

SUMMARY OF ROLES AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES, ADMINISTRATION, AND FACULTY AT THE GEORGE WASHINGTON UNIVERSITY

The following is a summary of the roles and responsibilities of the Board of Trustees (the “Board”), the Administration, and the Faculty, as reflected in the University’s current governing documents (the University Charter, the Board Bylaws, the Faculty Code, and the Faculty Organization Plan), and should be considered along with the Statement of Shared Governance approved by the Board at its May 13, 2022 meeting (“Statement of Principles”).

The Structure of Shared Governance at The George Washington University

Consistent with the 1967 Statement on Government of Colleges and Universities issued by the AAUP, the American Council on Education, and the Association of Governing Boards of Universities and Colleges (the “1967 Statement”), the governing documents of the George Washington University reflect the idea of shared governance as a “three-legged stool,” with the three “legs” being the Board, the Administration, and the Faculty. The University’s governance documents also acknowledge the two basic principles contained in the 1967 Statement: (1) Important areas of action involve at one time or another initiating capacity and decision-making participation of all the institutional components; and (2) the difference in the weight of each voice, from one point to the next, should be determined by the reference of the responsibility of each component for the particular matter at hand.

First, the University governing documents affirm the Board’s fiduciary responsibilities as the final institutional authority for “the management, direction, and government of the University,” and the Board Bylaws enumerate in a variety of ways how it exercises its responsibilities.

Second, the University governing documents affirm the Administration’s responsibility to manage the affairs of the institution, and in particular, the President’s duty to “supervise and control all academic activities and business and other affairs of the University, subject to the policies and oversight of the Board of Trustees.”

Finally, the University governing documents affirm the Faculty’s primary responsibility for educational matters such as faculty status and programs of instruction and research. These documents also reflect the importance of faculty involvement in educational policy more generally, including establishing institutional objectives and educational program priorities, planning and budgeting, and selecting certain administrators.¹

Roles and Responsibilities

The University’s governance structure and commitment to shared governance principles is embodied in

¹ The Statement of Principles, in its Introduction, identifies “two fundamental principles” regarding the Faculty’s role in shared governance at the University: “(1) providing Faculty with a meaningful role in key decision-making processes as reflected in the governing documents, often through elected representation; and (2) entrusting to the Faculty the primary responsibility for specific areas of decision-making relating to [the] University’s academic mission.”

the roles and responsibilities of the Board, Administration and Faculty, as set forth in the governing documents.

The Board

The Board has ultimate authority to govern the University. The University Charter² and the University Bylaws³ provide that the “management, direction, and government of the University shall be vested in” the Board. Charter, Section 4(a); Bylaws, Article III, Section 1. The Charter further provides that the Board “shall be responsible for the exercise of all powers and the discharge of all duties of the University in a manner consistent with this [Charter], shall have full authority over all personnel and activities of the University, and may appoint or elect any person to serve as officer, professor, lecturer, teacher, tutor, agent, or employee of the University.” Charter, Section 5(a). See also Faculty Handbook,⁴ Section 1.4: “The University is governed by a board of trustees, which has overall legal and fiduciary responsibility for the University.” The Board’s governance authority includes the power to enact rules and policies for management of the University. One such rule or policy is the Faculty Code,⁵ which the Board may amend, “after the Board is satisfied that there has been a process of considered consultation with the Faculty, including the Faculty Senate, and the President and Provost.” Bylaws, Article X. The Board also selects the President of the University, with faculty input through the Faculty Consultative Committee, as further explained later.

The Board plays a key role in providing general oversight of the fiscal, academic, business, and physical operations and providing leadership for the University’s strategic initiatives. It does so, in large part, through its operating and strategic committees, including the Executive Committee, and committees on academic affairs, audit and compliance, finance and investments, and governance and nomination. Each committee has an approved mission statement or charge, consistent with their purpose as articulated in the Bylaws. Bylaws, Article V.

Communication and interaction between the Board, Administration and Faculty is enhanced through the participation of University administrators and faculty representatives in the meetings of the Board and its committees. The Chair of the Faculty Senate Executive Committee, for example, is a “Board Observer” who regularly attends Board and committee meetings. Bylaws, Article III, Section 5.⁶

² https://trustees.gwu.edu/sites/g/files/zaxdzs2786/f/downloads/GW%20Charter_1.pdf

³ <https://trustees.gwu.edu/sites/g/files/zaxdzs2786/f/downloads/Current%20University%20Bylaws%20-%20February%208%2C%202019.pdf>

⁴ https://provost.gwu.edu/sites/g/files/zaxdzs626/f/downloads/Resources/GW_Faculty_Handbook-Final-Approved20150410.pdf. The Faculty Handbook is essentially a compendium of university policies, procedures, and related guidance “prepared for the information and use of the faculty” that may be revised by the Administration at any time, with consultation by the Faculty Senate for review of substantive amendments. Faculty Handbook, “Forward,” at p. 7. The Faculty Handbook does not require Board review or approval. As such, it is not considered to be among the University’s governing documents.

⁵ <https://provost.gwu.edu/sites/g/files/zaxdzs626/f/downloads/Faculty%20Code.pdf>

⁶ Interaction among the Board, the Administration, and Faculty occurs through other mechanisms, formal and informal, that are not addressed in the Governing Documents. For example, the Chair of the Executive Committee of the Faculty Senate is a member of the President’s University Leadership Council (“ULC”). The President and Provost attend the monthly meetings of the Faculty Senate Executive Committee, where information is shared and discussed. Faculty serve on the Benefits Advisory Committee, whose mission is to provide ongoing feedback regarding the University’s full range of benefits and programs to the University Benefits Office.

As the University noted in its Decennial Self-Study for the Middle States Commission on Higher Education submitted in March 2018,⁷ “the [B]oard’s function is to govern, not manage, the affairs of the University, through a process that recognizes the importance of transparent and direct communication with the University’s officers and administration.” Self Study, at p. 82. Accordingly, the Board has delegated the management of the University to the University Officers, and those officers may delegate the authority granted to their offices, as appropriate. Bylaws, Article VII. It is under this broad delegation, and through the Board’s establishment of the Faculty Code and Faculty Organization Plan (“FOP”),⁸ that underly the responsibilities of the Administration and the Faculty.

The Administration

The University Officers are the President, Provost, Treasurer, General Counsel, and Secretary. The President is the “chief executive officer of the University and shall supervise and control all academic activities and all business and other affairs of the University, subject to the policies and oversight of the Board of Trustees.” Bylaws Article VII, Section 2. The President is also a member of the faculty of all schools within GW, and chairs the Faculty Senate and Faculty Assembly. Bylaws, Article VII, Section 1; FOP, Article II, Section 2, and Article III, Section 2(b).

The Provost is the “chief academic officer of the University” who “shall serve as the President’s principal liaison with the deans and faculty on academic matters.” Bylaws Article VII, Section 3. Areas reporting to the Provost include Academic Affairs, Diversity, Equity and Community Engagement, Enrollment and Student Success, Faculty Affairs, Office of Assessment, Office of the Vice Provost for Research, Student Affairs, and all Deans of schools and the library.⁹

The Treasurer is the senior financial officer responsible for “manag[ing] the administration of all University financial activities and resources, subject to the policies and oversight of the President and Board of Trustees.” Bylaws Article VII, Section 4. The operational and administrative areas under the Treasurer (also known as the Executive Vice President and Chief Financial Officer) include financial planning and budgeting, procurement, and investments.¹⁰

The General Counsel is responsible for providing legal counsel, advice and representation to the University in all legal matters and proceedings, as well as providing legal advice and guidance to the Board, the officers of the University, and other University employees acting within the scope of their service or employment in matters concerning the University.¹¹ The Secretary serves as a liaison between the Board and Administration, and supports the Board and its committees. Among the offices reporting to the Secretary is the Office of Government and Community Relations.¹² Bylaws, Article VII.

⁷ <https://provost.gwu.edu/msche-team-report>

⁸ [chrome-extension://efaidnbmnnnibpcajpcgclefindmkaj/viewer.html?pdfurl=https%3A%2F%2Fprovost.gwu.edu%2Fsites%2Fg%2Ffiles%2Fzaxdzs626%2F%2Fdownloads%2FFaculty%2520Organization%2520Plan%2520v5-2020.pdf&clen=159928&chunk=true](https://efaidnbmnnnibpcajpcgclefindmkaj/viewer.html?pdfurl=https%3A%2F%2Fprovost.gwu.edu%2Fsites%2Fg%2Ffiles%2Fzaxdzs626%2F%2Fdownloads%2FFaculty%2520Organization%2520Plan%2520v5-2020.pdf&clen=159928&chunk=true)

⁹ <https://www.gwu.edu/provost-organizational-chart>

¹⁰ <https://www.gwu.edu/executive-vice-president-chief-financial-officer>

¹¹ <https://generalcounsel.gwu.edu/>

¹² <https://www.gwu.edu/office-president>

In addition to the University Officers, GW has a Vice President for Health Affairs,¹³ Vice President for Development and Alumni Relations,¹⁴ a Vice President for Communications and Marketing,¹⁵ a Vice President of Student Affairs and Dean of Students,¹⁶ a Director of Athletics,¹⁷ and Deans of ten schools and colleges as well as a Dean of Libraries and Academic Innovation.¹⁸ Under each University Officer, Vice President and Dean are a cadre of academic and non-academic administrators whose responsibilities are as delegated by each unit head.

As will be explained in the following section, the Faculty have primary responsibility with respect to matters relating to the composition of the faculty, tenure and promotion decisions, and matters relating to the curriculum. However, it is important to note that the Administration has final authority on these matters.

The Faculty

Through the adoption of the Faculty Code (Bylaws, Article X), the Board has delegated to the Faculty, individually, through department and school committees, and through the Faculty Senate, the primary responsibility for an array of important matters relating to the academic enterprise. See Faculty Handbook at Section 1.6: “The University structure is based on shared governance, and the faculty have a role in the development, implementation, and management of educational policy and curriculum through membership in school faculties and through two University-wide groups: (1) the Faculty Assembly, which consists of academic personnel in full-time service and certain designated administrative personnel; and (2) the Faculty Senate, a representative body acting for the faculty as a whole in legislative and advisory capacities.”

Article IX.A. of the Faculty Code outlines the right of the Faculty to “share with the officers of administration the responsibility for effective operation of the departments and schools and the University as a whole.” Article IX.A. specifies the manner in which the Faculty may exercise this responsibility:

- The regular faculty¹⁹ plays a role in decisions on the appointment and promotion of members of the faculty and the appointment of the President, deans, departmental chairs, and other administrative officials with authority over academic matters.

¹³ <https://www.gwu.edu/health-affairs-and-school-medicine-health-sciences>

¹⁴ <https://www.gwu.edu/development-alumni-relations>

¹⁵ <https://www.gwu.edu/communications-and-marketing>

¹⁶ <https://www.gwu.edu/student-affairs>

¹⁷ <https://www.gwu.edu/athletics>

¹⁸ <https://lai.gwu.edu/>

¹⁹ “Regular” faculty are full-time faculty members with the title of university professor, professor, associate professor, assistant professor, and instructor who are tenured or tenure-track, and non-tenure-track full-time faculty members who are on a renewable contract, do not hold either a regular or tenured appointment at another university, have a nine or twelve month appointment and who have contractual responsibilities for research, teaching, and service. Faculty Code, Article I.B. Regular faculty do not include research faculty.

- The regular faculty participate in the formulation of policy and planning decisions affecting the quality of education and life at the University. This participation includes an active role in the development, revision, or elimination of curricular offerings of each department or school.
- The regular faculty participate in the formulation of policy and planning decisions affecting the quality of education and life at the University.
- The regular faculty of a school are entitled to an opportunity to make recommendations on proposals concerning the creation, consolidation, or elimination of departments, institutes, or other academic or research units making up a part of that school.
- The Faculty Senate or an appropriate committee thereof is entitled to an opportunity to make recommendations on proposals concerning the creation, consolidation, or elimination of schools or other major components of the University.

Article IX.A (emphasis added).

Other provisions of the Faculty Code, and the Bylaws of the schools and colleges, further flesh out the Faculty's role, which emphasize its primary responsibility regarding academic matters. Specifically:

- the Faculty in each School has the right to make recommendations regarding faculty appointments (and the criteria on which faculty appointments will be based), non-reappointment, promotion, and tenure. Faculty Code, Article IV.A.5 and 6; Article IV.B.2; Article IV.C.2; Sections B.1-4. The recommendations should be accepted by the Administration except in "cases involving compelling reasons," with final decisions made by the Provost or in certain cases the President. See Faculty Code, Article IV.E., and Sections B.5, 7, and 8 of the Procedures for the Implementation of the Faculty Code.
- The Faculty Assembly elects a committee to advise and consult with the Board in the selection of a President. Section C.5 of the Procedures for the Implementation of the Faculty Code.
- Appointments of the Provost, Deputy Provost and Vice Provosts may only be made after "consultation with the Executive Committee of the Faculty Senate," and they shall "retain office only as long as they retain the confidence of the Faculty Assembly." Section C.3. of the Procedures for the Implementation of the Faculty Code.
- Deans are appointed only after an elected faculty committee has "established criteria, considered nominations, and reported its recommendations" to the President and Provost who are authorized to make the final decision on decanal appointments.²⁰ Section C. 2.b)i. of the Procedures for the Implementation of the Faculty Code. And associate deans, assistant deans and similar academic administrators may be appointed by the Dean "in accordance with procedures approved by the school's full-time faculty." Section C.2.c) of the Procedures for the Implementation of the Faculty Code.

²⁰ Search committees for deans must include at least one or two members of the Board of Trustees.

- Faculty in each academic department formulate procedures for making recommendations for filling vacancies in the post of department chair. “Normally, the appointment shall be made in accordance with the recommendation.” Section C.1. of the Procedures for the Implementation of the Faculty Code.
- In the classroom, faculty are “responsible for the character of the instruction, the maintenance of good order, and the observance of University regulations.” Faculty Code, Article III.C.
- Allegations made by students of arbitrary and capricious academic evaluations are heard through faculty peer review procedures established by the dean and the school faculty. Faculty Code, Article III.C.
- Grievances made by faculty and tenure revocation cases are heard by a committee of all tenured faculty. Decisions of the committees, and appeals are also heard by a committee comprised of all tenured faculty. Committee recommendations relating to grievances are to be followed unless the Provost concludes in writing that there are compelling reasons to not do so, in which case a final decision is made by the President. Section E.7 of the Procedures for the Implementation of the Faculty Code. With respect to tenure revocation cases, there is no express right of the Administration to “appeal” a faculty committee finding against tenure revocation. Section F.4. of the Procedures for the Implementation of the Faculty Code. Ultimately, the Board of Trustees “shall have full authority over all personnel . . . of the University, and may appoint or elect any person to serve as an officer, professor, lecturer, teacher,” and thus any person so appointed or elected may be removed by the Board.
- The Faculty in each school and department have authority to establish written procedures, rules and criteria for the governance of that unit, including in the following areas:
 - Steps for enacting procedures, rules, and criteria of the school, such as the appointment of school administrators with faculty appointments
 - Policies and procedures for maintaining academic standards such as:
 - Determining standards for graduation
 - Reviewing curricula, including new academic programs
 - Resolving student allegations of arbitrary or capricious academic evaluation;
 - Policies and procedures for reviewing and approving procedures, rules, and criteria of departments, or comparable educational divisions; and
 - Policies and procedures for appointment, periodic performance review, promotion, and/or tenure of faculty. Section A. of the Procedures for the Implementation of the Faculty Code.

As stated earlier, the Board may amend the Faculty Code, but only “after the Board is satisfied that there has been a process of considered consultation with the Faculty, including the Faculty Senate, and the President and Provost.” Bylaws, Article X. However, the Board may not amend the Faculty Organization Plan without first obtaining a favorable vote of either two-thirds of those voting, or a majority of the voting members of the Assembly, whichever is lesser. FOP, Article IV.

In furtherance of the Faculty in each school’s authority as referenced above, each school has adopted Bylaws, approved by the Provost, that describe in detail the important role the faculty play in advising on, or recommending a variety of decisions relating to the operations of the school and the academic

departments within that school. For example, under the Bylaws of the Columbian College of Arts and Sciences (“CCAS”),²¹ the “Faculty, working closely with the Dean, shall determine and direct all matters relating to the educational policies and programs leading to degrees in the College. CCAS Bylaws, Article IV. CCAS has a Dean’s Council composed of CCAS faculty that serves as a “strategic planning body to advise the Dean and Faculty on all matters pertaining to the teaching and research missions of the College.” The Dean’s Council advises and may make recommendations to the Dean and the CCAS Faculty on a wide array of issues, including priorities for the allocation of resources; student admissions and financial aid policies, and periodic academic reviews of departments and programs. CCAS Bylaws, Article IX. CCAS also has a number of faculty committees, including on areas such as undergraduate studies, graduate studies, promotion and tenure, and a research advisory council.²²

Finally, through the Board’s adoption of the FOP, the Faculty have two faculty bodies – the Faculty Senate and the Faculty Assembly – through which to participate in decision-making.

The Faculty Assembly has authority to “direct the [Faculty] Senate to . . . study and report back to the Assembly, or to take such other action as may be appropriate with respect to any matter of concern to the Assembly.” The Assembly also “receive[s] information from the President, and such members of the University administration as he may designate, of matters of general University interest of faculty concern.” It may also review actions taken by the Faculty Senate and “act as a referendum body on questions referred to it for that purpose by the [Faculty] Senate.” FOP, Article II., Section 4.

The Faculty Senate is an elected representative body of the faculty, with representatives from all schools except the College of Professional Studies. The Senate:

- Formulates principles and objectives and find facts so as to recommend policies to the President;
- Provides the President and the Board with advice and counsel;
- Considers any matters of concern or interest to more than one college, school or division or to the Faculty, and makes its recommendations or otherwise expresses its opinion to the Assembly, the President, or through the President to the Board of Trustees; and
- Serves as the faculty agency to which the President initially presents information and which he consults concerning proposed changes in existing policies and promulgation of new policies.

FOP, Article III., Section 1.

Only tenured faculty may serve on the Faculty Senate (except in the case of the School of Medicine and Health Sciences, where non-tenured faculty may serve on the Senate to the extent provided in the FOP, Article III, Section 2(a)(3)), but non-tenured faculty may serve on Senate-established committees. Faculty Senate Standing Committees include:

- Appointment, Salary and Promotion Policies
- Athletics
- Educational Policy and Technology

²¹ chrome-extension://efaidnbmnnnibpcajpcglclefindmkaj/viewer.html?pdfurl=https%3A%2F%2Fprovost.gwu.edu%2Fsites%2Fg%2Ffiles%2Fzaxdzs626%2F%2Fdownloads%2FBylaws%2FCCAS-Bylaws-2017.pdf&clen=179581&chunk=true

²² The Bylaws of the other schools and colleges can be found at <https://provost.gwu.edu/faculty-governance>.

- Fiscal Planning and Budgeting
- Honors and Academic Convocations
- Libraries
- Physical Facilities
- Professional Ethics and Academic Freedom
- Research
- University and Urban Affairs

FOP, Appendix II, Section 10.

The Faculty Code obligates the Administration to provide the Faculty with information sufficient to allow them to perform the roles described in the GW Governing Documents:

The faculty cannot perform an effective and responsible role in University decision making without the cooperation of the administrative officers of the University. This cooperation includes the provision of such information as is necessary to the development of sound, well-informed recommendations. Faculty bodies charged with responsibilities for particular policy and planning areas are entitled, to the extent feasible, to be informed sufficiently in advance of important decisions within their areas of competence to be able to provide their advice or recommendations to the appropriate University officials.

Article IX.B. of the Faculty Code.

Conclusion

The GW governing documents establish robust shared governance mechanisms that includes a significant role for the Faculty, especially on issues relating to the academic enterprise.