporation as aforesaid executed the foregoing instrument and I having first made known to her the contents hereof she thereupon acknowledged that she signed, sealed and delivered the said certificate as her voluntary act and deed and as the voluntary act and deed of the said Corporation according to the statute in such case made and provided.

/S/ Mark Hughes Jr.  
Attorney at Law

ENDORSED  
FILED AND RECORDED  
DECEMBER 19, 1962  
ROBERT J. BURKHARDT

***Amendment Two of Certificate of Incorporation (1992)***

Secretary of State

Title 15A:9-4 New Jersey Nonprofit Corporation Act

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION

Pursuant to the provisions of the above cited Statute, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation.

1. Name of Corporation: Georgian Court College of the Sisters of Mercy
2. Corporation Number: 0900-0227-84
3. Articles 2, 3, 4, 5, and 6 of the Certificate of Incorporation are hereby amended to read as follows:
  2. The purposes for which this College was formed and continues in existence are:

- a. To establish and maintain an institution of higher education for instruction in the arts and sciences and the promotion of learning and culture and to give diplomas and confer degrees upon those who shall successfully complete the prescribed course or courses of study in said institution and to confer honorary degrees upon such others as shall be recommended for that purpose by the Board of Trustees of the Corporation and to do all other things authorized by the laws of the State of New Jersey and of the United States of America.
  - b. The Corporation shall be operated and organized as an educational, scientific and charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the term “charitable organization” as used herein shall mean an organization described in such section.
3. The Corporation shall have five Members who shall be the Major Superior and the Councilors and/or their successors, of the Sisters of Mercy of New Jersey, a New Jersey not-for-profit corporation. They shall have the following reserve powers:
- a. To establish the philosophy of the apostolate according to which the Corporation operates;
  - b. To amend the corporate charter and the Bylaws;
  - c. To elect and remove the Board of Trustees and to elect and remove the President, Secretary and Treasurer;
  - d. To lease, sell or encumber corporate real estate; and
  - e. To merge or dissolve the corporation.

In exercising any one of these powers, the majority vote of the Members shall control, except where State or Federal statute requires a more than majority vote.

4. There shall be at least twelve but not more than twenty-five Trustees of this College elected by the Members.
5. After this amended certificate of incorporation becomes effective, the first set of Bylaws, amendments to the present Bylaws or statutes and/or repeal or amendment to the present statutes shall be approved and adopted by at least two-thirds vote of the Members.
6. The Bylaws may provide for:
  - a. The powers of the Members;
  - b. The term of office of the Trustees;
  - c. The filling of vacancies on the Board of Trustees;
  - d. The discharge, removal or replacement of Trustees;
  - e. The quorum and votes required for the transaction of business during meetings of Trustees;
  - f. The distribution of the College assets upon dissolution to the Sisters of Mercy of New Jersey or its successors or assigns;
  - g. The method for amendment of the Bylaws; and
  - h. Any other matter.

Article 7 is hereby added to the Certificate of Incorporation as follows:

- 7. The Bylaws may be repealed or amended by a majority vote of the Members.
- 4. The Corporation \_\_\_\_ has X does not have members.
  - A. For Corporations WITH members
    - Number entitled to vote \_\_\_\_\_
    - Voting FOR \_\_\_\_\_ Voting AGAINST \_\_\_\_\_
    - If any class or classes of members are entitled to vote as a class, set forth the number of members of each class, the series of votes of each class voting for and against, and the number of members present at the meeting, OR
    - \_\_\_\_ Adoption was by unanimous written consent without meeting.
  - B. For Corporations WITHOUT members
    - Number of Trustees 12
    - Voting FOR 11 Voting AGAINST 0
    - Trustees present at meeting 11 , OR
    - \_\_\_\_ Adoption was by unanimous written consent without meeting.
- 5. Effective Date of Amendment, if subsequent to date of filing: \_\_\_\_\_

Signature: /S/ Sister Barbara Williams Title: President  
 Name: Sr. Barbara Williams, President Date: October 26, 1992

STATE OF NEW JERSEY            )  
   :    ss:  
 COUNTY OF OCEAN                )

On this 26<sup>th</sup> day of October, 1992, before me the subscriber, a notary public of the State of New Jersey, personally (sic) appeared SR. BARBARA WILLIAMS, President of Georgian Court College of the Sisters of Mercy who I am satisfied is the person who has signed the foregoing Certificate of Amendment and Sr. Barbara Williams did acknowledge that she signed, sealed with the seal of said corporation, and delivered said Certificate of Incorporation as the officer above stated, and that the foregoing instrument is the voluntary act and deed of said corporation, made by virtue of the authority of its Board of Trustees.

\_\_\_\_\_  
 /S/ Sister Cecelia M. Fox  
 000000Notary Public  
 /Stamp/

RESOLUTION

Upon motion duly made and duly seconded, it was unanimously resolved that the officers of Georgian Court College of the Sisters of Mercy take action necessary to restructure the College corporation providing for "Membership" which will exercise the following reserved powers:

1. to establish the philosophy of the apostolate according to which the corporation operates;
2. to amend the corporate charter and Bylaws;
3. to appoint the board of trustees;
4. to lease, sell, or encumber corporate real estate;
5. to merge or dissolve the corporation; and
6. to approve the appointment of the President.

/S/ Sister Barbara Williams  
Sr. Barbara Williams, President

(Seal)

/S/ Sr. Mary Joan Brady  
Sr. Mary Joan Brady, Secretary

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

The undersigned, the President and the Secretary of the Corporation known as Georgian Court College of the Sisters of Mercy, Lakewood, N.J., duly incorporated under the laws of the State of New Jersey, hereby certify that at a regular meeting of the said corporation held at its office, Lakewood Avenue, Lakewood, New Jersey, on October 14, 1992 at 10:00 A.M., and said Corporation by a unanimous vote of all the voting Trustees of said Corporation present at said meeting resolved to amend the Certificate of Incorporation and to that end we do certify and set forth:

1. The text of the Amended Certificate of Incorporation precedes this certificate, as does the resolution required by R.S. 15:2-1.
2. The location of the principal office of this Corporation is on Lakewood Avenue, in the Township of Lakewood, County of Ocean, and the name of the agent therein and in charge thereof, upon whom process against the Corporation may be served, is Sister Barbara Williams.

IN WITNESS WHEREOF, we have hereunto set our hands and the sale of the said Corporation, as aforesaid, at Lakewood, New Jersey, on this 26<sup>th</sup> day of October, 1992.

President /S/ Sister Barbara Williams  
Sr. Barbara Williams

(Seal)

Secretary /S/ Sr. Mary Joan Brady  
Sr. Mary Joan Brady



(Seal) IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed my  
Official Seal at Trenton, this 16<sup>th</sup> of  
December, A.D. 1992.

SECRETARY OF STATE

/S/ Daniel J. Dalton

## **Appendix: Georgian Court University Mission Statement**

Georgian Court University, founded by the Sisters of Mercy of New Jersey in 1908 and sponsored by the Institute of the Sisters of Mercy of the Americas since January of 2007, provides a comprehensive liberal arts education in the Roman Catholic tradition. The university has a special concern for women and is a dynamic community committed to the core values of justice, respect, integrity, service, and compassion, locally and globally.

Georgian Court University provides students with:

- a curriculum broad enough to be truly liberal, yet specialized enough to support further study and future careers;
- an environment for the entire university community to grow through shared educational, cultural, social, and spiritual experiences; and
- the will to translate concern for social justice into action.

**Appendix: Conflict of Interest Questionnaire**

**GEORGIAN COURT UNIVERSITY**

**CONFLICT OF INTEREST QUESTIONNAIRE  
[AND FEDERAL CERTIFICATION QUESTIONS]**

**July 1, \_\_\_\_\_ – June 30, \_\_\_\_\_**

NAME: \_\_\_\_\_

I have read Article XIII of the Bylaws of Georgian Court University (“Georgian Court”), which sets forth the Conflict of Interest Policy for the Board of Trustees of Georgian Court and I am filing this form in accordance therewith.

1. Offices and Positions

Are you, your spouse, or a child or other relative who is dependent on or residing with you an officer, shareholder, director, trustee, partner (general or limited), member, employee, or regularly-retained agent of any organization that has had (within the last two (2) years) or may have (in the foreseeable future) business dealings with Georgian Court (or an organization controlled by Georgian Court)?

YES \_\_\_ NO \_\_\_ If "YES," please provide the following information (use additional sheets of paper, if necessary):

"Instance 1"

"Instance 2"

Name of Organization: \_\_\_\_\_

Person Involved and Relationship to You: \_\_\_\_\_

Position or Ownership Interest Held: \_\_\_\_\_



Type of Business: \_\_\_\_\_

Amount of Business  
with Georgian Court: \_\_\_\_\_

2. Ownership Interests

Do you, or does any member of your family, have a financial interest in, or receive any remuneration or compensation from, any organization that may, during the next year, have business dealings with Georgian Court (or an organization controlled by Georgian Court)?

YES \_\_\_ NO \_\_\_ If "YES," please provide the following information (use additional sheets of paper, if necessary):

"Instance 1"

"Instance 2"

Organization: \_\_\_\_\_

Person with Financial Interest  
and Relationship to You: \_\_\_\_\_

Nature of Interest: \_\_\_\_\_

Amount of Interest: \_\_\_\_\_

3. Remunerative Activities

Do you or any member of your family expect to receive in the current or any future year gifts, loans, or compensation for services (other than salary as an employee) in excess of Five Thousand Dollars (\$5,000.00) from any organization with which Georgian Court (or an organization controlled by Georgian Court) may possibly have business dealings in the next year?

YES \_\_\_ NO \_\_\_ If "YES," please provide the following information (use additional sheets of paper, if necessary):

"Instance 1"

"Instance 2"

Organization: \_\_\_\_\_

Person Involved and  
Relationship to You: \_\_\_\_\_

Nature of Relationship  
with Organization: \_\_\_\_\_

Nature of Remuneration: \_\_\_\_\_

Approximate Amount  
or Value of Remuneration: \_\_\_\_\_

4. Information Needed for Institutional Certification Under Federal Law (not related to Conflict of Interest Policy)

- (a) Are you currently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from dealings defined by any Federal department or agency as a covered transaction? YES \_\_\_ NO \_\_\_
  
- (b) Within the past years have you had a criminal civil judgment rendered against you for commission of fraud in connection with obtaining, attempting to obtain, or performing a public transaction or contract under a public transaction; violation of Federal or State antitrust statutes; commission of embezzlement, theft, forgery, bribery, falsification or destruction of records; making false statements; or receiving stolen property? YES \_\_\_ NO \_\_\_
  
- (c) Are you currently convicted, under indictment, or have you previously been convicted or otherwise criminally or civilly charged by a governmental entity (Federal, State, or local) with commission of any of the offenses enumerated in question 4(b) above? YES \_\_\_ NO \_\_\_
  
- (d) Within the past five years have you had one or more public transactions (Federal, State, or local) terminated for cause or default? YES \_\_\_ NO \_\_\_

If you answered "YES" to any part of Question 4, please attach an explanation.]

I certify that the foregoing information is true and complete to the best of my knowledge.

---

(Signature)

(Date)

Please return this form to Georgian Court University via mail, fax, or email:

Office of the President  
Georgian Court University  
900 Lakewood Avenue  
Lakewood, New Jersey 08701

732-987-2018 (fax)

## **Appendix: Georgian Court University Board Committee Charters**

### **ACADEMIC AND STUDENT AFFAIRS COMMITTEE**

#### **PURPOSE:**

The Academic and Student Affairs Committee facilitates the governing board's ultimate responsibility for educational quality. It does this by working closely with academic, student affairs, and athletic leadership, and by regularly monitoring the following:

- learning goals and outcomes;
- program quality, institutional and program accreditation, and program review – and when appropriate, the committee reviews proposals for adding, modifying (if more than 25% of a program is modified) and deleting programs;
- programs and services that facilitate conditions for student engagement, development, learning and success.
- student retention, graduation rates, graduate school acceptances, and job placements;
- policies, practices, and procedures that create conditions to enhance student engagement, development, learning and success
- policies and procedures related to faculty compensation, appointment, tenure, and promotion—and when appropriate, the committee makes recommendations for action;
- academic planning;
- budgets for academic programs and services;
- enrollment strategies and external competition; and making recommendations that improve the University's position as an institution of choice.
- assuring that the administration follows all NCAA, CACC and GCU rules and regulations
- assuring that campus leaders have set appropriate standards of accountability and benchmarks against which to evaluate the success of student life and intercollegiate athletics programs.

The committee should report regularly to the board and frame recommendations on matters of policy, quality, and funding that require the board's consideration and action.

The committee must receive appropriate and timely information and data to meet its responsibilities. Working at the nexus between board oversight and academic prerogative, the committee should recognize and respect the central role of the academic administration and faculty in academic planning, curriculum development, faculty development, the evaluation and academic advising of students, and recommendations for faculty appointment, tenure and promotion. However, the committee must also be mindful that, in its oversight role, the board is ultimately accountable for ensuring educational quality.

**Qualifications needed for trustee committee members:**

While not all trustees will have higher education experience, there should be sufficient expertise to contribute to the effectiveness of the committee. In addition, trustees should be selected who have depth in one or more of the following areas: planning, marketing project management, finance, and compliance.

## **ADVANCEMENT AND PUBLIC AFFAIRS COMMITTEE**

### **Institutional Advancement:**

1. Sets institutional policy and guidelines for fundraising;
2. Reviews fundraising performance on a regular basis;
3. Recommends goals for annual giving, major gifts and planned giving;
4. Annually assesses outcomes with respect to alumni and fundraising goals; and
5. Determines the most effective use of fundraising counsel.

### **Marketing, Communications, and Public Affairs:**

#### Marketing and Communications:

1. Offers advice and counsel to identify and articulate a differentiated position for the university that can be consistently communicated and sustained locally, regionally, and nationally;
2. Ensures positive relationships with key stakeholders including national, regional and local media, businesses and industry, leaders, and legislators; and
3. Reviews implementation of an integrated marketing strategies and tactics.

#### Public Affairs:

1. Offers advice and counsel to connect the president and key university administrators to local, state, and national elected officials and government representatives;
2. Offers advice and counsel on concerns, needs, and opportunities that may arise and could benefit or enhance the university's programs, support, or future plans; and
3. Offers advice and counsel in maintaining a coherent, consistent, and comprehensive approach to the university's external relationships.

## **EXECUTIVE COMMITTEE**

### **PURPOSE:**

The principal purpose of the Executive Committee (EC) is to act on behalf of the Board, as needed, between meetings and to assume specific responsibilities not assigned to standing or ad hoc committees. This includes the conduct of all Trustee meetings, oversight for issues that cross over to other committees and significant matters of the Board that cannot wait for a Board meeting.

The Executive Committee works in collaboration with the Governance Committee. This includes the selection, reappointment, recognition and removal of Trustees and ensuring orientation and training are delivered to enable the Board to act optimally. The Executive Committee receives the recommendations of the Governance Committee for the selection and election of the Board Chair and Vice Chair and in addition, the conduct and performance of all Committees.

Finally, the EC is accountable for identifying and implementing the best practices of governance so that the Board can support institutional excellence.

The EC may recommend/endorse to the full Board but does not approve actions related to:

- The president (e.g., appointment, suspension, dismissal)
- Compensation of any officers
- The creation or elimination of academic programs
- Creation of the mission
- Change in indebtedness
- Amendments or repeal of the bylaws

### **COMMITTEE COMPOSITION:**

- The EC consists of the Board Chair, Vice Chair and Committee Chairs for Academic and Student Affairs, Advancement and Finance, plus at least two Trustees at large who may serve for one two-year term. If an Immediate Past Chair sits on the Board, (s)he will also be a member.
- In addition, the President of the University is a member of the Executive Committee.
- The EC is chaired by the BOT Chair.
- Other Trustees and / or Cabinet Members may attend upon request and as needed for a specific discussion only.

### **MEETINGS:**

A meeting can be called by the Chair or the President. Meetings will be held:

- At least 1 week prior to all Board meetings
- As required for specific issues and topics of an urgent nature and as agreed to for any required follow-up.

A meeting of the EC may not be held if both the Chair and Vice Chair are absent.

A meeting agenda will be sent at least 5 business days prior to an EC meeting. Minutes will be available within 3 business days after a meeting and will be disseminated to the full Board for review.

### **KEY RESPONSIBILITIES:**

1. Input and approval of the Board of Trustee Meeting Agenda. Committee Chairs will confirm key committee issues have been incorporated appropriately and the President is made fully aware of any issues or opportunities to be presented at the Trustee Meeting. The EC will seek to conserve Trustee time by addressing routine and/or inconsequential matters.
2. Board Governance including receiving and acting on recommendations from the Governance Committee in the:
  - a. Selection and nomination for reappointment of Trustees;
  - b. Recognition of retiring Trustees;
  - c. Oversight of election of Board Officers;
  - d. Orientation of new Trustees; and
  - e. The conduct, analysis and action plan resulting from the bi-annual Board of Trustees survey
3. Oversight of Board Committees including ensuring:
  - a. Current charters are available, aligned with GCU strategic plan and available on the Board Portal
  - b. Committee goals are developed each year to support the strategic plan and annual objectives of GCU and performance is measured at least annually
  - c. Training is provided for committees on the charge/ expectations
  - d. A leadership succession plan is in place
  - e. Concise and relevant agenda in conjunction with GCU Cabinet are developed and executed for each meeting
  - f. Meetings are conducted appropriately allowing the voice of the campus community and the Board to be heard
  - g. Approved Committee minutes are maintained
4. Committee structure and composition is appropriate and aligned with GCU priorities and strategic plan, and Trustee talents and desires are acknowledged.
5. Endorse recommendations for graduation honorees to be submitted for approval to the full Board.

### **COMPENSATION SUBCOMMITTEE**

#### **1. PURPOSE.**

The [COMPENSATION SUBCOMMITTEE] (the “Committee”) is appointed by the Chair of the Board of Trustees of Georgian Court University (the “University”). The purpose of the Committee is to assist the Board in fulfilling its responsibilities for establishing and overseeing the executive compensation program of the University. The committee will be a subcommittee of the Executive Committee.

#### **2. MEMBERS.**



**2.1. Composition and Appointment.** The Committee shall consist of 5 or more independent members of the Board. The members of the Committee shall be appointed and subject to removal by the Chair in accordance with the University’s Bylaws. The President, although prohibited from being a member of the Committee, may participate, when asked, in general sessions of the Committee so long as he or she is excused when the Committee is reviewing or making decisions regarding the President’s compensation. The VP of Institutional Advancement may attend at the invitation of the Committee for process discussions only.

**2.2. Independence.** For purposes of membership on the Committee, a person will be considered “independent” only if the person is free from any relationships or conflicts of interest with respect to the University that may impair, or appear to impair, the member’s ability to make sound and objective judgments regarding the executive compensation decisions that come before the Committee.

Examples of conflicts of interest for purposes of a member’s independence include, but are not limited to, the following:

- (a) The person will benefit from the compensation decisions of the Committee or is related to a person who will benefit from such decisions;
- (b) The person is employed by the University and is subject to the control or direction of a person who will benefit from the compensation decisions of the Committee;
- (c) The person receives compensation or other payments subject to the approval of a person who will benefit from the compensation decisions of the Committee;
- (d) The person has a financial interest affected by the compensation decisions of the Committee; or
- (e) The person receives or may receive an economic benefit from another transaction in which the person who will benefit from the compensation decisions of the Committee must grant approval.

Any question regarding independence shall be reviewed and determined by the Chair of the Trustees and the Executive Committee annually.

### **3. MEETINGS.**

**3.1. Frequency.** The Committee shall meet as often as it deems necessary or appropriate, but no less than once annually, either in person, telephonically, and/or electronically and at such times and places as the Committee determines in order to discharge the duties enumerated in Section 4 below. The Committee will meet in executive session at least annually without the President, and with any advisors it employs, to discuss any matters that the Committee or advisors believes should be addressed.

**3.2. Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities. To the extent applicable, minutes shall include:

- (a) the terms of the arrangement
- (b) date of approval
- (c) members of the Committee present for the deliberations
- (d) members who voted
- (e) independent market comparability data relied on by the Committee with a description of how it was obtained
- (f) actions taken by any member of the Committee who had a conflict of interest with respect to that particular compensation arrangement
- (g) If compensation is below or above the range of comparability data, a description of the Committee's basis for deviating from the position set forth in the Compensation Philosophy (e.g., scope of duties, prior services, change in FTE status).

**3.3. Quorum.** The Chairperson shall preside at all Committee meetings. If the Chairperson is absent at a meeting, the Vice Chair shall act as the presiding officer for that meeting. A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

**3.4. Agenda.** The Chairperson shall prepare, or have prepared, an agenda for each meeting of the Committee, in consultation with any Committee members and any appropriate member of the University's management or staff, as necessary. As requested by the Chairperson, members of the University's management and staff shall assist with the preparation of any background materials necessary for any Committee meeting. Additional topics not on the agenda may be discussed as needed.

#### **4. AUTHORITY AND RESPONSIBILITIES.**

In furtherance of the Committee's purpose, the Committee shall have the following authority and responsibilities:

##### **4.1. Compensation Philosophy.**

- a. Develop and recommend a compensation philosophy to the Board for approval.
- b. Adhere to the overall Compensation Philosophy of the University, as approved by the Board.

##### **4.2. IRS & State Requirements.**

- a. Ensure that the executive compensation program meets IRS requirements and meets the standards for qualifying for the "rebuttable presumption of reasonableness."
- b. Ensure that the executive compensation program complies with all applicable state laws governing charitable organizations.

**4.3. List of Positions to Review.** The list is to include the President and the Presidential Administrative Team (PAT) leaders or any other person deemed by the Compensation Committee to exercise substantial influence over the institution (and are, therefore, deemed to be “disqualified persons” as such term is defined in Section 4958 of the Internal Revenue Code of 1986); and, therefore, whose compensation will be reviewed and approved by the Committee.

**4.4. Presidential Employment Agreement.** Review and recommend to the Board the terms of employment between the University and the President (which terms shall be reduced to writing in the form of an employment agreement and approved by the Board). The Agreement will be negotiated and signed by the Chair of the Trustees as stated in the By-laws.

**4.5. Total Compensation.**

- a. Total compensation is defined as all forms of cash and non-cash compensation including but not limited to base salary, variable compensation, benefits, perquisites, deferred compensation, and severance arrangements.
- b. Consistent with the Executive Compensation Philosophy and predicated on performance, appropriate independent market comparability data, Presidential recommendations (except regarding his or her own compensation) and any other factors the Committee deems relevant, determine, on an annual basis, the adequacy and reasonableness of the total compensation packages for the employees identified relative to Section 4.3

**4.6. Establishing Goals and Objectives for Variable Pay.** Develop, at least annually, institutional goals and objectives for the President which are aligned with the strategic, operational and academic objectives of the College and review individual goals and objectives set by the President for members of the senior staff. Goals are to be approved by the full Board.

**4.7. Annual Performance Evaluation, Compensation Adjustment, and Variable Compensation Awards**

- a. Oversee the formal evaluation by the Board of the President’s performance;
- b. Review the President’s compensation to determine whether to adjust any element of the President’s total compensation package consistent with its responsibilities under Section 4.5(b);
- c. Review the President’s accomplishment of the institutional goals and objectives described in section 4.6(c) and determine what if any variable pay is to be awarded to the President.
- d. Review and approve the President’s recommendations regarding the adjust any element of the total compensation packages of those described in Section 4.3 consistent with the responsibilities under Section 4.5(b);

- e. Approve any variable pay awards to the members of the Executive Team presented to the Committee by the President, which awards shall be based on achievement of previously established goals and objectives or other aspects of performance deemed relevant.

**4.8. Form 990 Compensation Disclosure.** Oversee the clear and accurate disclosure of the process for determining the compensation of the President and other senior leaders reportable on the University’s Form 990.

**4.9. Executive Development and Succession.** Review management’s long-range planning for executive development and succession, including emergency procedures for management succession in the event of the unexpected death, disability or departure of the President or other senior leaders.

**4.10. Other Delegated Activities.** Perform any other activities consistent with this Charter, the University’s Bylaws and applicable law, as the Board deems necessary or advisable.

**4.11. Board Reports.** The Committee shall regularly report its activities and findings to the Board.

## **5. EVALUATION OF COMMITTEE.**

The Committee shall conduct a periodic self-evaluation of its performance and operation in such manner as the Committee deems appropriate, including periodically evaluating the appropriateness of this Charter and the effectiveness of the Committee’s process regarding executive compensation. The Committee shall report the results of such evaluation to the Board.

## **6. RESOURCES AND AUTHORITY OF THE COMMITTEE.**

The Committee shall have the resources and authority it deems appropriate to discharge its duties and responsibilities, including the sole authority to (i) retain, at the University’s expense, an independent compensation consultant and other expert advisors as it deems necessary to fulfill its responsibilities and (ii) determine, on behalf of the University, the compensation of such advisors.

## **FINANCE, AUDIT, & COMPLIANCE COMMITTEE**

### **PURPOSE:**

The purpose of the Finance, Audit and Compliance Committee (the “Finance Committee”) is to assure the fiscal stability and long-term economic health of the University and that the financial planning for the University is supportive of and fully integrated with the long-range plans and mission of the University. The Finance Committee provides policy oversight of fiscal management and strategic guidance to those responsible for the University’s day-to-day operations. The Finance Committee broadly oversees the University’s Endowment management and investment policies. The Finance Committee also provides a mechanism for the Board to be regularly informed of issues of importance concerning the physical infrastructure, safety, security, technology and sustainability efforts of the campus.

### **ORGANIZATION:**

#### *Review of Charter*

This Finance Committee Charter shall be reviewed and reassessed by the Finance Committee at least annually and any proposed changes shall be submitted to the Board for approval.

#### *Membership/Structure/Quorum*

The Finance Committee shall be composed of not less than five Trustees. The Vice President for Finance and Administration/CFO shall serve, *ex officio*, as a non-voting member of the Finance Committee and the President may appoint other non-voting members as required to properly exercise the duties of the Finance Committee. A quorum of any meeting of the Finance Committee shall consist of a majority of its voting members.

#### *Staff Designee*

The Vice President for Finance and Administration/CFO, and/or his or her designee(s), shall be staff to the Finance Committee.

#### *Meetings*

Meetings shall be scheduled in conjunction with regularly scheduled meetings of the Board or as otherwise deemed necessary by the Chair of the Finance Committee.

#### *Agenda, Minutes and Reports*

The Chair of the Finance Committee, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings of the Finance Committee. An agenda, together with relevant materials, shall be sent to the members of the Finance Committee in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the staff designee and reviewed by the Finance Committee Chair and shall be approved by the Finance Committee

members at the next following meeting. The minutes shall be distributed periodically to the full Board. The Finance Committee shall make regular reports to the Board.

### *Subcommittees*

The Chair of the Finance Committee, upon notice to the full Finance Committee, may form subcommittees, and delegate responsibilities to such subcommittees, as the Finance Committee Chair deems appropriate as they relate to the Finance Committee's responsibilities as set forth below and ratified by the full Finance Committee and the Chair of the Board. The Finance Committee Chair shall ensure that all subcommittee reports are shared with the full Committee.

### **ROLES AND RESPONSIBILITIES:**

The Finance Committee shall keep itself fully informed concerning the budgetary and fiscal affairs of the University. The Finance Committee shall review the proposed operating and capital budgets for the ensuing fiscal year to ascertain that they are fiscally sound and supportive of the approved strategic plan and priorities of the University. The Finance Committee is responsible for recommending budget parameters to the Board for its consideration and approval and for approval of the final operating and capital budgets. Regarding the above, the Finance Committee's primary responsibilities are to:

- Oversee that timely and accurate financial information is presented to the Board;
- Regularly monitor the University's overall financial operations;
- Review and recommend for approval the annual operating and capital budgets;
- Ascertain that a long-range integrated strategic financial plan is in place;
- Annually review financial performance against plan;
- Communicate with and educate the Board on the University's financial condition;
- Review plans for additional debt and make recommendations thereon to the Board for its approval;
- Confirm with the Audit Sub-Committee that accurate and complete financial records are maintained and are in compliance with all relevant regulatory requirements;
- Review and approve the operating impact and financial plan for individual capital projects;
- Review and approve investment policies and guidelines as may be established by the Board and, subject to the general direction of the Board, oversee the operations of the University's investments;
- Review the University's investments reports on overall endowment management;
- Report and recommend long-range investment-related policies to the full Board;
- Report the investment portfolio performance of the endowment and additions to the endowment to the Board;
- In consultation with the Advancement and Public Affairs Committee, review plans for securing new additions to the endowment;
- Maintenance of the infrastructure, including sources of funding for improvements;
- Planning new construction;
- Academic, administrative and student space planning issues;
- Regularly review the University's Facilities Master Plan, Technology Plan and other campus strategic and infrastructure plan;

- Engage and collaborate with other committees of the Board as needed in the conduct of Committee responsibilities such as Academic Affairs, Development, etc.;
- General oversight of the condition of the physical plant including parking facilities, athletic facilities and landscaping;
- Make recommendations and report to the Board on any Finance Committee activities as deemed appropriate;
- Review plans for additional debt and make recommendations on such to the Board for its approval;
- Determine the adequacy, condition, and use of existing facilities and technology infrastructure through regular reviews of facility condition audits, renewal and replacement assessments, and benchmarking information;
- Review projections of future facility and technology infrastructure needs and requirements including capital programs and deferred maintenance;
- In conjunction with other Committees, ensure the development and maintenance of a long-range campus Facilities Master Plan for the University;
- Communicate with and educate the Board on the University’s physical assets and their condition;
- Work with staff to oversee that internal reporting practices meet the Finance Committee’s need and expectations; and
- Conduct an annual self-evaluation of the performance of the Finance Committee and the effectiveness and compliance with this Finance Committee Charter.

## AUDIT SUBCOMMITTEE

### **Purpose**

The purpose of the Audit Sub-Committee (the “Audit Sub-Committee”) is to assist the Finance Committee in fulfilling its fiduciary responsibilities relating to the University’s financial statements, the systems of internal controls, the financial reporting process and the external audit process. The Audit Sub-Committee should provide for communication among management, the independent auditors, and the Board.

### **Organization**

#### *Review of Charter*

This Audit Sub-Committee Charter shall be reviewed and reassessed by the Audit Sub-Committee at least annually and any proposed changes shall be submitted to the Board for approval.

#### *Membership/Structure/Quorum*

The Audit Sub-Committee shall be composed of not less than three trustees. The Vice President for Administration and Finance shall serve, *ex officio*, as a non-voting member of the Committee and the President may appoint other non-voting members as required to properly exercise the duties of the Audit Sub-Committee. A quorum of any meeting of the Audit Sub-Committee shall consist of a majority of its voting members.

#### *Staff Designee*

The Vice President for Administration and Finance and/or his or her designee(s) shall be staff to the Audit Sub-Committee.

### *Meetings*

Meetings shall be held in conjunction with regularly scheduled meetings of the Board or as deemed necessary by the Chair of the Finance Committee.

### *Agenda, Minutes and Reports*

The Chair of the Audit Sub-Committee, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings of the Audit Sub-Committee when held as a separate meeting from the Finance Committee meeting. As needed, an agenda, together with relevant materials, shall be sent to the members of the Audit Sub-Committee in advance of each meeting. Minutes for all sub-committee meetings shall be prepared in draft form by the staff designee and reviewed by the Chair of the Audit Sub-Committee and shall be approved by the members of the Audit Sub-Committee at its next following meeting and then submitted to the Finance Committee for review and approval.

### **Roles and Responsibilities**

The Audit Sub-Committee shall keep itself fully informed concerning the budgetary and fiscal affairs of the University. Regarding the above, the primary responsibilities of the Audit Sub-Committee are to:

- Oversee the selection of the independent external auditor of the annual financial statements of the University, review the external auditor's findings, and provide the Board with appropriate reports;
- Oversee the independent auditors and approve non-audit services provided by the independent auditor;
- Review the reports of the independent auditors related to required audits of University retirement and benefit programs;
- Review with management and/or external auditors required compliance reports such as the annual IRS Forms 5500 and 990;
- Coordinate with the Executive Compensation Committee on matters as they may relate to the University's tax and audit compliance;
- Review the University's audited financial statements, associated management letters, reports on internal controls and compliance, and all other auditor communications;
- Meet with the independent audit firm to discuss the financial statements and any significant issues that may have surfaced during the course of the audit;
- Review the independent auditor's report on internal controls and compliance;
- Ensure that the University has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse;
- Ensure there are procedures for the receipt, retention, investigation and referral of complaints concerning accounting, internal controls, auditing, and other matters;



- Review comments applicable to the University set forth in any audits and provide the Board with appropriate reports;
- Confirm with the Finance Committee that accurate and complete financial records are maintained and are in compliance with all relevant regulatory requirements; and
- Conduct an annual self-evaluation of the performance of the Audit Sub-Committee Charter.

## **GOVERNANCE COMMITTEE**

### **PURPOSE:**

The principal purpose of the Governance Committee is to provide for the Board of Trustees' effectiveness and continuing development.

### **COMMITTEE COMPOSITION:**

- The Governance Committee should include at least four (4) members of the Board of Trustees, the President of the university, as well as GCU support staff.
- The Governance Committee is chaired by the Vice Chair of the Board of Trustees, or, in the absence of the Vice Chair, a member of the Committee designated by the Chair of the Board.

### **MEETINGS:**

The Governance Committee meets at least three times a year, or when necessary at the call of the committee chair. Meeting dates and times should be specified on the annual board calendar.

### **KEY RESPONSIBILITIES:**

The specific responsibilities of the Governance Committee include:

- Recommending to the Board policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
  - Evaluation of the board and the chairperson.
  - Election and reelection of board members.
  - Board orientation and education.
  - Succession planning for the board chair and other board leaders.
- Reviewing and recommending a position description detailing responsibilities of and expectations for trustees and the board chairperson.
- Recommending nominees for election and reelection to the board. To facilitate this responsibility, the committee will:
  - Develop and recommend to the board a statement of the competencies and personal attributes currently needed on the board, to be used as a guideline for recruitment and election of trustees.
  - Conduct a "gap analysis" to identify succession planning/recruitment needs.
  - Develop and regularly update a list of potential trustees regardless of whether a current vacancy exists.
  - Oversee a process for vetting the fitness of prospective nominees.
  - Develop and oversee a plan for enhancing board diversity.
  - Evaluate the performance of individual trustees eligible for reelection.
- Conducting a succession planning process for the board chairperson and other board leaders.

- Nominating board officers for election by the full board, with the continual goal of achieving racial/ethnic and gender diversity to best serve the students of GCU.
- Reviewing the bylaws annually and recommending any needed changes to the full board.
- Advising management on plans for board education, including new trustee orientation, education of board members, and an annual board retreat.
- Overseeing the board’s self-assessment and improvement process every one or two years.

**REPORTS:**

The committee will receive and review the following reports:

- Competency matrix. Profile or matrix of the board's current makeup compared to its list of needed competencies, plus an analysis showing areas to emphasize in recruitment of new members.
- Backgrounds of prospective board members.
- Annual board education plan.
- Participation summary. Annual review of average attendance, and each regent’s attendance, at board meetings, committee meetings, education sessions, and (if possible) community events. This report should also indicate compliance with any other obligations such as annual donations.
- Board self-assessment. Report of the full board's self-evaluation survey (every one or two years).

**ANNUAL COMMITTEE GOALS:**

The Governance Committee will establish annual goals specifying its principal work and focus areas for the coming year. Typical examples might include:

- Developing a definition of and standards for trustees.
- Reviewing the conflict of interest policy.
- Developing a mentoring program for new board members.

## **MISSION AND IDENTITY COMMITTEE**

The Mission and Identity Committee Shall:

1. Consult and advise on matters relating to the mission and Mercy heritage of the University;
2. Review and analyze the strategic plan for Mission Integration;
3. Recommend strategies for integrating mission throughout all functional areas of the University;
4. Provide ongoing support to the Chief Mission Officer;
5. Coordinate the Board's participation in its orientation, strategic planning and mission effectiveness;
6. Ensure ongoing efforts to develop, deepen, and connect all facets of Board oversight to the overarching mission of the University.

## **STRATEGIC PLANNING COMMITTEE**

### **PURPOSE:**

The Strategic Planning Committee (SPC) is a committee of Georgian Court University Board of Trustees, whose members are appointed by the board. The general principal purpose of the Strategic Planning Committee (SPC) is to provide support for, guidance to and oversight of, the strategic planning process, undertaken by the University President and Cabinet.

The SPC will receive periodic reports on strategic planning and annually review and assess progress in meeting the university's strategic plan.

When board action on strategic planning is required, the proposed changes will be reviewed by the committee and a recommendation made to the full board.

### **COMMITTEE COMPOSITION:**

The Strategic Planning Committee consists of the following members

- Representatives of the Board of Trustees as assigned by the Board Chair.
- University President and/or a designee
- University President's Cabinet
- Faculty representatives, as recommended by the Executive Committee of the Faculty Assembly.
- Other volunteers as recommended by the committee and as deemed appropriate by the Board Chair.

### **MEETINGS:**

A meeting can be called by the SPC Chair or the University President. Meetings will generally be held:

- At least twice annually,
- At least 2 weeks prior to Board meetings,
- As required for specific issues and topics of an urgent nature and as agreed to for any required follow-up.

A meeting agenda will be sent in advance of all meetings, ideally at least 5 business days prior to a scheduled committee meeting.

Minutes will be available within 3 business days after a meeting and will be disseminated to the full Board for review.

### **KEY RESPONSIBILITIES:**

1. Ensuring that the University President has established an effective strategic planning process, including development of a plan covering a specified time period with measurable goals and time targets.
2. Represent the Board in the strategic planning process.
3. Coordinate the Board's participation in the strategic planning as deemed appropriate by the Executive Committee.
4. Establish a strategic planning process that includes the following components:
  - a. A strategic planning framework establishing how strategic planning is to be done in the university
  - b. A document that provides highlights of the strategic plan.
  - c. Metrics that outline how the Board will measure the success of the outcomes established.
5. Helping university leadership identify critical strategic issues facing the organization and assist in the analysis of alternative strategic options.
6. Establish a regular reporting process for updating all constituencies on the progress of the plan and the desired outcomes.
7. Members of the strategic planning committee have a responsibility to understand the university's primary industry, market/community and core competencies. This would include keeping up-to-date on industry and local market trends, higher education needs and advances and looking for opportunities to improve the scope, cost effectiveness and quality of services that are provided by the university.
8. Assist in the development, review of and recommendation of the strategic dashboard of key indicators.
9. Make recommendations to the full board related to the organization's mission and vision statements.
10. Provide support to the university and continuously monitor the development and implementation of a succession planning process that provides leadership development to key staff, ensuring a pipeline of leadership talent throughout the university.
11. Provide oversight of the university's institutional assessment of programs, administrative services, and student learning outcomes.
12. Coordinate the board's participation in the accreditation and reaccreditation process, which involves a self-study of university's compliance with accreditation standards and a visit by an accreditation team that results in recommendations from the Accrediting Commission.