MINUTES OF THE C-FACULTY SENATORS COUNCIL MEETING OF SEPTEMBER 20, 2018

The New York University Continuing Contract Faculty Senators Council (C-FSC) met at 9:00 AM on Thursday, September 20, 2018 in the Global Center for Academic & Spiritual Life at 238 Thompson Street, 5th Floor Colloquium Room.

In attendance were Senators Davis, De Bartolo, Ferguson, Gershman, Gold-Von Simson, Howard-Spink, Illingworth, Jahangiri, James, Killilea, Kim, Lee, Leone, Liston, Mitnick, Patterson, Renzi, Saravano, Slater, Wang, Watkins, White, and Youngerman; Alternate Senators Foudy, Goldmann, Kleinert, Lim, Lin, Mandracchia, Pietro, Sahin, Shullenberger, Spivakovsky, and Tourin.

APPROVAL OF THE AGENDA

Upon a motion duly made and seconded, the meeting agenda was approved unanimously.

APPROVAL OF THE MINUTES OF THE MEETING HELD APRIL 24, 2018

Upon a motion duly made and seconded, the minutes of the April 24, 2018 meeting were approved unanimously.

REPORT FROM THE CHAIRPERSON: MARY KILLILEA

See attached Document A: C-FSC Chair Update

Discussion/Questions on Chair’s Report

Chairperson Killilea welcomed the Council. She noted the Steering Committee met over the summer to assign committee members. She asked committees to meet at the end of the meeting and try and select their Chair or appoint someone to set up their first meeting. She suggested Committees might use the 9:00 am Thursday slot on non-Council or University Senate meeting dates. She also suggested rotating meetings locations to accommodate School of Medicine and Tandon Council members.

She introduced the Steering Committee (SC) members for this academic year: Chairperson: Mary Killilea; Vice Chairperson: Larry Slater; Members: Lauren Davis, Leila Jahangiri, Tommy Lee, Beverly Watkins, and Ethan Youngerman. She stated one of the tasks of the SC is to develop Council meeting agendas. They will also meet with the President Office and Provost Office several times each semester. She encouraged the Council to communicate proposed discussion items to the SC.

She noted the retreat last spring focused on the main topics of work-life balance, benefits, governance, wellness, and global issues.

Killilea reported the other topics that were explored last year including tenure clock stoppage and whether or not there should be similar language for contract faculty that have both research and scholarship requirements. There were also discussions about leave and sabbatical, email etiquette and hours, and discussion on having a designated person assist faculty in navigating human resources (HR) issues around the university. Under
Benefits issues, the Council discussed the infrastructure for disability and questions about hiring. She stated the Governance Committee will work on the bylaws for the Council and also examine the elections for contract faculty in the different schools. The Committee will also work with the T-FSC Governance Committee on creating the report on the shared governance survey.

The Global Network University Committee (GNU) discussed barriers of mobility and ways to reach out to partners at the global sites and portals as faculty members. She stated that an email was sent over the summer regarding the Provost's Global Research Initiatives Program (GRI), which is open to all full-time faculty. She commented the language used seemed more tenure-focused, and the Global Research Initiatives is open to working with the GNU Committee to develop more inclusive language.

The Council also discussed wellness issues, including how to support student wellness and the structures that would be most useful for faculty, particularly those continuing contract faculty who have direct contact with students in distress. They also discussed faculty wellness programs.

Killilea stated the full report of the resolution passed by the Board of Trustees (BOT) is attached to the Chair’s report. She highlighted they approved the amended Rules for the Maintenance of Public Order, which was voted on by the University Senate in association with the student conduct policy, and they approved the Revised Statement of Policy on Intellectual Property.

She noted the Board of Trustees response’s to the C-FSC’s Resolution on Enhanced Engagement with the Board of Trustees. She commented that the Board was receptive to what the Council asked for in terms of increased communication. In response to a Senators question on the terms for working with board committees, Killilea responded she expects this issue will be raised at the first Senate Executive Committee meeting.

Killilea stated it is important that faculty know Senators are an accessible resource to help navigate the complex landscape of NYU. This includes the procedures and reappointment for faculty in different schools and the grievance process. Senators discussed getting information on the grievance procedures to faculty members. The idea of having a designated person to assist faculty in navigating this issue and other HR issues was discussed. It was suggested this person be a Council member, and the position perhaps come with some form of course release because of the workload. Killilea asked the Grievance Committee to gather the different school’s grievance policies, note any differences, and identify any inconsistencies with the university policy.

She encouraged each school representative to communicate as much as possible with their constituents in whatever means makes the most sense within their school. She stated Council members have access to the listserv for their schools. She noted it is also important for faculty to know they can communicate issues to the Council by emailing c-fsc@nyu.edu or by contacting their school senator.

A Senator suggested creating a list of bullet points for Senators to communicate to their constituents following the Council meetings. It was suggested to develop this list at the meeting. It was also suggested to develop a template to use in sending these emails.

Senators discussed issues with accessing their school’s faculty listserv. Killilea stated Senators should have access to Email Direct through the Deans’ Office. She stated that the sender field will list the Senator’s name. She noted the C-FSC also has access to the email addresses of all continuing contract and tenured/tenure track faculty and uses these lists to send welcome messages, newsletters, etc.

Killilea stated the Council will send a welcome message from the C-FSC to all continuing contract faculty, providing them with a link to the C-FSC website and a list of all Council members and their contact information. She will also contact the Chair of the Dean’s Council asking for a confirmation of who at each school is in charge of the email direct and clarify the policy for Senators using email direct to communicate to their constituents. She noted if any Senators have issues sending emails to their faculty listservs, to communicate this back to the Council.

See attached Document C: Committee Assignments, and Doc D: Meetings.
The Chair’s Report was accepted into the minutes.

**SPECIAL PRESENTATION**

**Faculty Participation in Center for Student Life Programming: John Halpin & Rich Hurley**

Rich Hurley introduced himself as the Associate Director in the Center for Student Life. He stated the department was re-organized a year ago, combining the office of student activities, leadership, and service, and the student resource center. John Halpin introduced himself as a Clinical Professor for Chemistry, and noted he has been engaged with student life as a faculty fellow in residence and he now serves as a faculty affiliate to the center of student life.

Hurley introduced the Faculty & Administrators Partnership Program, which is an effort formalize ways faculty and administrators can engage with students outside the classroom, particularly with commuter students, international students, graduate students, and other communities.

The goal of the program is to create formal and informal non-classroom connections between students and NYU faculty and administrators. The program is divided into three areas of participation:

1) **Community**, which includes panels, keynote addresses, and celebrations. An example is the commuter torch event for first year commuters.

2) **Facilitation**, which focuses on creating facilitated dialogues with students on various topics of interest. Examples include discussion sessions with veterans and international students.

3) **Experiential**, which includes tours, visits to historic sites, and other opportunities to engage with students outside of NYU. Examples include visits to the Whitney museum, Apollo Theater, and mini-golf trips.

Halpin discussed his involvement in the program and noted his personal connection to being a veteran, transfer, first generation, and graduate student. He commented on his positive experience in the program, the benefits of engaging with students in these programs, and the variety of ways to get involved, and time commitment levels.

Hurley noted those interested in participating should join the mailing list by filling out the following form: https://bit.ly/2x13Mjc. This collects information related to the participant’s interest in specific communities, such as commuter, transfer, international, graduate, veteran, etc. students, and any specific experiences they are interested in.

Hurley encouraged those interested to visit the following sites and encourage their colleagues to do so as well: 1) to access and share the document: https://bit.ly/2NdgVR5 and 2) to join the partnership program: https://bit.ly/2x13Mjc

In response to a question regarding a posted calendar of events, Hurley noted they are working on building the calendar with students.

A Senator asked about programming for transfer and commuter students. Hurley responded there is a commuter lounge located in a residence hall. There is also a commuter overnight retreat and activities during Welcome Week similar to those for resident hall students. His office also works with the First Year Residential Experience (FYRE) that connects commuters to various social programs. Transfer students also get transfer ambassadors, who are students from the university that serve as peer coaches throughout their first year experience.

A Senator suggested that the programs be listed under the campus event calendar. Another Senator said that faculty are encouraged to share this information with students and student clubs.
The Council thanked Hurley and Halpin for their presentation.

**COMMITTEE REPORTS**

*See attached Document B: Committee Reports*

**Discussion/Questions on the following submitted reports:**

**Faculty Benefits & Housing**

Senator Renzi reported a top priority of the Committee last year was housing purchase assistance. He also noted the decision on the tuition remission policy will be announced soon. He stated in regards to the medical plan, there will be a number of cost saving administrative changes. Another change is the elimination of the cross application of in-network and out-of-network expenses toward deductibles and maximum out-of-pocket limits. He stated this decision was based on a peer analysis of other institution’s benefits, but expressed his concerns that many physical therapists and mental health therapists are out of network, because of low in-network reimbursement rates. He highlighted the creation of a new salary band for faculty and administrators making more than $175,000 per year, who will pay a higher premium. He noted the Committee endorsed the consultant’s progressive proposal for increases in medical benefits premiums as follows: 2% Consumer-Driven Health Plan, 5% Point-of-Service Value Plan, and 7% Point-of-Service Advantage Plan. A Senator expressed issue with the health plan costs for families with two members working at NYU. Renzi stated he will bring this issue to the Benefits Office.

**Reports at Meeting:**

**Faculty Advisory Committee on NYU’s Global Network**

Senator Howard-Spink announced the agenda for the Committee will focus on continuing contract faculty issues in the Global Network.

The reports were accepted into the minutes.

**NEW BUSINESS**

**Bullet Points**

Senators discussed the bullet points for the first templated email and highlighted the following three points: 1) the Council will be reviewing grievance policies in the schools and that faculty should know to contact their faculty representative or the council directly if they have questions about grievances, 2) a follow up email about benefits during open enrollment will be sent, and 3) the Faculty Advisory Committee on NYU’s Global Network will focus this year on continuing contract faculty issues in the Global Network.

**Classroom Lecterns**

A Senator expressed an issue with the lack of wooden lecterns in the new buildings. Renzi suggested this issue could be raised with Joe Giuliani, who is in charge of space.

Another Senator expressed an issue with the lack of policy on class end times. A Senator noted class meeting times are mandated in the faculty handbook.

A Senator raised an issue with current human resources structure at the schools. She stated currently each school’s HR reports go to an administrative level within the school. She suggested it should instead report to central HR. Senators commented that if HR reports to the Dean, they are not representing faculty.
A Senator noted the Administrative Process Improvement Initiatives of last year examined HR. It was suggested the Council ask to review their findings and see if this issue was discussed. Senators expressed concerns with the decentralization of HR. Senators commented on the differences in the human resources structure by school. It was noted the tenured/tenure track faculty and administrators may have similar concerns and it would be important to coordinate with the T-FSC and AMC. The Steering Committee will bring this issue to the attention of the Provost at the next meeting.

COMMITTEE MEETINGS

C-FSC Committees met to elect Chairs and set-up first meetings.

ADJOURNMENT

The meeting adjourned at 11:00 AM.
C-FSC—Chair’s Report  
Chairperson Mary Killilea  
Report as of September 20, 2018

1. Welcome

I would like to welcome everyone back for the 2018-2019 Academic Year, especially new Senators and Alternate Senators.

Please see the accompanying document which lists the AY 2018-2019 committee membership. Also, please find the dates of the AY 2017-2018 C-FSC meetings.

For new members: all Senators and Alternate Senators are encouraged to attend C-FSC meetings and to participate fully in all discussions, as well as raising issues for discussion. Our Rules state that only Senators, or Alternates who are representing absent Senators at a meeting, may vote.

2. Steering Committee Elections

This year’s Steering Committee was elected our last meeting in the spring. The committee for this year is:

Lauren Davis (Tisch)  
Leila Jahangiri (Dentistry)  
Mary Killilea (FAS)—Chair  
Tommy Lee (Tandon)  
Larry Slater (Nursing) - Vice-Chair  
Beverly Watkins (GPH)  
Ethan Youngerman (FAS)

3. C-FSC Retreat

Thirty members of C-FSC attended our annual Retreat May 23, 2018. The day included working group discussions around the topics of Diversity, Worklife Balance, Global, Governance and Wellness. We have included notes on those discussion that should be used by C-FSC committees as we plan for the upcoming year.

4. June 13, 2018 Board of Trustees Meeting Updates
I have attached the memo from Terry Nolan informing the C-FSC of important votes of the Board in their June meeting. These votes included approval of the Amended Rules for the Maintenance of Public Order voted on last year by the Senate.

5. **A Response to the CFSC Resolution on Enhanced Engagement with the Board of Trustees**
   I have attached the letter from Bill Berkley, the Chair of the Board of Trustees, and President Hamilton regarding our resolution to increase engagement between the faculty and the Board.

6. **Communication**
   It is essential that faculty know we are an accessible resource to help navigate the complex landscape that is NYU. We also need to find effective ways to share with our constituents the work that we have done and our plans for the upcoming year.
TO:       Steering Committee of the Full-Time Continuing Contract Faculty Senators Council

FROM:     Terrance Nolan, Secretary

CC:       Carol Morrow, Karyn Ridder

DATE:     June 15, 2018

RE:       Resolutions Passed at June 13, 2018 Board of Trustees Meeting

Please find attached copies of resolutions passed at the June 13, 2018 meeting of the New York University Board of Trustees that pertain to the academic operations of the University.

For your convenience, below is a list of the attached resolutions:

- Approve Amended Rules for the Maintenance of Public Order
- Approve Establishment of the Department of Biomedical Engineering in the Tandon School of Engineering
- Approve Named Professorship
- Approve Renaming of Professorship
- Approve Named Directorship
- Approve Revised Statement of Policy on Intellectual Property
- Approve Amended and Restated Bylaws

The latest version of the University Bylaws is now available on the NYU website: https://www.nyu.edu/about/leadership-university-administration/office-of-the-president/general-counsel/office-of-the-secretary.html

Attachments
RESOLUTION OF THE BOARD OF TRUSTEES
OF NEW YORK UNIVERSITY

APPROVE AMENDED RULES FOR THE
MAINTENANCE OF PUBLIC ORDER

WHEREAS, many aspects of New York University’s rules and procedures governing student conduct, including Section 80 of the University Bylaws, the Rules for the Maintenance of Public Order (1969), the University Policy on Student Conduct (1978) and the University Disciplinary Procedures (1978) (collectively “Rules and Procedures”) have become outdated since their respective dates of adoption; and

WHEREAS, these Rules and Procedures contain references to offices that no longer exist and assign jurisdiction in a manner that no longer comports with the University’s organizational structure, a circumstance which creates confusion over what unit is responsible for addressing allegations of misconduct; and

WHEREAS, these outdated Rules and Procedures do not adequately address many contemporary issues facing the University in regard to student conduct, including student conduct online, campus violence, and mental health issues; and

WHEREAS, the school-based student affairs deans, the Office of Student Conduct, and members of the University Senate have collaborated over the past two years to develop a new University-wide Student Conduct Policy and Student Conduct Procedures (collectively the “Student Conduct Policy and Procedures”) that would supersede the University’s existing Rules and Procedures; and

WHEREAS, in February 2018, the University Senate unanimously passed a resolution supporting the adoption of the new Student Conduct Policy and Procedures effective August 13, 2018.

NOW, THEREFORE, BE IT RESOLVED, that the Board amends the Rules for the Maintenance of Public Order as reflected in the proposed revisions in Exhibit A.
Exhibit A

Title: Rules for the Maintenance of Public Order

Effective Date: TBD


Issuing Authority: New York University Board of Trustees

The Trustees of New York University do hereby adopt the following rules for the maintenance of public order on campus and other University property used for educational purposes and a program for the enforcement of these rules, and do hereby authorize the President of the University to file a copy with the Regents and the Commissioner of Education as provided in section 6450-6430 of the New York Education Law.

I. Rules of Conduct

A. All members of the University community—students, faculty members, and members of the staff—shall comply with city, state, and federal laws and ordinances affecting the maintenance of order on University premises.

1. Conduct that is violative of such laws and ordinances occurring on University premises may be subject to both University discipline and public sanctions as circumstances may warrant or dictate.
2. Conduct that is violative of such laws and ordinances occurring off University premises will ordinarily not be subject to University discipline, unless such conduct
   a. seriously affects the interests of the University or the position of the member within the University community, or
   b. occurs in close proximity to University premises and is connected to violative conduct on University premises.

B. All members of the University community are prohibited from engaging in conduct leading to or resulting in any of the following:

1. Interference with or disruption of the regular operations and activities of the University.
2. Denial of, or unreasonable interference with, the rights of others—including persons not members of the University community who are present as invitees or licensees—on University premises. These rights include the right of academic freedom as well as constitutionally protected rights.
3. Injury to University property, real or personal.
4. Unauthorized access to or occupation of nonpublic areas on University premises but not limited to classrooms, seminar rooms, laboratories, libraries, faculty and administrative offices, auditoriums, and recreational facilities.
5. Unauthorized access to or use of personal property, including files and records.
6. Recklessly or intentionally endangering mental or physical health or forcing consumption of liquor or drugs for the purpose of initiation into or affiliation with any organization.

C. Visitors, including invitees and licensees, shall at all times conduct themselves in a manner that is consistent with the maintenance of order on University premises, and their privilege to remain on University property shall automatically terminate upon breach of this regulation. The University, in addition, reserves the right in its discretion to withdraw at any time the privilege of an invitee or licensee to be on University premises. A trespasser has no privilege of any kind to be on University property but is nevertheless subject to these regulations governing the maintenance of order.

D. Any authorized member of the University community, after properly identifying himself, may in the course of performing his duties, request identification from members of the University community. Refusal to identify oneself shall be considered prima facie evidence of non-University status.

“Authorized” members of the University community shall include
1. Members of the University administration.
2. Faculty in the performance of teaching or supervisory duties.
3. Faculty or student marshals designated by the University Senate or the University administration.
4. University security officers.

E. Nothing contained in these rules is intended, nor shall it be construed, to limit or restrict the freedom of speech or peaceful assembly.

II. Program of Enforcement

A. Visitors (Invitees, Licensees, and Trespassers). When an administrative officer or member of the protective service of the University in his discretion determines that the privilege of an invitee or licensee to be on University premises should be withdrawn, he shall ask the invitee or licensee to leave the premises, and the invitation or license shall thereby be terminated. If any person, whether initially a trespasser, licensee, or invitee, fails to leave University premises promptly upon request, the University will use all reasonable means, including calling for the assistance of the police, to effect his removal.

B. Summary Suspension of Members of the University Community. Penalties for violation of University rules shall not be imposed upon members of the University community except after compliance with the disciplinary procedures applicable to students or faculty members, or members of the University staff (administrative and other employees). However, summary suspension pending disciplinary proceedings may be imposed upon students in accordance with the Bylaws, or upon faculty members in accordance with the Rules of Tenure and Related Provisions, as adopted and subsequently amended by the Board of Trustees, or upon members of the University staff in accordance with administrative practice.
C. Disciplinary Action. A member of the University community who is charged with a violation of the University rules set forth in Section I above shall be subject to appropriate disciplinary action as follows:

1. Students.
   a. If the alleged violation of University rules involves a matter affecting more than one school, disciplinary proceedings shall be carried out under the Rules Regulating Student Disciplinary Proceedings, adopted by the Senate in accordance with the authority delegated to it under Paragraph 34(c) of the University Bylaws.
   b. If the alleged violation of University rules involves a matter affecting only one school, disciplinary action shall be carried out by the faculty of the school in which the student charged is enrolled. The authority of the faculty is derived from Paragraph 61(b) of the University Bylaws. Disciplinary proceedings shall be in accordance with the established practice of the school. In the absence of an established practice in a school, the following procedure shall be used:
      i. When a charge of misconduct has been made, the dean of the school or such other administrative officers or faculty members as may be designated shall try to resolve the matter on an informal basis.
      ii. If the matter cannot be disposed of on an informal basis, the hearing procedure shall follow in principle, though not necessarily in detail, the provisions in the Rules Regulating Student Disciplinary Proceedings, with the following exceptions:
         (a) no verbatim record of the proceeding shall be required,
         (b) the hearing tribunal shall be composed of such persons as the faculty of the school may designate, and
         (c) the appellate tribunal, if any, shall be a person or persons within the school or the University.

1. Students.
   a. If the allegation relates to a matter of academic misconduct (e.g., cheating, plagiarism, forgery), discipline shall be governed by the policies and procedures established by each individual college or school.
   b. If the allegation relates to a matter of non-academic misconduct (e.g., theft or destruction of University property, bullying, harassment, residence hall violations), discipline shall be governed by the university-wide Student Conduct Policy. In matters involving non-academic misconduct, the faculty of the school of an accused student may establish its own procedures for enforcement, or elect to utilize the NYU Student Conduct Procedures established under the authority of the Senate.

2. Faculty Members.
   a. When a faculty member is charged with a violation of these rules, an effort shall be made to resolve the matter informally under the direction of the dean of his or her school at the departmental level or with a committee of the faculty of that school.
   b. When the matter cannot be resolved as provided in the preceding paragraph, disciplinary action shall proceed as follows:
      i. If the faculty member charged with a violation has permanent or continuous tenure (and the charge is brought specifically to terminate
service), the Rules of Tenure and Related Provisions shall apply.

ii. If the faculty member does not have continuous or permanent tenure, his or her case shall be referred to a special committee of the faculty designated for that purpose. The special committee shall adopt its own rules of procedure. It shall have the authority to impose any of the penalties other than dismissal listed in Section II.D. and to recommend the penalty of dismissal. A recommendation for dismissal for a faculty member who does not have continuous or permanent tenure shall be submitted to the dean of the faculty member’s school for approval and shall not become effective except on the concurrence of the President as provided in Paragraph 52(a) of the University Bylaws.

3. University Staff, Administrative

Officers, and Other Employees. When a member of the University staff, other than a faculty member, has been charged with a violation of University rules, the charge shall be considered and determined administratively in accordance with established practices of the department to which the staff member is assigned. If the person against whom the charge has been made is both an administrative officer and a faculty member, his case shall be governed by this section unless the violative conduct was of such a nature as to call into question his continued qualification for service on the faculty; in the latter event, disciplinary action will proceed in accordance with Section II.C.2. above.

4. Organizations.

Any organization which authorizes conduct prohibited under Section I.B.6. shall be subject to having its permission to use the facilities of New York University and to operate as a University organization rescinded, and shall be subject to any additional penalties pursuant to the penal law or any other applicable provision of law.

D. Penalties. Penalties for violation of University rules that may be imposed upon members of the University community include, but are not limited to, the following:

1. Reprimand
2. Censure
3. Removal of privileges
4. Suspension
5. Dismissal or expulsion
RESOLUTION OF THE BOARD OF TRUSTEES
OF NEW YORK UNIVERSITY

ESTABLISHMENT OF THE DEPARTMENT OF BIOMEDICAL ENGINEERING IN THE TANDON SCHOOL OF ENGINEERING

WHEREAS, more than 30 faculty members in five departments at New York University’s Tandon School of Engineering (“Tandon”) are engaged in biomedical engineering research and training; and

WHEREAS, New York University (the “University”) is one of only three schools listed as a top ranked graduate engineering school in U.S. News and World Report without a Biomedical Engineering or Bioengineering Department; and

WHEREAS, the creation of a department for biomedical engineering will enhance the University’s ability to attract top faculty and students, to increase its funded research in engineering and technology to serve health and wellness, and to facilitate collaboration among Tandon, the University’s School of Medicine, and other health-related schools of the University; and

WHEREAS, the Board of Overseers of NYU Tandon, the Tandon Faculty Executive Committee, and the Tandon faculty unanimously endorsed the formation of a Biomedical Engineering Department and the migration to the new Department of graduate biomedical engineering degree programs from Tandon’s Department of Chemical and Biomolecular Engineering (CBE) and the transfer of Tandon faculty from multiple Tandon departments to the newly created Department; and

WHEREAS, the President of the University approves the establishment of such department.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of the University approves the establishment of the Department of Biomedical Engineering in Tandon.
RESOLUTION OF THE BOARD OF TRUSTEES
OF NEW YORK UNIVERSITY

APPROVE NAMED PROFESSORSHIP

BE IT RESOLVED, that the Glen de Vries Professorship in Health Statistics be established in the Courant Institute of Mathematical Sciences, effective September 1, 2018.
RESOLUTION OF THE BOARD OF TRUSTEES
OF NEW YORK UNIVERSITY

APPROVE RENAMING OF PROFESSORSHIP

BE IT RESOLVED, that the Lady Va and Sir Deryck Maughan Professorship in Rheumatology in the School of Medicine effective October 6, 2015, be renamed the Sir Deryck and Lady Va Maughan Professorship in Rheumatology retroactive to October 6, 2015.
RESOLUTION OF THE BOARD OF TRUSTEES
OF NEW YORK UNIVERSITY

APPROVE NAMED DIRECTORSHIP

BE IT RESOLVED, that the Lerner Directorship of Health Promotion be established in the School of Medicine, effective June 13, 2018; and be it

FURTHER RESOLVED, that Kimberly Glassman be designated as the first incumbent of this Directorship.
RESOLUTION OF THE BOARD OF TRUSTEES
OF NEW YORK UNIVERSITY

APPROVE REVISED STATEMENT OF POLICY
ON INTELLECTUAL PROPERTY

BE IT RESOLVED, that the Board of Trustees adopts the amended and
restated New York University Statement of Policy on Intellectual Property
as presented, effective June 13, 2018.
NOTE – THIS PROPOSED POLICY UPDATE WOULD NOT APPLY TO THE SCHOOL OF MEDICINE (OR TO NYU LANGONE HEALTH SYSTEM AND AFFILIATES). THUS, IF THIS POLICY UPDATE IS IMPLEMENTED, THE SCHOOL OF MEDICINE WOULD, IN PARALLEL, IMPLEMENT A NEW VERSION OF THE EXISTING 2012 NYU IP POLICY, MODIFIED TO APPLY ONLY TO THE SCHOOL OF MEDICINE (AND NYU LANGONE HEALTH SYSTEM). BOTH POLICIES WOULD ALSO INCLUDE PROVISIONS NECESSITATED BY HAVING TWO POLICIES (e.g., ADDRESSING JOINT APPOINTMENTS, INVENTIONS COVERED BY BOTH POLICIES, CROSS REFERENCES, ETC.)

New York University
UNIVERSITY POLICIES

Title: Statement of Policy on Intellectual Property
Effective Date: July 1, 2012[___________], 2017
Supersedes:
- Statement of Policy on Patents, as approved on November 26, 1956 and amended through December 12, 1983
- Statement of Policy on Copyrights, as approved on January 24, 1972
- Statement of Policy on Computer Software Copyrights, as approved on June 5, 1989
- Policy on Tangible Research Property, effective date March 1, 2010

Related Policies:
- Policy on Academic Conflict of Interest and Conflict of Commitment
- Policy on Retention of and Access to Research Data
- Guidelines for Sponsored Research
- Statement of Policy on Photocopying Copyrighted Materials

Issuing Authority: University Provost
Responsible Officer: Senior Vice Provost for Research

Purpose of this Policy

This Statement of Policy on Intellectual Property comprises a Patent Policy, a Copyright Policy and a Tangible Research Property Policy. Each of the three policies is intended to express NYU’s commitment to promoting the development and use of intellectual property for the public good through research and scholarship, to creating an optimal environment for appropriate research, development and commercialization, and to supporting entrepreneurship by NYU and members of the University Community as an important approach to the development and use of intellectual property for the public good. The Patent Policy guides the University Community in disclosing and managing inventions made at, for or under the auspices of NYU in a manner consistent with NYU’s commitment to the public good, including promoting research and scholarship, and facilitating the development, dissemination and commercialization of its inventions. The Copyright Policy identifies the situations in which copyrightable works may be created at, for or under the auspices of NYU, defines ownership and license rights for such works, and expresses NYU’s commitment to disseminate and commercialize its copyrightable works consistent with the public good. The
Tangible Research Property Policy addresses the ownership, distribution and commercialization of tangible items produced in the course of NYU’s research, clinical or other activities, consistent with the public good.

**Who Needs to Know This Policy**

This policy applies to all members of the “University Community.” As used in this policy, “University Community” means: all NYU faculty, including visiting faculty; researchers, including research staff and persons participating in research at NYU, for NYU, or “under the auspices of NYU” (i.e., by the authority of, in the name of, or with support from or through); employees; professional staff, including medical, dental and nursing staff; volunteers; fellows, trainees and post-doctoral appointees; students; and any other persons involved in the creation of Inventions, Copyrightable Works and/or Tangible Research Property at, for or under the auspices of NYU, including consultants, vendors and contractors, irrespective and applies to all research projects on which those individuals work, regardless of whether the source project is funded and if so, by what entity, but expressly excluding employees of funding for NYU Langone Health System and the creation NYU School of Medicine.

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Appendix B: University Intellectual Property Agreement

PREAMBLE

The mission of New York University (“NYU” or the “University”) includes the provision and promotion of education and research and the provision of patient and other clinical services. This mission is supported by well-established academic values and practices, including, among others: academic freedom; promotion of excellence and innovation in teaching and research; support of the ability of faculty and research staff to publish, share information, collaborate in research activities, innovate and develop technologies that benefit the public; and support of students in full participation in these and other educational activities. NYU recognizes that intellectual property often results from various activities conducted wholly or in part at, for or under the auspices of NYU; and that protection of intellectual property rights can enhance the likelihood that discoveries and inventions are made available for the public good. This Statement of Policy expresses NYU’s commitment to promote the development, dissemination and commercialization of such intellectual property for the public good and for the benefit of the NYU Community.

This Statement of Policy on Intellectual Property includes a Patent Policy, a Copyright Policy, and a Tangible Research Property Policy. It replaces the University’s Statement of Policy on Patents, as approved on November 26, 1956 and amended through December 12, 1983; the Statement of Policy on Copyrights, as approved on January 24, 1972; the Statement of Policy on Computer Software Copyrights, as approved on June 5, 1989; and the Policy on Tangible Research Property, effective March 1, 2010. Predecessor policies are set forth on the first page of the policy. The version of the policy being amended herein was approved by the NYU Board of Trustees to be effective on July 1, 2012. This Statement of Policy is subject to change at any time and from time to time, with the approval of the Board of Trustees of the University.

In certain cases, Inventions may be closely associated with non-patentable Copyrightable Works and/or Tangible Research Property and/or Research Data. Unless otherwise determined by the Provost (the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing), the Patent Policy applies to non-patentable Copyrightable Works and/or Tangible Research Property and/or Research Data closely associated with an Invention.

This Statement of Policy on Intellectual Property should be considered together with other pertinent NYU policies, including the NYU Policy on Academic Conflict of Interest and Conflict of Commitment, the NYU Policy on Retention of and Access to Research Data, the Guidelines for Sponsored Research, and the Statement of Policy on Photocopying Copyrighted Materials, which are available at www.nyu.edu/about/policies-guidelines-compliance.html.
This policy applies, among other things, to all research and other sponsored projects conducted by, for or under the auspices of NYU, whether funded by a US sponsoring agency, NYU or another funding source. It is the policy of NYU to comply with requirements imposed by a US sponsoring agency and by US law, including but not limited to the Bayh-Dole Act, and with requirements to which NYU has duly entered into or agreed to in connection with other funding sources and collaborators. This policy is believed to be in compliance with applicable US sponsoring agency requirements and US law. To the extent there is any issue about whether this policy wholly complies with applicable US sponsoring agency requirements and US law or with requirements to which NYU has agreed in connection with other funding sources and collaborators, it is to be interpreted to assure compliance. Additionally, research must be conducted in accordance with NYU policies, including this policy and the policies of a relevant School. Each member of the University Community is responsible for assuring his or her compliance with the requirements applicable to such person’s specific research and other sponsored projects.

Certain defined terms used throughout this Statement of Policy on Intellectual Property are set forth in Appendix A.

The electronic version of this policy will, from time to time, be accompanied by “Frequently Asked Questions,” which provide further guidance regarding a variety of practical situations.
PATENT POLICY

I. PREAMBLE

NYU is dedicated to teaching, scholarship, research, the provision of patient and other clinical services, and the expansion of knowledge. While NYU encourages these activities for their intrinsic value, it recognizes that Inventions may result from various activities conducted wholly or in part at, for or under the auspices of NYU. This policy expresses NYU’s commitment to promote the use of Inventions for the public good, including: promoting research and scholarship, and facilitating the development, dissemination and, where appropriate, commercialization of Inventions. This policy further expresses NYU’s commitment to create the optimal environment for appropriate research, development and commercialization with private industry, and to be supportive of entrepreneurship by NYU and members of the University Community. It recognizes that patents may sometimes be necessary to encourage companies, including faculty startups, to risk investing personnel and financial resources to develop Inventions. This policy further supports NYU’s mission of contributing to the economic development goals of New York City, the State of New York, and beyond.

This policy defines ownership rights relating to Inventions and ensures that the proceeds from any commercialization of Inventions owned by NYU under this policy are distributed in a manner approved by NYU’s Board of Trustees and consistent with the mission of NYU.

This policy also guides members of the University Community in complying with NYU’s legal and contractual obligations, including under the Bayh-Dole Act.

For all Inventions that are subject to NYU ownership under this policy, it is within NYU’s sole discretion to determine whether to seek patent protection and to pursue commercialization of such Inventions. NYU’s Office of Industrial Liaison (the “OIL”) is responsible for managing on behalf of NYU all patenting and commercialization activities relating to the protection of Inventions. In the course of making its decisions with regard to patenting and commercialization of intellectual property, efforts for Inventions that are subject to NYU ownership under this policy, the OIL will use its best efforts to receive input from NYU Inventors. The OIL will work collaboratively with Inventors and will at all times keep them reasonably and timely apprised of patenting and commercialization activities.

II. SCOPE AND APPLICABILITY

A. General Scope of this Policy.

This policy applies to all addresses Inventions (including any closely associated Copyrightable Works and/or Tangible Research Property and/or Research Data)that are conceived, or reduced to practice or developed, in whole or in part, by members of the University Community.

B. Definition of Invention.
"Invention" refers to any novel idea, discovery, invention, know-how, show-how, or process, whether or not that may be patentable, together with any associated or supporting technology necessary or useful for the protection, development or application of the idea, or otherwise protectable under similar laws relating to the protection of technological advances (e.g., the Plant Variety Protection Act). “Invention” also includes non-patentable Copyrighted Works, Tangible Research Property and Research Data that are Closely Associated With any such discovery, invention, know-how, show-how, or process, and also includes all patents and patent rights derived from that Invention, and all non-patentable Copyrightable Works, Tangible Research Property and Research Data that are closely associated with the Invention. “Closely associated with” includes useful in practicing the patent, in effectively prosecuting the patent application or in maximizing the licensing potential or other commercialization of the Invention. As a general rule, an Invention has likely been made when a technology that is new and useful has been conceived or reduced to practice, or when unusual or unexpected results have been obtained that can potentially be developed or used commercially or for research purposes.

III. OWNERSHIP OF INVENTIONS

A. General Rules

(1) NYU Ownership—Owned Inventions. Except as may otherwise be provided in this Section, Sections III.B.4, C, D and F, NYU owns only those Inventions that are conceived, reduced to practice or developed by members of the University Community: are owned by NYU if conceived, or reduced to practice or developed, in whole or in part: (1) by members of the University Community:

   a. in the scope of NYU employment or other duties at or for NYU; or (2) in connection with training, research or clinical activities at or under the auspices of NYU; or (3) with (see sections III.B and III.C); or

   b. with the Substantial Use of University Resources; or (4) the Invention is subject to the rights of research sponsors or other third parties under agreements duly entered into or agreed to by NYU. In such cases, it is presumed that NYU owns every Invention made by a member of the University Community.

(2) Non-NYU Owned Inventions—Where a member of the University Community provides to the OIL clear and convincing evidence that an Invention was conceived, NYU does not claim ownership of all Inventions conceived, or reduced to practice by members of the University Community. An Inventor may demonstrate that an Invention is a Non-NYU Owned Invention because it was conceived and developed entirely reduced to practice: (a) outside of the scope of the person’s NYU employment, duties, training, research and/or clinical activities at, for or under the auspices of NYU, on the person’s own time and (See section III.B and III.C); and, (b) without the Substantial Use of University Resources, NYU will not assert ownership rights to such an Invention unless the Invention is subject to the rights of research sponsors or other third parties under agreements duly entered into or agreed to by NYU (see Section III.B. of this policy). In such instances, the Invention may be owned directly by the member of
the University Community Inventor or may be assigned freely by the Inventor (for example, to an entity with which the member is consulting, in accordance with Section IV. of this policy regarding Outside Consulting Activities), subject to any restrictions in applicable funding agreements.

(3) Specific Determinations. If an Inventor of an Invention subject to this policy believes an Invention (a) is not an NYU-Owned Invention under the terms of this policy or (b) even if an NYU-Owned Invention, should be released by NYU, the Inventor may make a written request through the OIL for a written determination that the Invention is a Non-NYU Owned Invention and/or ask NYU to release its ownership rights to the Invention as outlined in Section VI.A. of this policy. The request should include all information relevant for NYU to make such a determination. The OIL will use reasonable efforts to provide a written statement regarding ownership of an Invention to all Inventors within thirty days of the date on which the OIL receives sufficient information regarding the Invention for NYU to make its determination. Any determination by the OIL may be appealed by any Inventor under section VIII.F of this policy.

(4) Ownership of Each Invention Separately Determined. The ownership status of each Invention is separately determined in accordance with this Section III. For example, an improvement to a Non-NYU-Owned Invention may be NYU-Owned and subject to the disclosure obligations of Section VIII.A. of this Policy; or, conversely, an improvement to an NYU-Owned Invention may be a Non-NYU-Owned Invention. NYU’s determination that an Invention is a Non-NYU Owned Invention or its decision to release its ownership rights for an Invention does not affect NYU’s rights and obligations, or the Inventor’s rights and obligations, pursuant to this policy with respect to other Inventions, including improvement Inventions, not covered by the determination or release. Any determination by NYU may be appealed by any Inventor under section VIII.F of this policy.

B. Scope of NYU Employment. Inventions conceived, reduced to practice or developed, in whole or part, by full-time academic

(1) General. It is important for members of the University Community are deemed made in the to have clear guidance as to when an activity that might give rise to the conception and/or reduction to practice of an Invention is considered within the “scope of NYU employment or other duties at or for NYU and” under section III.A.1. The definition of “scope of NYU employment” is intended to reflect NYU’s commitment to encourage and allow NYU faculty to engage in outside consulting and entrepreneurial activities that may result in Non-NYU-Owned Inventions in their general area of expertise, but outside of their “scope of NYU employment,” and that a School and the Provost may deem appropriate and customary in the relevant academic areas and disciplines, consistent with the member’s obligations under other NYU policies, including conflict of interest policies. The mere fact that an Invention is within a member’s general area of expertise does not by itself mean that the Invention is owned by NYU under this Section III.A. if such Inventions are within the broad. The conception and/or reduction to practice of each Invention must be considered carefully on the merits of its own particular facts and circumstances.

As set forth below, reflecting the breadth of academic disciplines within the University Community, the “scope of employment” definition may be subject both to determinations for individual
members of the University Community under section II.B.3, and to any supplemental policies adopted by individual Schools under section III.B.4.

(2) Academic Members. For academic members of the University Community, including faculty and research staff, “scope of NYU employment” means the specific teaching, scholarship, research or clinical activities: (i) that such academic member of the University Community is engaged in or conducting at, for, or under the auspices of NYU (e.g., as part of faculty-directed student research, funded faculty research, direct departmental or school initiatives, or as part of the faculty member’s activities at, for, or under the auspices of NYU); (ii) that the member has a plan to conduct (e.g., as part of a funded or pending research proposal, a draft research proposal, or an approved or pending student dissertation proposal) at, for, or under the auspices of NYU; or (iii) for which the academic member was hired.

“Scope of NYU employment” for academic members of the University Community does not include the following: (a) teaching, scholarship, research, clinical activities, or entrepreneurial activities that are not at, for, or under the auspices of NYU, provided that the activities are consistent with the member’s obligations under other NYU policies, including NYU’s conflict of interest policies; (b) the conception, reduction to practice and development of Inventions by NYU faculty solely during an unpaid leave; or (c) the conception, reduction to practice and development of Inventions during outside consulting consistent with Section IV of this policy.

(3) Scope of Employment Determinations for Individual Members. Where a member of the University Community wishes to confirm that a certain activity is or would be outside of that member’s “scope of NYU employment” or has a question about whether an activity that might give rise to an Invention is within the “scope of NYU employment”, he or she may make a written request for a specific determination from the School Dean. The request should include all information relevant for NYU to make such a determination. The School Dean, in consultation with the member of the University Community, the OIL, and the Provost, will issue a determination in writing regarding whether NYU believes that such work or activity is or would be within the member’s “scope of NYU employment” under this policy.

In making such a determination, the School Dean will consider all of the following: (a) the definitions of “scope of NYU employment” set forth in this Section III.B; (b) if applicable, any policies or guidelines for the individual School developed according to Section III.B.4, (c) the Safeguard Criteria; and (d) any recommendations or contractual restrictions identified by the OIL or the Provost. The School Dean will use reasonable efforts to provide a written determination as to whether NYU believes such work or activity is or is not outside of the applicable “scope of NYU employment” within thirty days of the date on which the School Dean receives sufficient information to make a determination. Any determination may be appealed by any Inventor under section VIII.F of this policy.

(4) Practices at Individual Schools. In order to address specific requirements or practices within a particular School, department, academic discipline or research program, the School Dean, in consultation with the Provost, may establish supplemental policies or guidelines regarding “scope of employment” covering: (a) academic members of the University Community with appointments solely in the School; and (b) academic members of the University Community with joint appointments at the School and another School at NYU to the extent that the inventive activity
relates to the academic field or area of teaching, scholarship, research or clinical activities in which such academic member of the University Community is engaged. However, that the member engages in within such School. Supplemental policies or guidelines proposed by a School Dean under this provision must be approved by the Provost. Where there are exceptions for Inventions conceived, reduced to practice and developed by NYU faculty solely during an unpaid leave as set forth in Section III.C. of this policy, for Inventions conceived, reduced to practice and developed by two or more Co-Inventors from different Schools, all are subject to this policy, and each is subject to the policies of all Co-Inventors’ respective Schools. In the event that an academic member of the University Community seeks clarity as to which School policies apply to the member with respect to specific research and/or a specific Invention (e.g., in the case of a joint appointment), the member should obtain guidance from the School Dean(s) involved. Where more than one School is involved, the School Deans should consult with one another prior to providing guidance.

(5) Scope of Employment for Students. The “scope of employment” for students as part of their uncompensated class includes work as set forth in Section III.E. of this policy, for Inventions conceived, reduced to practice and developed during outside consulting as set forth in Section IV of this policy, and for Inventions which NYU agrees in writing to release to students: a member of) are paid, such as work-study programs, or b) are participating in research under a sponsored research (including under a graduate or research fellowship or assistantship). In the University Community pursuant to Section VI.E. of this policy-case of some independent studies, student work product may be considered within the scope of employment. Where a member of the University Community student has a question about whether an activity that might give rise to an Invention is within the scope of employment, he or she may the student should seek a determination from the School Dean, who will consult with the OIL, where necessary before providing guidance. In the case of an undergraduate, or the Dean for Graduate Studies, in the case of a graduate student, or the equivalent administrator, in the relevant School. Any determination will be made in accordance with III.B.3 of this policy. The scope of employment for students excludes uncompensated classwork, and work done outside the auspices of NYU.

B. Contractual Obligations to Sponsors and Others

Notwithstanding anything to the contrary in this policy, all rights of NYU and of members of the University Community under this policy are subject to the rights of research sponsors or other third parties under agreements duly entered into or agreed to by NYU. In addition, nothing in this policy is intended to limit the express contractual or legal rights of NYU (e.g., NYU owns an Invention conceived, reduced to practice and developed solely by an NYU student as part of uncompensated class work if the student has agreed in writing that NYU owns it).

(6) Scope of Employment for Non-academic Members. The “scope of employment” for nonacademic members of the University community means the member’s course of employment for NYU, including all activities or work conducted at, for, or under the auspices of NYU. Where such an employee has a question about whether an Invention is included under the scope employment, such question should be referred to the employee’s direct supervisor.

C. University Faculty on Leave and/or Visiting Other Institutions

In general Unless NYU has otherwise agreed with a faculty member or with the institution where the faculty member will be a visitor, Inventions conceived, or reduced to practice or developed by NYU
faculty during a paid or unpaid leave (whether at NYU or elsewhere, including another institution or a company) are owned by NYU.

NYU will not claim subject to the rules of ownership of Inventions conceived, reduced to practice and developed by NYU faculty solely during an unpaid leave unless: (1) Substantial Use of University Resources was involved in the conception, reduction to practice and/or development of the Invention; (2) the activity of the NYU faculty in conceiving the Invention, reducing it to practice or developing the Invention violated NYU’s conflict of interest policies; or (3) the Invention is subject to the rights of research sponsors or other third parties under agreements duly entered into or agreed to by NYU set forth in this Section III.

If an Invention was conceived during an unpaid leave and reduced to practice and/or developed after the faculty member’s return to NYU (after the unpaid leave ended), the Invention is wholly owned by NYU, unless another institution has legitimate ownership rights, in which case the Invention is jointly owned by NYU and the other institution. Similarly, if an Invention was conceived or developed before the unpaid leave began and was reduced to practice while the faculty member was on leave, the Invention is wholly owned by NYU, unless another institution has legitimate ownership rights, in which case the Invention is jointly owned by NYU and the other institution.

An NYU faculty member is encouraged to establish an agreement covering rights to Inventions conceived and reduced to practice during a leave or visit before the leave or visit begins. Negotiations for such agreements will be conducted on behalf of NYU by the OIL, in consultation with the faculty member. In cases in which there are potential conflicts between NYU’s policies and those of an institution at which a faculty member will be or has been on leave and/or visiting, such conflicts will be resolved through good faith negotiations between NYU and such institution, preferably before the leave or visit begins. All such negotiations will be conducted on behalf of NYU by the OIL, normally in consultation with the faculty member.

D. Visitors from Other Institutions (Non-Employees)

In general, Inventions conceived or reduced to practice or developed by visitors from other institutions (home institutions), including visiting faculty and scholars, while participating in research, clinical or other activities at, for or under the auspices of NYU or with Substantial Use of University Resources are wholly NYU-owned by NYU. Inventions. Such visitors often are subject to intellectual property policies of their home institutions. Accordingly, where it is anticipated that there is a reasonable possibility that a visitor will conceive, reduce to practice or develop an Invention while working at, for or under the auspices of NYU, Schools and units are encouraged to contact the OIL so it can determine whether an agreement with the visitor’s home institution is advisable prior to the start of the visit. Any conflicts between NYU and the home institution of a visitor will be resolved through good faith negotiations between the OIL and such home institution.

E. Graduate and Undergraduate Students

The principles described below apply to students enrolled at NYU and non-enrolled students who are visiting NYU.
Class Work. In general, NYU will not claim ownership of Inventions conceived, reduced to practice and developed by students as part of their uncompensated class work and activities. In the case of some independent studies, under section III.B(5) of this policy, student work product may be considered within the scope of employment. For purposes of this policy, student compensation excludes financial aid without a work requirement.

Other. When a student, solely or jointly, conceives, reduces to practice, or develops an Invention in the course of (a) sponsored research (including under a graduate or research fellowship or assistantship), including sponsored research for the giving rise to a student’s thesis or dissertation, (b) any research or other activity involving Substantial Use of University Resources, (c) participation as a team member in a University research project involving other members of the University Community (unless all participating members of the University Community are students acting in the capacity of students) or (d) employment or other compensated duties at NYU, the Inventions are the property of the student. If the student shares or develops an Invention, reduces it to practice or develops it as an employee of within the student’s scope of employment at NYU, even if employment related to the student’s intellectual discipline is a condition of the student’s academic program at NYU.

Contractors/Vendors/Consultants Hired by the University

Inventions conceived, or reduced to practice or developed as a result of a contractor/vendor/consultant’s work for NYU are the property of NYU, unless other arrangements have been explicitly agreed to in a writing duly entered into in advance owned by NYU. Contractors/vendors/consultants should be hired only pursuant to a prior written agreement in a form previously approved by NYU’s Office of General Counsel or pursuant to other terms specifically approved by NYU’s Office of General Counsel; however, failure to do so will not diminsh NYU’s rights under this policy.

Research Data

NYU’s ownership of and rights to all Research Data closely associated with an NYU-Owned Invention owned by or assignable to NYU is governed by this policy.

Publication of Research Results

NYU’s ownership of Inventions is not intended to prevent the presentation and publication of research results. Subject to the obligation to disclose Inventions to the OIL as set forth in Section VIII of this policy and subject to any obligations to third parties, faculty and the relevant academic members of the University Community retain their traditional role in selecting and preparing for publication the results of research conducted by them or under their supervision. NYU reserves the right to delay presentation or publication for a reasonable period of time if such delay is necessary or useful to protect NYU’s intellectual property rights or to meet legal or contractual obligations, but any review or delay periods will not exceed a total of 9060 days unless...
authorized by the Provost (the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing), subject to any obligations to third parties.

I. Patent Rights

Ownership under this policy includes the right to apply for, prosecute, and own all worldwide patents, patent rights, and other intellectual property rights protectable under patent or similar laws (e.g., Plant Variety Protection Act).

J. Assignment

Each member of the University Community is deemed to have made an assignment to NYU, effective as of the date that such person first became a member of the University Community, of any right, title, and/or interest in any NYU-Owned Invention, to the extent such right, title and/or interest is owned by NYU as set forth in this policy. Such persons, notwithstanding such assignment, members of the University Community continue to have the obligations set forth in Section VIII of this policy.

IV. OUTSIDE CONSULTING ACTIVITIES AND ASSIGNMENT OF OWNERSHIP

A. General.

Private consulting often is an appropriate faculty activity that benefits the University, the general public, and the faculty member. In certain academic or scientific disciplines, consulting can allow faculty to become more informed and better aware of the latest technologies and developments. Faculty, research staff and others subject to this policy who engage in outside consulting activities must do so in compliance with all NYU policies, including, but not limited to, this policy, NYU's conflict of interest policies (see, e.g., “NYU Policy on Academic Conflict of Interest and Conflict of Commitment”) and policies of the relevant School or unit. Faculty, research staff and others subject to this policy who engage in outside consulting activities also should consider any guidelines provided by the Office of General Counsel for consulting agreements.

A. NYU will make no claim to an Invention made by a faculty member or research staff member in the course of a consulting engagement that is consistent with the terms of this Section IV if: (1) the Invention results from work on a problem or topic (a) proposed by the company for which the faculty member or research staff member is consulting and (b) on which the faculty member or research staff member has not engaged in research, and does not have plans to engage in research, at or under the auspices of NYU; (2) the Invention is conceived, reduced to practice and developed without the Substantial Use of University Resources; (3) the Invention is not conceived, reduced to practice or developed in the person's NYU employment, duties, training, research and/or clinical activities at, for or under the auspices of NYU; (4) the consulting agreement is approved in advance in writing where advance approval may be required pursuant to any specific School and/or unit policies; and (5) the consulting activity is not for a company that (a) has licensed such person's Inventions, Copyrightable Works or Tangible Research Property from NYU or (b) is sponsoring research in which such person participates. NYU also will make no claim to an Invention made by a faculty member or research staff member in the course of a consulting engagement if NYU, through the School Dean and the OIL, has received, reviewed and approved in advance in writing the consulting engagement and consulting agreement (including the problem, topic and/or statement of
work) and the Invention is made consistent with such advance approval. In all other situations, NYU is the owner of the Invention, subject to any written agreements to the contrary duly entered into or agreed to by NYU.

B. Even where an Invention resulting from outside consulting activities is not owned by NYU, each Inventor is responsible for assuring that all such Inventions are properly disclosed to the OIL where required under Section VIII.B. of this policy.

B. Permitted Assignment of Inventions with Consulting.

NYU recognizes that faculty, research staff, and others subject to this policy who consult may, consistent with this policy, wish to assign Inventions arising from the consulting engagement to the companies for which they are consulting, or pursuant to other outside activities conducted in compliance with applicable university policies.

C. Assignments without Prior Approval.

Generally, faculty, research staff, and others subject to this policy do not need prior approval under this policy, and NYU will make no claim to an Invention made in the course of such consulting, if the Invention is not an NYU-Owned Invention pursuant to Section III.A.1 above;

D. Assignments with Prior Approval.

There are two situations in which a member of the University Community must obtain prior approval for assigning Inventions arising from a consulting engagement. There also are circumstances in which the member may choose to obtain such approval to assure clarity. In both situations where approval is required, the process described in IV.E will apply.

(1) Required Approval. In the following two instances, a Member of the University Community will need to obtain approval from the School Dean, who shall consult with the OIL with respect to such approval:

(a) the consulting engagement involves any NYU-Owned Inventions (e.g., any NYU-Owned inventions that name the member as an Inventor) that have been licensed or otherwise commercialized by NYU; or

(b) the consulting engagement is for a company that is sponsoring research at NYU in which such person participates.

(2) Optional Approval. In some situations, faculty, research staff, and others subject to this policy are not required to obtain approval, but may wish to obtain written assurance prior to entering into a consulting engagement and/or other assignment of rights to future Inventions.

E. Approval Process.

The member of the University Community seeking prior approval for assigning Inventions arising from a consulting engagement must provide the applicable School Dean and the OIL, in writing, with all information relevant for NYU to make a determination, including a full description of the
consulting engagement and the consulting agreement (including a full description of the problem, topic and/or statement of work for the consulting engagement and the assignment of intellectual property and all other material facts or circumstances). In making such determination, the School Dean and the OIL will consider the Safeguard Criteria. The School Dean will use reasonable efforts to provide a written determination to the faculty member, research staff, or other member of the University Community, or, where requested, to the company with which he or she is consulting or seeks to consult, within thirty days of the date on which the School Dean receives sufficient information to make a determination. NYU will make no claim to an Invention assigned consistent with this approval process where NYU, through the School Dean and the OIL, has received, reviewed and given prior written approval of the assignment.

V. COMMERCIALIZATION OF NYU-OWNED INVENTIONS

A. NYU is committed to facilitating the development, dissemination and, where appropriate, commercialization of Inventions for the greatest public benefit. Accordingly, when NYU owns the rights to an Invention, NYU has the sole right, either directly or through others, to commercialize such Invention or otherwise make it available for public use. Such NYU will make a good faith effort to consult with Inventors who are members of the University Community in determining the disposition of NYU-Owned Inventions they invented. NYU will work diligently to determine appropriate partners to assist in the development, dissemination and commercialization of such Inventions. These commercialization efforts may include, but are not limited to, licensing to an existing company or the establishment of a new company or venture, in each case as determined by NYU. In all cases, decisions regarding Inventions owned by NYU are made at the sole discretion of NYU. NYU recognizes that, subject to NYU conflict of interest policies and other relevant policies and guidelines, the best commercial partner for an NYU-Invention might be a faculty-owned startup or other SBIR- or STTR-funded company. Where NYU owns the right to an Invention, the final determination as to its commercialization is within NYU’s discretion of NYU, and NYU has no liability will be made after a good faith effort to consult with the Inventor, other person with rights under this policy or third party for such decisions.

B. When NYU owns the rights to an Invention, each Inventor of an NYU-Owned Invention has the right to share in the Net Proceeds received by NYU from commercializing the NYU-Owned Invention except as otherwise provided in this policy. Specifically, Net Proceeds are distributed by NYU as follows:

1. Fifteen percent (15%) of the Net Proceeds are distributed for the general support of the OIL and to cover any other expenses associated with the commercialization of NYU’s Inventions. In cases where the funds so designated exceed the budget of the OIL, the remainder will be allocated to the NYU share as per Paragraph 2.b below; and

2. The remaining Net Proceeds (85%) are distributed as follows:

   a. Inventor share: one-half (or 42.5% of Net Proceeds) to the Inventor or Inventors (including Inventors outside of NYU).

   b. One-half (or 42.5% of Net Proceeds) to be used by NYU for research, scholarship, educational and clinical activities (or as otherwise required by law, regulation or contract) in the following manner:
Two-thirds of this portion will be distributed to the School(s) (or other NYU unit(s) if the Inventor is(s) are not affiliated with a particular School(s)) in which the Invention was made. Each School or other unit receiving royalty proceeds must develop and disseminate a policy for the use of such proceeds that is in accordance with the overall aims outlined in Section V.D. of this policy.

One-third to NYU. In recent years, for Inventions made in the School of Medicine, NYU’s practice has been to contribute a large portion of its one-third share to the School of Medicine in light of financial circumstances.

One-third of this portion will be retained by NYU.

If NYU pursues or defends litigation to enforce rights, then the net proceeds (after associated litigation expenses) of any judgment or settlement received by NYU from such litigation ordinarily will be included in GrossNet Proceeds, on a net basis, with the associated litigation expenses paid by NYU deducted as out-of-pocket expenses. If NYU becomes involved in litigation regarding the Invention, or closely associated Copyrightable Works, Tangible Research Property or Research Data, the distribution described above may be modified by the Provost (the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing), in his/her sole discretion, to reflect the greater economic risk being incurred by NYU in pursuing such litigation.

Except as provided below, Inventors who are employees of NYU are entitled to share in the Net Proceeds from commercialization of an Invention as outlined in this Section V.B. The following Inventors are not entitled to share in the Net Proceeds from commercialization of the Invention (i.e., they are not included within this Section V.B): (i) contractors/vendors/consultants of NYU and (ii) employees of NYU, other than faculty or research staff, unless NYU agrees to their inclusion in writing signed by the Provost or The Executive Vice President or the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing, as applicable, as applicable. In any individual employee case, the supervisor of such an employee or the relevant project leader may make a recommendation (will make a recommendation if requested by the employee) as to the appropriateness of such employee sharing in the proceeds of commercialization and the Provost, or The Executive Vice President or the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing (or his/her designee), as applicable, will determine if and the extent to which the employee is included. The decision of the Provost or The Executive Vice President or the Executive Vice President for Health (or his/her designee) is final. For Inventors who are not entitled to share in the Net Proceeds under this policy, the portion of proceeds attributable to said Inventor(s) under Section III.E. of this policy will be distributed in full to NYU and NYU shall be entitled to exercise on behalf of the non-entitled Inventors all other rights given to them as joint Inventors under this policy.

Individuals sharing proceeds under this policy are responsible for understanding the personal tax and legal consequences to them of such entitlements pursuant to this policy.

C. Equity received by NYU from a company or other entity as a part of the consideration of a license or other disposition of an Invention will be allocated by calculating the appropriate number of shares, using the same percentages outlined in Section V.B. of this policy. Unless otherwise
required by contractual arrangements, a management plan pursuant to an NYU conflict of interest policy, or applicable law, NYU normally will hold the shares until there is a public market for those shares or other liquidity event, and NYU will thereafter make appropriate distribution following NYU's or its agent's liquidation of the shares. Notwithstanding the foregoing, NYU may, in its sole discretion, (1) elect to hold the shares after there is a public market or other liquidity event or (2) elect to distribute equity at or any time after it is received by NYU or (3) require that the Inventor receive such equity directly from the company or other entity. NYU is not responsible, and has no liability, for any fluctuation or dilution in the value of the shares, for any tax consequences to the person receiving a distribution or for any other matters relating to NYU’s administration of such shares or interests pursuant to this policy.

In the event that NYU elects to invest cash in a company or other entity to which NYU has licensed rights hereunder, and NYU receives equity for such investment, such investment will not be considered (1) an out-of-pocket expense of NYU for which reimbursement would be made under Section V.B. of this policy or (2) Gross Proceeds from the licensing or other grant of rights for purposes of Section V.B. of this policy. Unless otherwise agreed to in writing, NYU will retain all proceeds and bear all losses from such equity investment.

To the extent that cash payments made to NYU under any licensing arrangement do not fully cover the out-of-pocket expenses of NYU under Section V.B. of this policy, NYU will be reimbursed for such expenses by an allocation of equity from that licensing arrangement prior to any distribution of equity pursuant to this Section V.C. Monies received by NYU pursuant to a license or other disposition of an Invention may be required to be escrowed by NYU to cover a contingent liability under the license or disposition agreement. Ordinarily, no disbursements will be made under this policy until the monies are released from such escrow.

Individuals with rights to equity interests under this policy are responsible for the personal tax and legal consequences to them of owning and/or having rights to such equity, whether directly or beneficially, pursuant to this policy.

D. NYU and School (or other unit) shares of proceeds will be used to further the research, scholarship, educational and clinical activities of NYU (or as otherwise required by law, regulation or contract).

E. If more than one Inventor is to share in the Inventor share provided in Section V.B. of this policy, the Inventors should decide among themselves their respective shares and provide the OIL with a written agreement signed by all Inventors. Such written agreement among the Inventors must be provided promptly to the OIL upon a written request from the OIL for such an agreement and will be irrevocable unless it is modified in writing by all Inventors. In the absence of such a written agreement, NYU will determine the distribution of shares to Inventors, which may in NYU’s sole discretion vary based on individual patents or patent applications, contributions to and commercial relevance of the Inventions or other factors, and such determination will be binding on all Inventors. NYU has the right at any time, in its sole discretion, to reapporportion distributions among the Inventors to reflect the commercial relevance of an Invention or the particular rights contained within an Invention. NYU will support such decisions with a written rationale, and any apportionment or reapportionment will be subject to the appeal rights set forth in Section VIII.D. of this policy. If the Inventors represent more than one School or other NYU unit, the distribution
of the School or unit share will follow the allocation of the Inventor share set forth in the agreement among the Inventors or NYU determination, as applicable, unless otherwise agreed.

F. Where non-patentable Copyrightable Works, Tangible Research Property and/or Research Data are included within an Invention because they are closely associated with the Invention, the persons creating or contributing to the Copyrightable Works, Tangible Research Property and/or Research Data who are not otherwise Inventors of the Invention are not entitled to share in the Inventor’s share of Net Proceeds attributable to the Invention pursuant to Section V.H.B. of this policy. However, the creators and/or contributors of non-patentable Copyrightable Works and Tangible Research Property, the creators and/or contributors may receive an economic benefit if the Copyrightable Works and/or Tangible Research Property is licensed or otherwise-commercialized with the Invention as part of an Invention. In such case, the creators and/or contributors of non-patentable Copyrightable Works and Tangible Research Property may be entitled to some portion of overall Net Proceeds, as determined below. The OIL will determine the percentage, if any, of any ultimate Net Proceeds that are expected to be attributable to the Copyrightable Works and/or Tangible Research Property and such percentage will be payable to the creators and/or contributors pursuant to the Copyright Policy and Tangible Research Property Policy, as applicable; and such allocation will reduce the Net Proceeds available for distribution to Inventors under this policy. Creators or contributors of Research Data are not entitled to any economic benefit from such commercialization. For example, if an Invention that includes non-patentable, copyrightable software and Tangible Research Property are closely associated with a patentable Invention and the Invention, including the software and Tangible Research Property, are licensed to a third party, and the OIL determines that ten percent of any proceeds Net Proceeds are attributable to the software and zero percent of any proceeds Net Proceeds are attributable to the Tangible Research Property, then 90 percent of the Net Proceeds are distributable to Inventors pursuant to Section V.B. of this policy and 10 percent of the Net Proceeds are distributable pursuant to Section XIII.B. of the Copyright Policy.

G. Whenever NYU licenses rights to an Invention, NYU will seek to reserve the right for NYU to use the Invention for any purpose consistent with NYU’s mission, including research, clinical and educational purposes, except in rare cases approved by the Provost (the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing), and NYU may reserve the right to grant similar rights to other nonprofit research institutions.

VI. RELEASING OR TRANSFERRING OR RELEASING OWNERSHIP OF INVENTION OWNERSHIP RIGHTS TO THE INVENTOR

A. If NYU determines it will not pursue patenting and/or commercialization of an Invention subject to NYU ownership under this policy, NYU Requests for Release of NYU Ownership Prior to NYU Patent Filing.

If an Inventor of an Invention subject to this policy believes an Invention (a) is not an NYU-Owned Invention under the terms of this policy or (b) even where it is an NYU-Owned Invention, should be released by NYU, the Inventor may make a written request through the OIL for a written determination that the Invention is a Non-NYU Owned Invention and/or ask NYU to release its ownership rights to the Invention. In case of multiple Inventors, all Inventors will be promptly notified by NYU of the request. In connection with the request, the Inventor(s) must provide the OIL with a description of all relevant circumstances leading to the conception, reduction to practice
and development of the Invention and other relevant information as reasonably requested by the OIL. The Provost, in consultation with the OIL and the School Dean(s), will make a determination in writing (where pertinent) as to: (i) whether the Invention is an NYU-Owned Invention or a Non-NYU Owned Invention and (ii) whether NYU will agree to release any claims of ownership or transfer ownership of the Invention to the Inventor(s). The OIL will use reasonable efforts to provide a written determination to the Inventor(s) within thirty days of the date on which the OIL receives sufficient information regarding the Invention for NYU to make its determination. Any determination may be appealed by any Inventor under section VIII.F of this policy.

B. Requests for Transfer of Ownership of NYU-Owned Inventions After NYU Patent Filing.

If NYU, in consultation with the Inventor, determines it will not pursue patenting and/or commercialization of an NYU-Owned Invention, the OIL will notify the Inventor(s), and will consider a written request by the Inventor to transfer ownership in the Invention to the Inventor as provided herein, subject to the terms (including required approvals from government or other sponsors) of any applicable grants, contracts or agreements duly entered into with governmental, corporate, nonprofit or other sponsors or third parties (including but not limited to any “march-in” rights held by the US Government under the Bayh-Dole Act). Transfer of ownership to the Inventor generally will be subject to an irrevocable non-exclusive world-wide royalty-free license to NYU to use the Invention for education, research (including sponsored research), clinical and other legitimate NYU purposes and may be subject to a reservation to NYU of the right to grant similar licenses to other nonprofit institutions and government organizations. In those instances in which there are multiple Inventors, all Inventors must be in agreement and be party to such a request, although all Inventors need not be seeking ownership or equal rights. A request is timely if NYU (1) has not begun the process of filing a patent application or otherwise begun marketing and/or commercialization efforts within 120 days after a completed Invention Disclosure has been submitted to the OIL on the Invention, or (2) has notified the Inventor(s) that it will abandon the Invention and/or its patent application(s) and/or patent(s) and/or marketing and/or commercialization, an Inventor may make such a request. In the event that the 120-day waiting period would result in a loss of patent rights, an Inventor may make such request at any time, and must in such case include an explanation for the timing of the request in the request. In all cases, decisions regarding transfer of ownership in Inventions are at the sole discretion of NYU, and NYU has no liability to any Inventor, other person with rights under this policy or third party in connection with such decisions.

C. Reimbursement of NYU Expenses.

If, after the transfer of ownership of an NYU-Owned Invention to the Inventor pursuant to a request made under Section VI.A. of this policy, the Inventor receives proceeds from commercializing the Invention, NYU may reserve the right to require reimbursement from the Inventor for any out-of-pocket expenses incurred by NYU in connection with the Invention, including legal, commercialization and marketing expenses. NYU will apprise the Inventor(s) of any reimbursement requirements in writing at or within thirty days of the time of the transfer of ownership.

D. Impact on Future Related Inventions.
The transfer of ownership of an NYU-Owned Invention to the Inventor under sub-sections A or B above does not affect NYU’s rights or the Inventor’s rights or obligations pursuant to this policy with respect to other Inventions, unless agreed to in writing by the Inventor and NYU. For example, if the Inventor invents an NYU-Owned Invention that is an improvement to the transferred Invention for which a continuation-in-part patent application could be filed, the Inventor must fully disclose such improvement as a new Invention to NYU, which may claim ownership of such new Invention.

E. Individual Countries

Often when NYU seeks patent protection for an Invention, it seeks such protection only in the US and certain other countries. If the Inventor wishes to file patent applications in a country other than the US in which NYU has chosen not to file, the Inventor may request permission to do so at his/her own expense. In the case of multiple Inventors, all Inventors must agree and be party to the request, although all Inventors need not agree to participate in the expense of such filings. NYU, in its sole discretion, will decide if permission is granted. Because the existence of patent rights that are not owned by NYU in particular countries could block a licensee of the patents that NYU has pursued from commercializing the Invention in such countries, and could therefore impede NYU’s ability to most effectively license the patents that it has pursued, NYU will retain ownership of all patent applications filed and all patents issued (US and non-US) for the Invention. If NYU receives separate revenues that are or can be directly attributed specifically to such patent applications and patents for which the Inventor has solely paid expenses, the Inventor’s share of Net Proceeds from such revenue will be increased from 42.5% to 63.75%, and the School (or unit) and NYU shares will be reduced pro rata in order to recognize both the expenses incurred by NYU in the preparation of the US application that will serve as the basis for the non-US applications and the expenses incurred by the Inventor on the non-US applications. Where no such separate revenue may be identified, and NYU licenses its rights as a part of an overall portfolio, NYU will, in its sole discretion, determine if the filings by the Inventor increased the Net Proceeds and, if so, determine an equitable sharing to reflect Inventor’s additional contributions. The Inventor also may request reimbursement of out-of-pocket patent expenses he/she incurred in filing such non-US patent applications and in obtaining and maintaining resulting patents from Gross Proceeds attributed specifically to such non-US patent applications and patents. In those instances, the Inventor must provide NYU with copies of all documents relating to such non-US filings, including, but not limited to, all documents sent from and submitted to any non-US patent office and documents showing the costs of obtaining such protection.

A. If an Inventor of an Invention subject to this policy believes an Invention should not be subject to NYU’s ownership rights under this policy because (1) the Invention can be shown by clear and convincing evidence to be outside of NYU’s ownership rights in accordance with Section III.A(2) of this policy, (2) the Invention was made solely during an unpaid leave as set forth in Section III.C. of this policy, (3) the Invention was made by student(s) as part of uncompensated class work as set forth in Section III.E. of this policy, (4) the Invention was made in outside consulting and is consistent with the requirements set forth in Section IV.B. of this policy, or (5) otherwise, the Inventor may request through the OIL a determination as to whether NYU will assert ownership rights to the Invention under this policy. In the case of multiple Inventors, all Inventors should agree and be party to the request. In connection with the request, the Inventor(s) must provide the OIL with a summary of the circumstances leading to the conception, reduction to practice and development of the Invention. The Provost, The Executive Vice President or the
Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing, as applicable, in consultation with the OIL and the School Dean(s), will make a determination in writing on whether to assert ownership rights in such Invention or to release such Invention to the Inventor(s). It is expected that the written determination will be provided to the Inventor(s) within thirty (30) days of the OIL receives sufficient information regarding the Invention for NYU to make such a determination. In all cases, decisions regarding releasing of ownership in Inventions are at the sole discretion of NYU, and NYU has no liability to any Inventor, other person with rights under this policy or third party in connection with such decisions.

VII. MAKING NYU-OWNED INVENTIONS AVAILABLE FOR PUBLIC USE

NYU, in its sole discretion, normally, may make Inventions available for public use on a royalty-free license, open patent license, or other means on such terms as it finds appropriate where it believes that the advantages of making such Inventions available for public use outweigh alternative commercialization strategies and there are no legal or contractual obligations that prohibit the public use. The Inventor of an Invention owned by NYU may request that NYU make such Invention available for public use on a royalty-free license, open patent license, or other means. Such request should be transmitted to the OIL in writing. In the case of multiple Inventors, all Inventors should agree and be party to the request. The Provost, The Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing, as applicable, will make a determination with respect to the request (see Section VIII.F. of this policy).

VIII. ADMINISTRATION OF POLICY

A. University Administration

This policy will be administered by the Provost and The Executive Vice President, except in the Schools of Medicine, Dentistry and Nursing, where the policy will be administered by the Executive Vice President for Health. The Provost, The Executive Vice President or the Executive Vice President for Health may obtain advice from the Intellectual Property Advisory Committee and the Provost (the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing) will consult with the School Deans, as appropriate. Further information about the Intellectual Property Advisory Committee and administration of this policy is contained in Appendix B.

B. Disclosure of Inventions

(1) With respect to any Inventions where there is a reasonable possibility it could be subject to NYU ownership under the terms of this policy, Inventors must, at the earliest opportunity practicable, disclose the invention to NYU via the OIL. The ideal and recommended method of disclosure is to complete an Invention Disclosure Form, which is available on the OIL’s Web site at http://www.nyu.edu/oil, with respect to any Invention that might be subject. Where necessary, Inventors may disclose Inventions to NYU ownership under the terms appropriate obligations of this policy—confidentiality. Ordinarily, because international patent rights will be lost if information describing an Invention has been published prior to filing of a patent application, notice and disclosure of an Invention should be made to NYU through the OIL at least three months 60 days
prior to any public disclosure (including but not limited to publication or presentation, such as at poster sessions or academic conferences); but, in any event prior to any public disclosure (written or oral), public display, use of, or offer to sell or convey the Invention. If an Inventor believes that early disclosure of an invention may impede research or collaboration, or otherwise is inadvisable, he or she should discuss the circumstances with the OIL, which will assist in developing a reasonable time schedule for disclosure. It is the obligation of each Inventor to ensure that the completed Disclosure Form provides a full disclosure to NYU, including that contains all material facts necessary so that NYU: (a) is fully informed of the scope, extent and usefulness of the Invention; (b) able to make a proper determination of Inventorship and ownership; (c) able to fulfill reporting obligations to governmental and other research sponsors; and (d) able to timely prepare and file patent applications. An Inventor’s obligation to disclose material facts as set forth herein continues after the Inventor ceases to be a member of the University Community with respect to Inventions covered under that might be subject to NYU ownership under the terms of this policy.

(2) If there is any possibility that NYU has ownership rights in an Invention, the Inventor must disclose the Invention to NYU as set forth in this policy even if an Inventor believes that NYU has no ownership rights to the Invention. Inventors are encouraged to disclose all Inventions to NYU, under confidentiality where appropriate, that are conceived, reduced to practice or developed in whole or in part while the Inventor is a member of the University Community even if NYU clearly has no ownership rights to the Invention.

(2) Where a member of the University Community has any doubt about ownership of an Invention, the member is encouraged to seek clarification through discussions with the member’s School Dean or with a representative of the OIL. Where appropriate and otherwise mutually agreed, these discussions may take place confidentially.

(3) Upon disclosure of an Invention, NYU will determine whether or not it asserts ownership vests in NYU of the Invention pursuant to this policy, and will communicate that determination to the Inventor(s).

C. Inventor Cooperation with NYU Ownership Rights

If NYU maintains ownership rights to the Invention pursuant to this policy, For NYU-owned Inventions, NYU has the right, either directly or through others, to evaluate the Invention, to seek patent or other protection of the Invention, and to undertake commercialization and/or otherwise introduce the Invention into public use. NYU will consult with the Inventor in undertaking those efforts. Each Inventor is required to cooperate as reasonably requested by NYU, and in every necessary way, with NYU’s efforts, but at no out-of-pocket expense to the Inventor, with NYU’s efforts, including This cooperation includes, without limitation, executing confirmatory assignments or agreements documenting NYU’s ownership, executing documents necessary or useful for prosecuting or enforcing patents and patent applications in the US or in any other jurisdiction or with respect to the commercialization the Invention or its introduction into public use, providing available documentation regarding inventorship, and providing reasonable advisement regarding the Invention to companies who have acquired rights to the Invention pursuant to this policy. To the extent practicable, when requiring an Inventor’s cooperation with NYU’s efforts, NYU will take into account the Inventor’s other duties within the scope of his/her NYU employment. When such cooperation would materially affect the Inventor’s ability to conduct his/her NYU duties, the Inventor will notify the School Dean of the issue. The School Dean, with
participation of the Inventor and the OIL, will then make a determination resolving the issue. Any such determination may be appealed by an Inventor under section VIII.F of this policy. An Inventor’s obligation to cooperate as set forth herein continues after the Inventor ceases to be a member of the University Community with respect to Inventions covered under this policy. Similarly, an Inventor’s right to receive a share of Net Proceeds pursuant to this policy continues after an Inventor ceases to be a member of the University Community.

Concomitantly, NYU seeks to cooperate with Inventors in connection with the patenting and commercialization of intellectual property. Where NYU has agreed to consult with the Inventor(s), it will use reasonable efforts to do so. However, the failure to consult will not diminish NYU’s rights under this policy.

D. Agreement to Policy

Once approved by the NYU Board of Trustees, this policy is binding on NYU and on all members of the University Community. All members of the University Community are advised of NYU’s policies and procedures relating to intellectual property through publication on NYU’s website at www.nyu.edu. To the extent NYU requires or seeks to obtain formal confirmation of patent assignment or other agreements to implement this policy, the absence of such executed agreements does not in any way invalidate, in whole or in part, the applicability of this policy or diminish NYU’s rights under this policy. Nothing in this policy constitutes a waiver by NYU of any rights that NYU may have under any other NYU policy, by contract or pursuant to any applicable law; provided, however, that NYU’s release or transfer of ownership of an Invention pursuant and in accordance with the terms of Article VI is binding on NYU.

E. Intellectual Property Agreement

Each member of the University Community must sign and submit an Intellectual Property Agreement consistent with this policy when first submitting an external grant application, when first engaging in sponsored programs, or in certain Schools on accepting an appointment to NYU; and must sign and submit an Intellectual Property Agreement consistent with this policy at any time upon request of the Provost, The Executive Vice President, or the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing. All program directors or principal investigators of sponsored programs are responsible for securing signatures to the Intellectual Property Agreement from all research personnel, including students, working on a project at the time of their appointment to the project and for the timely submission of the fully-executed Agreement as set forth on the Intellectual Property Agreement. Notwithstanding the above, the failure of NYU to obtain a signed Intellectual Property Assignment does not in any way diminish NYU’s rights under this policy.

F. Disputes

Disputes involving intellectual property rights or this policy will be reviewed and resolved by the Provost and/or The Executive Vice President or by the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing, as applicable, unless a decision is deemed final pursuant to this policy. The Provost, The Executive Vice President, and/or the Executive Vice President for Health may within their sole discretion, which may be exercised at the request of a faculty member, refer the matter to the Intellectual Property Advisory Committee or another
designee to adjudicate the matter or to make a formal recommendation to the Provost and/or The Executive Vice President or to the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing, as applicable. Pursuant to section VIII.G of this policy, Adjudications made hereunder by the Intellectual Property Advisory Committee or another designee of the Provost, The Executive Vice President and/or the Executive Vice President for Health may be appealed, within thirty days of the date of the decision, to the Provost and/or The Executive Vice President or to the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing, who will review the matter and make a final decision on behalf of NYU. If the Provost and/or The Executive Vice President or the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing are not able to review the matter and make a final decision on behalf of NYU, for example due to conflict or unavailability, the appeal will go instead to the President or the President’s designee, who will review the matter and make a final decision on behalf of NYU. The persons involved in the dispute should present a written summary of the matter with relevant written evidence and may ask to present witnesses, which may be permitted in the discretion of the recommending or adjudicating person or persons or committee. The recommending or adjudicating person or persons or committee may consult with the Intellectual Property Advisory Committee, the relevant School Dean, other officers and personnel of NYU, and/or any experts or witnesses as they may deem appropriate.

G. Advisory Committee

The Provost (the Executive Vice President for Health in the case of the Schools of Medicine, Dentistry and Nursing) may, from time to time appoint an Intellectual Property Advisory Committee with broad or specific responsibilities relating to all intellectual property matters (which may include, without limitation, Inventions, patents, Copyrightable Works, copyrights, software, Tangible Research Property and Research Data). The Intellectual Property Advisory Committee’s role is to advise the OIL, the Provost, and/or the Senior Vice Provost for Research, except in the Schools of Medicine, Dentistry and Nursing, where the Committee’s role is advisory to the School Dean and the Executive Vice President for Health. Committee will include three full time faculty members who will be appointed by the Provost, after consultation with the two Faculty Senator Councils, three administrators appointed by the Provost, and a chair, who will be a School Dean, or that School Dean’s designee, appointed by the Provost. The Committee may from time to time have other ad hoc committee members selected by the Chair for technical expertise regarding specific matters before the Committee. The Intellectual Property Advisory Committee’s role is to advise and make recommendations to the Provost where the Committee’s role is advisory to the School Dean.

H. Administration by Schools and Units

(1) The School Deans will work closely with the Provost and the Intellectual Property Advisory Committee to ensure that the perspectives, practices and values of each School are taken into consideration in the decision-making process under this policy.

(2) Each School of NYU retains the right to supplement this policy as necessary or desired by such School, including requiring formal patent assignment or agreements of its employees or others subject to this policy or such School’s policies. The Provost may permit academic units other than Schools, The Executive Vice President may permit non academic units, and the Executive Vice President for Health in the case of the School of Medicine, Dentistry and Nursing may permit any
of their academic and non-academic units to supplement this policy as necessary or desired by such unit, including requiring formal patent assignment or agreements of its employees or others subject to this policy or such unit’s policies. The decision of any School or unit not to secure formal intellectual property agreements from any person does not diminish NYU’s rights under this policy. Any supplement must be: (a) consistent with the terms of this policy (or an exception approved in accordance with the Policy on Policies); (b) in writing; (c) approved by the School Dean of a relevant School in the case of a School; and (d) submitted to the Provost for review and approval in the case of a School or academic unit, to the Executive Vice President in the case of a non-academic unit and to the Executive Vice President for Health in the case of the School of Medicine, Dentistry and Nursing and any of their academic and non-academic units. A supplement may contain dispute resolution procedures that operate within a School, provided that such procedures are not inconsistent with this policy and provide for resolution pursuant to Section VIII.E.F of this policy in the event that such dispute cannot be resolved within the School.

I. Governing Law

This policy is governed by and construed in accordance with the laws of the US and the State of New York, including US laws of inventorship; provided however, that where the only persons who may be Inventors are non-US nationals and all of the work giving rise to the Invention was performed outside of the United States, NYU may, in its sole discretion, apply a relevant international law to the policy (including questions of law governing intellectual property, including questions of inventorship) may, in NYU’s discretion, be construed under relevant international law.
APPENDIX A

TO STATEMENT OF POLICY ON INTELLECTUAL PROPERTY

DEFINITIONS

This Appendix defines certain terms used in this Statement of Policy on Intellectual Property. Except where the context requires otherwise, whenever used the singular includes the plural, the plural includes the singular, and the use of any gender is applicable to all genders.

“Closely Associated With” means the following: (a) developed by or in connection with the Invention, and/or the research giving rise to the Invention; (b) not otherwise subject to the terms of any research funding agreement; and (c) adding value to practicing the patent, effectively prosecuting the patent application, and/or licensing or commercializing the Invention.

“Copyrightable Work” means any original work of authorship that is reduced to tangible form (including web pages and digital works), and includes literary works, computer software, data sets, musical works, dramatic works, pantomimes and choreographic works, artistic works (pictorial, graphic, and sculptural), and audiovisual works including motion pictures, sound recordings, and architectural works, all including in existing formats and those later created. For purposes of this Statement of Policy on Intellectual Property, a Copyrightable Work also includes all US and international copyright rights, and all similar rights, such as moral rights, derived from the Copyrightable Work.

“Creator” means a member of the University Community who has solely or jointly authored or created a Copyrightable Work.

“The Executive Vice President” means The Executive Vice President or his/her designee.

“Executive Vice President for Health” means the Executive Vice President for Health or his/her designee.

“Gross Proceeds” means proceeds received by NYU (on a cash, as opposed to an accrual, basis) from licensing or otherwise granting rights in an Invention, Copyrightable Work, or Tangible Research Property to third parties, including license fees, royalties on sales or other usage, and milestone payments, but excluding research funding and other internally generated monies, including but not limited to tuition. Gross Proceeds also includes amounts recovered (on a cash, as opposed to an accrual, basis) by NYU from suits or dispute resolution with licensees and/or infringing third parties, less the attorney’s fees, court and dispute resolutions fees and other direct costs of such suits.

“Instructional Media”, means: (i) a Copyrightable Works used or created as content for courses, instruction and/or programs delivered at for or under the auspices of NYU using any form of media, including print, in-person delivery, over the World Wide Web or using other forms of electronic media, video including videotaping, audio including audiotaping, television broadcast, or radio broadcast, as well as forms of transcription or media in existence or that may arise in the future. By way of illustration, Instructional Media includes, but is not limited to, the course title and course syllabus, course reading lists, lecture notes, course materials, handouts, problems and examples, course presentation materials (such as content made available to students through Sakai,
Blackboard, Powerpoint, and similar programs, platforms and/or technologies), and course tests and examinations. Instructional Media excludes Traditional Works of Scholarship.

"Invention" means refers to any novel idea, discovery, invention, know-how, show-how, or process, whether or not that may be patentable, together with any associated or supporting technology necessary or useful for, or otherwise protectable under similar laws relating to the protection, development or application of technological advances (e.g., the idea, discovery, invention, know-how, show-how, or process. For purposes of this Statement of Policy on Intellectual Property, an Invention–Plant Variety Protection Act). “Invention” also includes all patents and patent rights derived from that Invention, and all non-patentable Copyrightable Works, Tangible Research Property and Research Data that are closely associated with the Invention. “Closely associated with” includes useful in practicing the patent, in effectively prosecuting the patent application or in maximizing the licensing potential or other commercialization of the Invention. Associated With any such discovery, invention, know-how, or process. As a general rule, an Invention has likely been made when a technology that is new and useful has been conceived or reduced to practice, or when unusual or unexpected results have been obtained that can potentially be developed or used commercially or for research purposes.

"Inventor" means a person who individually or jointly with others makes an Invention; and in the case of a patent, who meets the criteria for Inventorship or similar status under US patent laws and regulations or similar laws (such as the Plant Variety Protection Act), regardless of the place an Invention is conceived, or reduced to practice, or developed. Creating or contributing to non-patentable Copyrightable Works, Tangible Research Property or Research Data that are closely associated with an Invention does not cause, in and of itself, make the creator or contributor to be an Inventor.

“Net Proceeds” means Gross Proceeds minus all out-of-pocket expenses incurred by NYU that are associated with the particular Invention(s), Copyrightable Work(s), Tangible Research Property or Research Data, that are covered by a particular license or technology transfer agreement. Out-of-pocket expenses includes, but is not limited to, such items as: patent or copyrighting expenses, legal expenses associated with negotiating an agreement or defending or prosecuting a claim or potential claim with respect to an Invention, Copyrightable Work, Inventor, Creator, or licensee, travel expenses, payments due to other parties with rights in the Invention, Copyrightable Work, Tangible Research Property or Research Data, or any reasonable expenses incurred in pursuing NYU’s rights.

“Non-NYU-Owned Invention” means an Invention not subject to NYU ownership under this policy.

“NYU” includes the schools, colleges, institutes, and other administrative units of NYU, NYU’s Global Network University sites, and all University Affiliates, as each term is defined in NYU’s Policy on Policies.

“NYU-Owned Invention” means an Invention subject to NYU ownership under this policy. For an invention that is jointly owned by NYU and a third party, “NYU Invention” refers to NYU’s share of the Invention.
“Research Data” means any recorded, retrievable information useful for the reconstruction and evaluation of reported results created in connection with the design, conduct or reporting of research performed at, for or under the auspices of NYU and the events and processes leading to those results, regardless of the form or the media on which they may be recorded. Research Data include both intangible data (statistics, findings, conclusions, etc.) and tangible data (notebooks, printouts, etc.), but not Tangible Research Property.

“Safeguard Criteria” means the following criteria: (a) whether a proposed activity might interfere with the member of the University Community’s obligations to NYU, including research sponsors, other collaborators or students, fellows, trainees, and/or postdoctoral appointees; (b) whether a proposed activity could interfere with the member’s ongoing or planned teaching, research, or clinical responsibilities or obligations to NYU; (c) whether intellectual property generated by a proposed activity could block the member from performing external research or work for which the member was engaged consistent with NYU policies, including conflict of interest policies; (d) whether a proposed activity is derivative of information that is confidential to NYU, or for which NYU has confidentiality obligations; and/or (e) whether a conflict of interest may exist as a result of a proposed activity under NYU conflict of interest policies, where such a conflict exists, whether it can be adequately managed under either NYU’s conflict of interest policies, or any applicable School policies.

“School” means each NYU school, college or institute that functions similarly to a school or college (such as IFA, ISAW, Courant and CUSP), each NYU comprehensive campus (such as New York, and Abu Dhabi and Shanghai) and also may include for purposes of this policy other global sites as designated by the Provost.

“School Dean” means the dean, or his or her designee, of each NYU school and college, the director or each NYU institute that functions similarly to a school or college (such as IFA, ISAW, Courant and CUSP) and the Vice Chancellor of each NYU comprehensive campus (such as New York and Abu Dhabi). In the case of other NYU global sites that have Inventors, Creators and/or TRP Creators, the Provost may designate someone to fulfill some or all of the duties of a School Dean as described herein with respect to such global sites.

“Substantial Use of University Resources” means more than incidental use of NYU resources. The following are examples of Substantial Use of University Resources (in the absence of advance written approval of NYU that explicitly states they will not be deemed to be considered Substantial Use of University Resources): use of NYU internal funding or use of funding under grants or contracts administered by NYU; use of NYU employees, physicians, consultants, vendors, contractors, students, post-doctoral scholars or fellows; use of NYU intellectual property owned by NYU under this policy, Tangible Research Property or Research Data; use of NYU laboratories or other facilities; or use of NYU research, clinical or other equipment. Use of NYU libraries on a basis similar to use by third party resources, funding, personnel, data, information, products or materials (in any form) provided or made available to NYU pursuant to an agreement duly entered into or agreed to by NYU is considered Substantial Use of University Resources. Occasional use of NYU’s personal computers and any non-specialized, “shrink-wrap” licensed software ordinarily installed on such computers, NYU’s email systems, NYU’s standard office equipment, or NYU’s office space alone is not considered Substantial Use of University Resources. Use of NYU libraries on a basis similar to use by third party resources, funding, personnel, data, information, products or materials (in any form) provided or made available to NYU pursuant to an agreement duly entered into or agreed to by NYU is considered Substantial Use of University Resources.
other resources as a part of their uncompensated class work is not considered Substantial Use of University Resources.

“Tangible Research Property” (or “TRP”) means tangible (or corporeal) items produced in the course of research, clinical or other activities at, for or under the auspices of NYU, or otherwise made with Significant Use of University Resources. TRP includes, but is not limited to, such items as: biological materials, engineering drawings, integrated circuit chips, physical embodiments of computer software and computer databases, algorithms and databases (e.g., computer disks and firmware), prototype devices, circuit diagrams, and equipment, as is intended to include items that are in existence or that may arise in the future. TRP are separate and distinct from Inventions, patents, Copyrightable Works, copyright or Research Data. Individual items of TRP may be associated with copyrights or patents. For purposes of this Statement of Policy on Intellectual Property, Tangible Research Property also includes all registrations, filings, depository rights and indicia covering the TRP. By way of illustration only, this includes but is not limited to: ATCC data and rights, mask work rights, and Plant Variety Protection Certificates.

“TRP Creator” means a member of the University Community who has solely or jointly made Tangible Research Property. TRP Creators must make a significant intellectual contribution to TRP. Merely the provision of specimens or samples to a repository or library does not qualify a person as a TRP Creator.

“Traditional Works of Scholarship” means the following when created by faculty, research scientists, post-doctoral appointees, and/or fellows: traditional textbooks in print or digital format, journal articles, research bulletins, monographs and other scholarly publications, non-commissioned creative works of art, including music, lyrics, photographs, poetry, choreography, works of fiction, plays, architectural works, sculpture, pictorial and graphic works, motion pictures, and sound recordings, which in each case are created: (1) as part of the regular scholarly activities of a Creator covered by this Statement of Policy on Intellectual Property; and (2) upon the initiative of the Creator (as opposed to a research sponsor or NYU).

“Under the auspices of NYU” means by the authority of, in the name of, or with support from or through NYU.

“University Community” means all NYU faculty, including visiting faculty; researchers, including research staff and persons participating in research at NYU, for NYU or “under the auspices of NYU”, employees; contractors; professional staff; volunteers; fellows, trainees and post-doctoral appointees; students; and any other persons involved in the creation of Inventions, Copyrightable Works and/or Tangible Research Property at, for or under the auspices of NYU, including consultants, vendors and contractors, and applies to all research projects on which those individuals work, regardless of whether the project is funded and if so, by what entity, but expressly excluding employees of NYU Langone Health System and the NYU School of Medicine.
RESOLUTION OF THE BOARD OF TRUSTEES
OF NEW YORK UNIVERSITY

AMENDED AND RESTATED BYLAWS

RESOLVED, that the Board of Trustees of New York University adopts the amended and restated Bylaws of New York University as presented.
CHAPTER VII

THE UNIVERSITY SENATE

60. Functions

The University Senate will serve the following functions:

(a) The Senate will be the deliberative body for the discussion of University-wide policies and proposed changes in University practices and structure. The Senate will set its agenda with particular concern for academic programs and structure, personnel and budgetary policies, development of facilities, and community, professional, and educational relations of the University. The Senate will make any recommendations regarding the policies and practices of the University to the President and Chancellor and, through the President and Chancellor, to the Board.

(b) The Senate will receive and review regularly the reports and recommendations of University-wide commissions and, from time to time, those of other interschool committees or commissions that may refer to matters within the jurisdiction of the Senate.

(c) The Senate will have power to act upon educational matters and regulations of the academic community that affect more than one school. Action by the Senate in these matters will be binding upon all faculties, but any faculty will have the right of appeal to the Board, which may overrule the Senate action.

(d) The Senate will fix the length of terms and vacations and define the University calendar. It will determine the time, place, and manner of the Commencement Exercises and of other public occasions affecting more than one school of the University, and will adopt regulations regarding academic costumes therefor.

(e) The Senate may make recommendations for the consideration of each of the faculties in reference to their educational programs and policies. It will make recommendations to the administration of the University in regard to catalogues, bulletins, and other announcements of the University, and will define the meaning of educational terms used in these University publications.

(f) The Senate will exercise such other legislative or advisory functions in connection with the educational work of the University as may be assigned to it by the Board.
61. Members

The Senate will consist of the President and Chancellor, and not more than one hundred and thirty-eight voting members as follows: (a) not more than thirty-eight members of the Tenured/Tenure Track Faculty Senators Council, including one representative of the Division of the Libraries of the University; (b) not more than twenty-nine members of the Full-Time Continuing Contract Faculty, including one representative of the Division of the Libraries of the University; (c) not more than twenty-one academic members of the Deans Council; (d) not more than thirty-eight members of the Student Senators Council; (e) not more than seven representatives of the Administrative Management Council; and (f) not more than five senior members of the administration of the University, including the President and Chancellor, the Provost, The Executive Vice President, if there is one, the Executive Vice President for Health, the Secretary and General Counsel, or such other senior members of the administrators of the University as may from time to time be designated by the President and Chancellor.

62. Officers of the Senate

The President and Chancellor of the University will be the President of the Senate. The Senate will elect a Vice President, who will preside in the absence of both the President and Chancellor and the Provost, and a Secretary.

63. Meetings

The Senate normally meets during the months of October, November, December, February, March, and April, and at other times on twenty-four hours' notice at the call of the President and Chancellor. When requested in writing by at least six members of the Senate, including at least one representative of each of the Student Senators Council, the Tenured/Tenure Track Faculty Senators Council, the Full-Time Continuing Contract Faculty Senators Council, the Administrative Management Council, the Deans Council, and University Senior Administration (as defined in Section 61), the Secretary will call a special meeting on twenty-four hours' notice, specifying the purpose of the meeting.

64. Rules

The Senate will adopt for its governance rules of procedure not inconsistent with the Charter and these Bylaws. These rules may provide for the appointment of standing and special committees or commissions of the Senate, with such membership and for such purposes as the Senate may deem useful in the performance of its functions.
CHAPTER VIII

UNIVERSITY COUNCILS AND COMMISSIONS

65. The Tenured/Tenure Track Faculty Senators Council

(a) Functions. The Tenured/Tenure Track Faculty Senators Council may consider any matters of educational and administrative policy and will function as the Faculty Personnel Committee of the Senate with respect to the Tenured/Tenure Track Faculty. It will designate representatives on the other standing committees, and in appropriate instances on the ad hoc committees, of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be presented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Tenured/Tenure Track Faculty Senators Council will consist of not more than thirty-eight members of the Tenured/Tenure Track Faculty elected by the voting members of the several faculties of the University in the manner prescribed by the rules adopted by the Council for its own governance and consistent with these Bylaws.

(c) Elections and Appointments. In order to best assure the effective operation of the Tenured/Tenure Track Faculty Senators Council, all elections for members of the Tenured/Tenure Track Faculty Senators Council should be held prior to the University Commencement in May. The name of each representative to the Senate should be transmitted to the Secretary of the Senate within five days of the University Commencement in May. The thirty-eight elected representatives will be selected as follows: one from the Division of the Libraries of the University; six from the School of Medicine; and thirty-one apportioned among the colleges, schools, and the Abu Dhabi and Shanghai portal campuses by the method of equal proportions with the proviso that each college and school and each of the two portal campuses will be entitled to at least one elected Senator. Each year, the University Secretary and General Counsel will provide to the Tenured/Tenure Track Faculty Senators Council and the dean of each college and school and the vice chancellor of each of the two portal campuses the number of faculty members assigned to each for the purpose of Senate elections and will at the same time state the number of Tenured/Tenure Track Faculty Senator Council Senators to which each is entitled. A Tenured/Tenure Track Faculty Senators Council Senator whose term has expired will be eligible for reelection. For purposes of the election, any Tenured/Tenure Track Faculty member who is a member of more than one faculty will be assigned by the President and Chancellor to one faculty only, and any Tenured/Tenure Track Faculty member, otherwise eligible to vote, who is not formally attached to a faculty will be assigned by the President and Chancellor to one of the faculties of the University. Any Tenured/Tenure Track Faculty member...
who holds an administrative office and whose administrative responsibilities encompass a college, school, portal campus, the Division of the Libraries, or the University will not be eligible for election to the Tenured/Tenure Track Faculty Senators Council. Final determination of eligibility for membership rests with the extant Tenured/Tenure Track Faculty Senators Council.

(d) Officers of the Faculty Senate. The Tenured/Tenure Track Faculty Senators Council will elect its own chairperson and such other officers as it may determine.

(e) Meetings. The Tenured/Tenure Track Faculty Senators Council will meet at least twice a year at the call and under the chairpersonship of the President and Chancellor and the Provost, and as many other times under its own chairperson as it may choose. It may meet from time to time with the Executive Committee of the Board.

(f) Rules. The Tenured/Tenure Track Faculty Senators Council will adopt for its governance rules of procedure not inconsistent with the Charter and these Bylaws.

66. The Full-Time Continuing Contract Faculty Senators Council

(a) Functions. The Full-Time Continuing Contract Faculty Senators Council may consider any matters of educational and administrative policy and will function as the Faculty Personnel Committee of the Senate with respect to the Full-Time Continuing Contract Faculty. It will designate representatives on the other standing committees, and in appropriate instances on the ad hoc committees, of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be presented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Full-Time Continuing Contract Faculty Senators Council will consist of not more than twenty-nine members of the Full-Time Continuing Contract Faculty elected by the voting members of the several faculties of the University in the manner prescribed by the rules adopted by the Council for its own governance and consistent with these Bylaws.

(c) Elections and Appointments. In order to best assure the effective operation of the Full-Time Continuing Contract Faculty Senators Council, all elections for members of the Full-Time Continuing Contract Faculty Senators Council should be held prior to the University Commencement in May. The name of each representative to the Senate should be transmitted to the Secretary of the Senate within five days of the University Commencement in May. Elections and transmission of the names of the members in the first year of operations may be delayed while the Full-Time Continuing Contract Faculty Senators Council is in formation. The twenty-nine elected representatives will be selected as follows: one from the Division of the
Libraries of the University; and twenty-eight apportioned among the colleges, schools, and the Abu Dhabi and Shanghai portal campuses by the method of equal proportions with the proviso that each college and school and each of the two portal campuses will be entitled to at least one elected Senator and none will have more than six elected Senators. Each year, the University Secretary and General Counsel will provide to the Full-Time Continuing Contract Faculty Senators Council and the dean of each college and school and the vice chancellor of each of the two portal campuses the number of faculty members assigned to each for the purpose of Senate elections and will at the same time state the number of Full-Time Continuing Contract Faculty Senators to which each is entitled. A Full-Time Continuing Contract Faculty Senator whose term has expired will be eligible for reelection. For purposes of the election, any Full-Time Continuing Contract Faculty member who is a member of more than one faculty will be assigned by the President and Chancellor to one faculty only, and any such faculty member, otherwise eligible to vote, who is not formally attached to a faculty will be assigned by the President and Chancellor to one of the faculties of the University. Any Full-Time Continuing Contract Faculty member who holds an administrative office and whose administrative responsibilities encompass a college, school, portal campus, the Division of the Libraries or the University will not be eligible for election to the Full-Time Continuing Contract Faculty Senators Council. Final determination of eligibility for membership rests with the extant Full-Time Continuing Contract Faculty Senators Council.

67. The Deans Council

(a) Functions. The Deans Council may consider any matters of educational and administrative policy, and will make appropriate recommendations to the President and Chancellor and other University officers. It may designate representatives on other standing committees, and in appropriate instances on the ad hoc committees, of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be represented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Deans Council will consist of the President and Chancellor, the Provost, The Executive Vice President for Health, other vice presidents, and the twenty-one deans and portal campus vice chancellors as follows: the deans of the College of Arts and Science; Faculty of Arts and Science; Faculty of Health; School of Law; School of Medicine; College of Dentistry; College of Global Public Health; Rory Meyers College of Nursing; Graduate School of Arts and Science; Steinhardt School of Culture, Education, and Human Development; Leonard N. Stern School of Business, Undergraduate College; Leonard N. Stern School of Business, Graduate Division; School of Professional Studies; Robert F. Wagner Graduate School of Public Service; Silver School of Social Work; Tisch
School of the Arts; Gallatin School of Individualized Study; Tandon School of Engineering; and Division of the Libraries; and the vice chancellors of the Abu Dhabi and Shanghai portal campuses. The academic members may name a substitute for a particular meeting if unable to attend in person.

(c) Officers. The Deans Council will elect its own chairperson and such other officers as it may determine.

(d) Rules. The Deans Council may adopt for its governance rules of procedure not inconsistent with the University Charter and these Bylaws.

(e) Meetings. The Deans Council will meet at least once a year under its own chairperson, and at the call of the President and Chancellor or the Provost.

68. The Student Senators Council

(a) Functions. The Student Senators Council may consider any matters in which the interests, needs, rights, or responsibilities of students are involved, and will take special responsibility for bringing to the attention of the Senate all matters concerning students at the University. For this purpose, the Council will invite the presidents of student governments in the several colleges, schools, and portal campuses, faculty members and administrative officers, and student constituency leaders as necessary. The Council may work through such local units as may be appropriate at the various geographical centers of the University, and will report to the Senate, through the Student Senators Council, its policy recommendations concerning student life. The Student Senators Council will designate representatives on the standing committees and, in appropriate instances, on the ad hoc committees of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be presented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Student Senators Council will consist of not more than thirty-eight regular student Senators, elected as follows: two from each of the Steinhardt School of Culture, Education, and Human Development and the Tisch School of the Arts; and one from each of the other colleges and schools and each of the Abu Dhabi and Shanghai portal campuses, except that for this purpose the School of Medicine and the Post-Graduate Medical School will be considered one school; and one from Liberal Studies. There will be in addition not more than fourteen student Senators appointed at large by the Executive Committee of the Senate in accordance with the rules of procedure adopted by the Senate. The name of every student Senator should be transmitted to the Secretary of the Senate within five days of the University Commencement in May. Should no student Senator be elected from a college, school or portal campus by the date of the October meeting of the Senate,
the dean of that college or school or the vice chancellor of that portal campus is authorized to appoint a Senator who will serve until replaced by a duly elected Senator.

(c) Officers. The Student Senators Council will elect its own chairperson and such other officers as it may determine. It will meet once a month at the call and under the direction of its chairperson, and at other times according to such procedures as it may devise; at least one meeting each semester will be held with the President and Chancellor and the Provost in attendance.

(d) Rules. The Student Senators Council will adopt for its governance rules of procedure not inconsistent with the University Charter and these Bylaws.

69. The Administrative Management Council

(a) Functions. The Administrative Management Council is composed of elected representatives from the professional and administrative staffs of each college, school and division of the University. It functions as an initiative, deliberative, and responsive body concerning policy issues, serves as a vehicle for promoting the continued professional growth and development of its constituents, and has a commitment to community service. It will designate representatives on the standing committees of the Senate and, where appropriate, on any ad hoc committees of the Senate. It may bring to the attention of the various committees of the Senate any matters of concern to the University's professional and administrative staffs that it believes should be presented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Administrative Management Council of the Senate will consist of not more than seven members. Representatives to the Administrative Management Council of the Senate are the current chair of the Administrative Management Council of the University and six others elected from within the Administrative Management Council of the University. An Administrative Management Council Senator whose term has expired will be eligible for reelection.

70. Graduate Program Committee

(a) Functions. There will be a Graduate Program Committee having the power to review and recommend to the Provost the approval of proposals from colleges, schools, and portal campuses with respect to new graduate programs granting masters’ and doctoral degrees. The Committee will evaluate all master’s and doctoral program proposals to ensure that the University’s colleges, schools, and portal campuses with graduate components maintain comparable standards of work for the degrees; that there has been consultation with the relevant colleges, schools, and/or portal campuses; and that there is minimal curricular overlap between or
among the units. The Committee also may formulate recommendations to the
Provost on other matters that relate to graduate education in the University.

(b) Members. The voting members of the Committee will include one elected
faculty representative who is a full-time member of the Tenured/Tenure Track or
Non-Tenure Track/Contract Faculty, elected by the faculty from each college,
school, and portal campus that delivers graduate education; four graduate deans,
selected by the Deans Council; the dean of the NYU Libraries (or his/her designee);
a member of the Tenured/Tenure Track Faculty Senators Council, selected by the
Tenured/Tenure Track Faculty Senators Council; a member of the Full-Time
Continuing Contract Faculty Senators Council, selected by the Full-Time
Continuing Contract Faculty Senators Council; and three graduate student members of the
Student Senators Council, selected by the Student Senators Council. The term of
service for Committee members is three years, unless filling a vacancy; except that
the term of service for representatives from the Student Senators Council is two
years, unless filling a vacancy. Terms are staggered, such that approximately one-
third of the membership changes every year. The following administrators (or their
designees) serve ex officio as non-voting members: the dean of each college,
school, and portal campus that delivers graduate education; the most senior
representative of the Provost’s Office tasked with academic program review; and the
most senior representative of the Provost’s Office tasked with graduate academic
affairs. The co-chairs of the Committee will be the most senior representative of the
Provost’s Office tasked with graduate academic affairs and the dean of the
Graduate School of Arts and Science.

71. Undergraduate Program Committee

(a) Functions. There will be an Undergraduate Program Committee whose chief
responsibility is to advise the Provost on proposals from colleges, schools, and
portal campuses for new undergraduate majors and degree programs, as well as for
cross-school minors. The Committee will review all such program proposals to
ensure that the University’s colleges, schools, and portal campuses with
undergraduate components maintain comparable standards of work for the degrees;
that units proposing new programs have consulted appropriate colleges, schools,
and/or portal campuses; and that there is minimal curricular overlap between or
among the units. At the request of the President and Chancellor and/or the Provost,
or at its own discretion, the Committee also may formulate recommendations on
other matters that relate to undergraduate education in the University.

(b) Members. The voting members of the Committee will include at least: one
elected faculty representative from each college, school, and portal campus involved
in undergraduate education, elected by the applicable college, school, or portal
campus; two undergraduate deans selected by the Deans Council; a faculty
representative from the NYU Libraries, elected by the faculty from the NYU
Libraries; a member of the Tenured/Tenure Track Faculty Senators Council,
selected by the Tenured/Tenure Track Faculty Senators Council; a member of the
Full-Time Continuing Contract Faculty Senators Council, selected by the Full-Time
Continuing Contract Faculty Senators Council; and three members of the Student Senators Council, selected by the Student Senators Council. The term of service for Committee members is three years, unless filling a vacancy; except that the term of service for representatives from the Student Senators Council typically is one year. Terms are staggered, such that approximately one-third of the membership changes every year. The following administrators (or their designees) serve on the committee ex officio as non-voting members: the senior representatives of the Provost’s Office tasked with each of global programs, academic program review, and undergraduate academic affairs. The chair of the Committee will be the most senior representative of the Provost’s Office tasked with undergraduate academic affairs.

72. **Other University and Interschool Committees and Commissions**

The Senate or the President and Chancellor may from time to time appoint other University and interschool committees and commissions, which will have such powers and duties as are delegated to them at the time of their organization until modified or annulled by action of the appointing authority.
CHAPTER X

EDUCATIONAL OPERATIONS

79. Responsibilities of the Faculties

(a) Educational Conduct and Functions. The educational conduct of each of the several colleges and schools, within the limits prescribed by these Bylaws or by the Board, is committed to the faculty of each of the colleges and schools, and to such officers of the colleges and schools as the Board may appoint. The educational functions of the libraries of the University, as defined and structured by the President and Chancellor, are similarly committed to the faculty and officers of the Division of the Libraries.

(b) Entrance Requirements, Courses of Study and Degrees and Certificates. Subject to the approval of the Board and to general University policy as defined by the President and Chancellor and the Senate, it is the duty of each faculty to determine entrance requirements of the college or school under its care, to determine courses of study to be pursued and the standards of academic achievement to be attained for each degree offered, to prepare a schedule of lectures, to make and enforce rules for the guidance and conduct of the students, and to certify to the President and Chancellor, for recommendation to the Board, qualified candidates for degrees and certificates.

(c) Athletics and Other Extracurricular Activities. Each faculty will make and enforce rules of eligibility for the participation of its own students in athletics and other extracurricular activities. However, the University requirements for student participation in intercollegiate athletics will be determined by the Senate on the recommendation of an appropriate committee of the several faculties and will be uniformly applied in the colleges and schools concerned therewith.

(d) Libraries. It is the duty of the faculty of the Division of the Libraries to implement the resources and services of its various libraries in accordance with the instructional and research needs of the University and in collaboration with the academic units which the libraries serve and support; to promote and develop the use of the libraries and their resources through interaction with the University community and through research and publication; and to make and enforce policies as desirable to ensure that the libraries’ resources and services advance learning, research, and scholarly inquiry in an environment dedicated to open, equitable, and productive exchange of scholarly information.

80. Student Discipline Conduct

The power of suspending or dismissing a student in any college or school is lodged with the voting faculty of that college or school, but the President and Chancellor or the dean of a college or school, or their respective representatives, may suspend a
student pending the consideration of his or her case by his or her faculty. The Senate will have power to act in situations involving more than one college or school. Academic misconduct shall be governed by the policies and procedures established by each individual college or school. All non-academic misconduct shall be governed by the University-wide Student Conduct Policy. In matters involving non-academic misconduct, the school of an accused student may establish its own procedures for enforcement or elect to utilize the NYU Student Conduct Procedures established under the authority of the Senate.

81. Degrees

(a) Types of Degrees. Degrees conferred by the University are either degrees in course or honorary degrees. Degrees in course are granted to candidates by the President and Chancellor, with annual authorization from the Board, on certification by a faculty as having fulfilled the requirements for a degree. Honorary degrees are granted by the Board. No degree granted in course will be conferred honoris causa.

(b) Regulations. A faculty will recommend candidates for only those degrees in course authorized by the New York State Education Department, where applicable. The regulations regarding the award of degrees in course will govern similarly the award of certificates.

(c) Degree Programs by Faculty. No Tenured/Tenure Track Faculty member or Full-Time Continuing Contract Faculty member, other than librarians, will be permitted to enroll as a candidate for a degree or be recommended for a degree in course, unless specifically excepted by the Board. A degree candidate, other than a librarian, who accepts appointment as a Tenured/Tenure Track Faculty member or a Full-Time Continuing Contract Faculty member must thereupon relinquish such candidacy, unless specifically excepted by the Board.

(d) Conferral of Degrees. Honorary degrees may be voted at any meeting of the Board. Degrees in course may be conferred by the President and Chancellor at the annual Commencement after the end of the spring term, and on appropriate dates after the end of the summer session, after the end of the fall term, and at other times during the year, respectively, upon all candidates who have been certified as having completed the requirements for their respective degrees.

82. Faculty Membership

(a) Categories of Faculty. The faculty in a college or school is comprised of three categories: (i) Tenured/Tenure Track Faculty; (ii) Full-Time Continuing Contract Faculty; and (iii) Other Faculty, as more fully described in Sections 86 - 88 of these Bylaws.

(b) Voting Members of Each Category of Faculty. The President and Chancellor,
CHAPTER XIII

NEW YORK UNIVERSITY INSTITUTE OF FINE ARTS

94. IFA Board

(a) Powers, Duties and Membership. The affairs of the New York University Institute of Fine Arts (“IFA”) will be under the direction of a Board of Trustees (“IFA Board”), which will function with the powers and duties and subject to the limitations and conditions set forth in these Bylaws and in the Charter of the University. The membership of the IFA Board, other than those serving ex officio, will be divided into three equal classes of not less than three nor more than ten Trustees each elected by the Trustees of the University. All Trustees will serve for three-year terms, the terms of the members of each class being staggered so as to expire at the October meeting of the Board of Trustees of the University in each of three consecutive years. By May 1 of each fiscal year, the IFA Board will recommend to the Board of Trustees of the University persons to be nominated as members of the class of Trustees whose terms expire at the October meeting of the Board of Trustees of the University, and will give notice thereof within one week thereafter to the Secretary and General Counsel of the University. The Board of Trustees of the University will elect the Trustees of IFA to constitute such class at its October meeting. At least one of the Trustees of IFA will be a member of the Board of Trustees of the University. Additionally, at least one of the elected Trustees shall be an alumnus/alumna of IFA and at least one shall be an artist. In addition to the elected members, the President and Chancellor of the University, the Provost of the University, The Executive Vice President or the Chief Financial Officer of the University as designated by the President and Chancellor of the University, the Secretary and General Counsel of the University, the Director of the Metropolitan Museum of Art or a designee who is a senior curator of the Metropolitan Museum of Art and acceptable to the Director of IFA, the Director of the Museum of Modern Art or a designee who is a senior curator of the Museum of Modern Art and acceptable to the Director of IFA, the Director of The Frick Collection or a designee who is a senior curator of The Frick Collection and acceptable to the Director of IFA, and the Director of IFA will be ex officio voting members of the IFA Board.

(b) Minutes. A copy of the minutes of each meeting of the IFA Board, including all exhibits, will be filed with the Secretary and General Counsel of the University not later than thirty days after the meeting.

95. Vacancies

In case of a vacancy in any class of Trustees comprising the IFA Board for any cause other than the expiration of a term of office, including a vacancy resulting from an enlargement of the IFA Board, the IFA Board may by affirmative vote of a majority of its remaining members at any meeting of the IFA Board, and subject to the approval of the Board of Trustees of the University, appoint a Trustee to fill the vacancy and hold office
until the next October meeting of the Board of Trustees of the University.

96. Authority of IFA Board

The IFA Board will have power to: (a) review the Institute’s programs, plans, and finances and make recommendations to the Board of Trustees of the University with respect thereto; (b) solicit support, financial and otherwise, for IFA’s programs to the extent and in the manner which it deems advisable; (c) take custody, for the University, of IFA’s physical facilities if approved by the IFA Board and the Board of Trustees of the University and (d) perform such other functions as may be incident to the foregoing or may from time to time be specified by the Board of Trustees of the University.

97. Financial Affairs

All past and future gifts of personal and real property received by the University for the exclusive use of IFA will be unavailable for any other purpose of the University and will be excluded from the lien of any mortgage or pledge given as security for general-purpose borrowings by the University. All financial transactions of IFA will conform to the policies approved by the University and to the procedures established by the Chief Financial Officer of the University. Full reports of all transactions will be made regularly to the Chief Financial Officer of the University.

98. Budgets and Appointments

All budgets (including the use of income from endowment funds of IFA and tuition and other funds provided by the University) and faculty appointments will be negotiated by the Director of IFA with the Provost of the University. Faculty and non-faculty appointments will be in accordance with University procedures. The Director of IFA will be appointed by the President and Chancellor of the University in accordance with the customary procedures of the University and will have direct access to the President and Chancellor on matters of IFA policy that affect the interests of the University.

99. Bylaws

The IFA Board may adopt such bylaws for the regulation and management of its affairs, consistent with the Charter and Bylaws of the University, as it may deem advisable for the performance of its functions (“IFA Bylaws”). Without limiting the generality of the foregoing, the IFA Bylaws may provide for the establishment of an Executive Committee of IFA to act on behalf of the IFA Board between meetings thereof, a Finance Committee, and such other committees as may be deemed appropriate.

100. Indemnification of Trustees of IFA

Members of the IFA Board will be indemnified to the extent provided in Section 12 of the Charter of the University for members of the managing board of a separate administrative unit of the University.
TO: Mary Killilea, Chair, CFSC
Executive Committee of the CFSC

FROM: William R. Berkley, Chairman of the Board of Trustees
Andrew D. Hamilton, President

RE: A Response to the CFSC Resolution on Enhanced Engagement with the Board of Trustees

In late March, the Board received resolutions from the University Senate councils stressing the need to create new mechanisms for improving the communication of student and faculty concerns to the Trustees, as well as fostering dialogue between the Board and the NYU community. Among these measures, the CFSC specifically proposed that the Board’s Standing Committees meet with the CFSC’s Standing Committees each semester to discuss matters of mutual concern and interest.

At our recent meeting the Board considered and discussed all of the Senate resolutions carefully. The Board appreciates the spirit of constructive dialogue in which the CFSC’s resolution was offered, and agrees that, as your resolution noted, faculty-Board consultation and communication is vital.

During this past academic year, we worked hard to expand discourse and opportunities for communication between students, faculty, and Board members; however, the Board agrees more can be done to take account of the full range of student and faculty issues in our deliberations and to generally improve communications in both directions, as the CFSC’s proposal suggests. We hope that the measures we propose below will also serve to demystify the Board’s work; we would like to believe that even when there may be disagreements about specifics, our aims are the same – to see NYU advance as a university, to support faculty research and students’ pursuit of their studies, and to work towards positive change on a global scale.

For some years, the opportunities for the Board and the Councils to discuss concerns with one another have been mostly somewhat informal. As a step towards improving communications and dialogue, the Board commits henceforth to a formalized, recurring set of engagements between Trustees, faculty, students, and other members of the NYU community:

- Two times per year, the Executive Committee of the Board will meet with the Executive Committee of the University Senate. Minutes of the discussion will be prepared, jointly approved, and shared with members of the Board and the University Senate.
• In addition, we will schedule a block of time each year for a designated group of Trustees to meet individually with the executive committee of each of the four councils (TFSC, AMC, CFSC, and SSC).
• Also, representatives of each of the current Senate committees will meet with the representatives of their counterpart Board committees, where applicable, to share perspectives on areas of joint concern.
• The Board will schedule a lunch each semester with faculty and will consult with faculty council leadership on suggested invitees.
• The Board will refresh and upgrade its website to provide easier access to essential information, such as the Board’s areas of responsibilities and the membership of Board committees.
• The Board will establish a dedicated email account to enable students, faculty, administrators, staff, alumni, and other members of the NYU community to submit comments, concerns, and suggestions.
• At the Board’s and President Hamilton’s direction, the offices of the University Administration will establish deeper engagement with the Senate Committees with which they are most closely aligned.

We believe these new steps and practices, in conjunction with the existing meetings, will provide robust mechanisms for discussing and addressing campus issues.

As you know, the SSC and TFSC proposed appointing students and tenured/tenure track faculty as Trustees. We want to share with you our thoughts on those proposals.

The Board’s longstanding view continues to be that each Trustee should bring a holistic outlook – an approach that has demonstrably served the University very effectively over many decades – rather than having members who are representative of specific stakeholder groups and their particular interests. It is also the Board’s view that the consultative mechanisms that both we and the CFSC have proposed will be a far more effective way to take account of the wide variety of campus concerns.

Though the Board’s outlook on the appointment of student and faculty Trustees may not be in alignment with the SSC’s and the TFSC’s, we think we are all – as we noted earlier – generally in agreement about the importance of improving communications. We look forward to working with the Senate to put in place in the near future our proposal – or something like it – in order to bring about a full and productive discourse.
Committee on Faculty Benefits and Housing

(1) The C-FSC, T-FSC, and AMC Benefits Committees met jointly with representatives from the University’s dental benefits manager, MetLife, on May 10, 2018. Present for the C-FSC were Michael Ferguson, Vincent Renzi, and Geoff Shullenberger.

Present from MetLife were: Scott Perlman, Senior Account Executive; Micaela Barreiro, Director of Client Services; and April Morgan, Client Services Consultant. Also present was Trish Halley, the University’s Assistant Vice President for Global Benefits.

MetLife provided an overview of their work as a benefits manager. (Note that the University self-insures for medical, dental, and pharmacy benefits.)

In the discussion, there was a general desire for more detailed data on utilization and benchmarking of the University’s benefit against what other similarly sized employers offer. The MetLife representative and AVP Halley will assemble that data for distribution to the committees.

After reviewing the data, the committees will consider recommendations for modifying the University’s dental benefits plan. Also of concern is the need for greater education of plan participants regarding potential savings they may realize by using in-plan dentists.

(2) On June 21st, I met with Executive Vice President Martin Dorph and Stephanie Pianka, Senior Vice President for Finance and Budget and Chief Financial Officer, to discuss faculty housing, particularly in view of the large number of contract faculty who responded to the recent Work-Life survey that they are interested in purchasing a home in the next five years. They will consult with the Provost’s Office and with the Benefits Office about financial literacy programming for faculty, and they will also think about how the University might re-focus support for purchase assistance especially for faculty who are seeking to purchase in lower-cost areas, where they University could be the primary, rather than the secondary mortgage lender.

(3) The committee received a query from a contract faculty member regarding an affidavit that the University requires of retired faculty in University housing. Retiree-tenants are asked to stipulate that their apartments will be their primary residences and that they will not vacate them for more than a month. We raised with Executive Vice President Martin Dorph the undesirability of asking retiree-tenants to limit their vacations in this way, and he agreed to address the matter and follow-up with us about modifications to this policy.

(4) On August 7th, the C-FSC and T-FSC Benefits Committees met jointly for their annual meeting regarding medical insurance premiums for the coming year. Present for the C-FSC were Michael Ferguson, Vincent Renzi, and Geoff Shullenberger. Also present were Trish Halley, Vice President of Human Resources Sabrina Ellis, and James Archer of the University’s actuarial consulting firm, Willis Towers Watson. The
committees heard presentations on both medical and dental benefits increases for the coming year, as well as announcement of several changes to the medical and dental plans’ administration.

The plan changes for calendar year 2019 are as follows.
• Change the reimbursement rate for out-of-network reimbursement from 90% of reasonable and customary fees to 190% of Medicare reimbursement rates.
• Implement additional medical necessity protocols for out-of-network care, namely increasing the number of procedures for which enrollees must seek prior authorization.
• Eliminate cross application of in-network and out-of-network expenses toward deductibles and maximum out-of-pocket limits.
• Create a new salary band for faculty and administrators making more than $175,000 per year.
• Increase employee cost share for the dental plan from 27% to 35%.

Of these, the elimination of the cross-application of in- and out-of-network expenses toward deductible and out-of-pocket maximums bears monitoring. Because many providers of therapeutic services (whether physical or mental health) choose to remain out-of-network because of low in-network reimbursement rates, this change may have a disproportionate impact on those in need of such services on an on-going basis.

For 2019, total medical benefits expenses are projected to rise by $8 million. Changes to medical plan administration are projected to cover $6 million of that increase. Beyond that, medical benefits premiums are projected to require an average 6% increase. The committee endorsed the consultant’s progressive proposal for increases in medical benefits premiums as follows.
• 2% Consumer-Driven Health Plan with Health Care Savings Account
• 5% Point-of-Service Value Plan
• 7% Point-of-Service Advantage Plan

We have now received word that the University has adopted the progressive proposal for premium increases that we endorsed. In addition, the University has also agreed to enhance the coverage for breast ultrasound and diagnostic mammogram screenings.

(5) The University is moving ahead to involve the Senate benefits committees in the work of the University Retirement Plan Committee. A joint meeting of the C-FSC, T-FSC, and AMC Benefits Committees is being arranged for late September/early October.

(6) We expect an announcement presently confirming the adoption of the changes to the tuition remission benefits recommended last year.

Respectfully submitted,

Vincent Renzi, chair
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C-FACULTY SENATORS COUNCIL

The C-Faculty Senators Council (C-FSC) meets on the following dates in Room 566 (Colloquium Room) of the Global Center for Academic and Spiritual Life at 238 Thompson Street.

Thursday, September 20, 2018, 9:00-11:00 am
Thursday, October 18, 2018, 9:00-11:00 am
Tuesday, November 13, 2018, 12:00-2:00 pm
Tuesday, December 11, 2018, 12:00-2:00 pm (same week as University Senate)

Thursday, February 7, 2019, 9:00-11:00 am
Thursday, March 7, 2019, 9:00-11:00 am
Tuesday, March 26, 2019, 12:00-2:00 pm (same week as University Senate)
Thursday, May 2, 2019, 12:00-2:00 pm

UNIVERSITY SENATE

The University Senate meets on the following Thursdays from 9:00-11:00 am in Room 566 (Colloquium Room) of the Global Center for Academic and Spiritual Life at 238 Thompson Street.

Thursday, October 4, 2018
Thursday, November 8, 2018
Thursday, December 13, 2018

Thursday, February 14, 2019
Thursday, March 28, 2019
Thursday, April 25, 2019