



## Report of the Faculty Governance Committee

April 2018

Faculty governance at Columbia Business School was codified in 1994, and updated in 2013. Over that period, the School and the faculty have grown considerably, some of our governance practices have evolved, and new issues have arisen. In order to help the School function as one of the pre-eminent business schools, the Faculty Governance Committee proposes the following by-laws for adoption by the faculty of the School.

These by-laws are built upon a set of principles and beliefs. First, we continue to embrace the principle that a strong dean is vital to the success of the School. Second, rather than thinking solely in terms of rights, we believe that the faculty and the dean also have a variety of responsibilities: to the School, to our students, alumni and other constituencies, to the University, and to each other.

Finally, we want to emphasize that the culture of the School, manifested in the day-to-day behavior of the faculty and the Office of the Dean, is more important to the overall success of the enterprise than new by-laws. Each of us as faculty members has responsibilities that go beyond the pursuit of excellence in scholarship and teaching. We also must be good citizens who are willing to work hard, and in a collegial way, to help the Office of the Dean carry the heavy burdens of administering the enterprise. In order to be successful, the following proposals must be implemented with the active involvement and participation of each member of the faculty and the Office of the Dean in a spirit of cooperation and trust.

### By-Laws

1. The faculty is responsible, in consultation with the dean, for the conduct of teaching and research at the School. Sections 3-6 below govern how this responsibility is exercised. When required, a vote by the full faculty, which comprises tenured faculty, tenure-track faculty, practice faculty, and lecturers in discipline, is conducted as follows:
  - a. Motions are approved by a majority of the votes cast except that motions to amend these by-laws require a two-thirds majority of the votes cast.
  - b. Votes on motions will be by show of hands unless a secret ballot is requested by at least one faculty member.
2. The School is headed by the dean, who serves as chief executive officer and provides vision, strategic direction and leadership. The dean works with the Executive Committee to advance the School's intellectual mission in scholarship and teaching. The Dean's Office also is responsible for conducting the School's administrative functions, including those activities required by the University. In addition

to the dean, the Office of the Dean currently includes a senior vice dean, a vice dean for curriculum and instruction, and a vice dean for research, all of whom are tenured members of the faculty.

- a. The dean can create and staff administrative positions, school-wide administrative positions filled by faculty, and committees pursuant to the responsibilities of the Office of the Dean.
  - b. In addition, the dean is responsible for:
    - i. Calling full-faculty meetings and tenured-faculty meetings and distributing agendas and supporting materials in a timely manner.
    - ii. Overseeing the School's tenure review process in accordance with University and internal School policy. Changes to internal School tenure review policy are reviewed by the Executive Committee and the Promotion and Tenure Committee, and approved by a majority vote of the tenured faculty of the Business School and approved by the dean.
    - iii. Presenting a draft strategic plan every three-to-five years to the Executive Committee for review and comment before presenting the plan to the full faculty;
    - iv. Presenting a draft of the School's preliminary budget for the coming fiscal year to the Executive Committee for review and comment, as well as making available to the Executive Committee for review and comment the audited statement of revenues and expenses for the fiscal year when it becomes available;
    - v. Notifying the Executive Committee of the creation of senior administrative positions to be staffed by a faculty member.
3. The Executive Committee is the major academic policy and oversight committee of the School.
- a. Its voting members include the dean, the senior vice dean, the chairs of the standing divisions, and one at-large member of the tenured faculty who is elected by the full faculty using the same election process as that used for division chairs as outlined in section 6.a (ii-v) but including the entire full-time faculty.
    - i. The vice deans attend the parts of Executive Committee meetings dealing with matters in their purview.
    - ii. Depending on the agenda for a given meeting, the dean or the Committee can invite other members of the administration or the faculty to participate.
    - iii. Any member of the Executive Committee can call for a vote on a given issue, but such votes are not binding on either the Dean's Office or the full faculty.
  - b. The responsibilities of the Executive Committee are:
    - i. Reviewing and commenting on a draft of the dean's strategic plan or strategy committee report before the plan is presented to the full faculty;
    - ii. Reviewing and commenting on the dean's preliminary budget for the coming fiscal year and the audited statement of revenues and expenses for the fiscal year when it becomes available;
    - iii. Reviewing and commenting on the dean's faculty hiring plans for the coming year;
    - iv. Reviewing and commenting on proposals to make major changes in the School's degree programs before being sent to the full faculty for approval;

- v. Reviewing and commenting on proposals to change these by-laws;
  - vi. Reviewing and commenting on the creation of, or major changes in, any of the School's centers, programs or institutes;
  - vii. Reviewing and commenting on the creation of new standing faculty committees;
  - viii. Considering allegations of unprofessional behavior on the part of faculty members and, if deemed appropriate, refer the issue to the appropriate officials in the School or University; this responsibility is to be carried out by the seven elected members of the Committee except where a conflict of interest requires recusal. University procedures for investigating unprofessional behavior may be invoked before or after recourse to the Committee, except that the Committee shall not be responsible for considering allegations of behavior that may violate the University's policies on discrimination, harassment, sexual assault, domestic violence, dating violence, stalking or romantic and sexual relationships and shall have an obligation to promptly refer such allegations to the University's Office of Equal Opportunity and Affirmative Action.
  - ix. Considering faculty grievances and, if deemed appropriate, refer the issue to the appropriate officials in the School or University; this responsibility is to be carried out by the seven elected members of the Committee except where a conflict of interest requires recusal; University procedures for investigating faculty grievances may be invoked before or after recourse to the Committee.
  - x. Selecting one of its seven elected faculty members to be included, on a rotating basis, in all meetings of the Board of Overseers;
  - xi. Advising on the creation of any senior administrative position to be staffed by a faculty member;
  - xii. Ensuring that the Office of the Dean distributes minutes of Executive Committee meetings to all members of the faculty in a timely manner after each meeting;
  - xiii. Creating, administering, and analyzing, with the Office of the Dean, an annual survey designed to provide anonymous faculty feedback on the state of the School.
- c. The agenda for the monthly meetings of the Executive Committee is set jointly by the Dean's Office and a faculty member of the Executive Committee who is elected by the Committee annually. The agenda, including relevant supporting documents, is distributed to the Committee and the full faculty at least one week prior to each Executive Committee meeting.

#### 4. Standing Faculty Committees

- a. The Curriculum and Instruction Committee is responsible for oversight of the School's elective courses as spelled out in Section 5b. The dean and Committee members also may choose to continue particular activities of the former Teaching and Curriculum Committee. Its voting members include the vice dean for curriculum and instruction, who is a tenured member of the faculty and chair of the Committee, and a tenured member of the faculty from each division. In unusual circumstances, a professor of practice or senior lecturer in

discipline can serve as a voting member of the Committee if approved by all tenured members of the Committee.

- i. The divisional representatives are elected by the full-time faculty of their divisions and serve renewable terms of three years.
- b. The Promotion and Tenure Committee is responsible for reviewing and voting on faculty promotion and tenure cases. Tenure cases are then presented to the tenured faculty for discussion and vote.
  - i. The Committee is chaired by the senior vice dean, who is a non-voting member.
  - ii. The other members of the Committee are tenured faculty who represent each division. They are elected by the full-time faculty in the division, and serve renewable terms of three years.
- c. The Doctoral Committee is responsible for oversight of the Ph.D. and M.S. programs.
  - i. The Committee is chaired by the director of the doctoral program, who is appointed by the dean.
  - ii. The other members of the Committee are designated by the chairs of the divisions and serve renewable terms of three years.
- d. The Executive Education Committee advises the associate dean for executive education on academic content of non-degree programs for executives.
  - i. The associate dean for executive education is appointed by the dean and chairs the Committee.
  - ii. The other members of the Committee are faculty members, one from each division, unless a division chooses not to be represented on the Committee. They are appointed by the dean and serve renewable terms of three years.
- e. Each member of standing committees, with the exception of the Promotions and Tenure Committee, will report at least annually to their divisional faculty colleagues.

## 5. The Curriculum

- a. Core courses are reviewed periodically by a special faculty core course committee appointed by the dean, who also appoints the chair of the committee. Recommendations to change the core must be approved by vote of the full faculty. Staffing of core courses is done by the divisions in conjunction with the Dean's Office.
- b. The primary responsibility for determining what elective courses are to be offered in the School's degree programs, and how they are to be staffed, lies with the School's divisions working in conjunction with the Dean's Office on matters related to the number, size, content and quality of courses, as well as student demand.
  - i. Before being offered for the first time, an elective course in the MBA, EMBA or MS programs must be approved by the chair of a sponsoring division following notice of the proposed course, including its syllabus, to the division's faculty and to the Curriculum and Instruction Committee. In the unlikely event a proposed course does not have a sponsoring division, the Dean's Office can petition the Curriculum and Instruction Committee to approve the offering based on the Committee's standards

for evaluating courses. Courses offered primarily for the PhD program should be reviewed by the Doctoral Program Committee.

- ii. When an elective course proposed by one of the School's programs or centers is under consideration for approval by the Curriculum and Instruction Committee, the faculty member serving as faculty director of the sponsoring program, center or institute may be invited to participate in the Committee's deliberations, but the course must be approved by a sponsoring division's chair as specified above.
- iii. The Curriculum and Instruction Committee resolves claims that a proposed course substantially overlaps with an existing course.
- iv. Once approved, a new elective course is considered experimental and cannot be offered more than three times unless approved as a regular course by the full faculty based on recommendation of the Curriculum and Instruction Committee.
- v. Elective courses, including elective courses taught by adjunct faculty, are reviewed regularly by the Curriculum and Instruction Committee and can be removed from the curriculum by the full faculty based on recommendation of the Committee.
- vi. The performance of faculty teaching elective courses is reviewed regularly by the Curriculum and Instruction Committee, which can recommend to the division, center, program or institute sponsoring the course that the course be modified or that a given faculty member not teach the course.

#### 6. The Divisions and Division Chairs

- a. The divisions are the chief academic components of the School. They are chaired by a tenured member of the division who is elected by the full-time faculty of the division (subject to veto by the dean).
  - i. Election of division chairs is administered by the Dean's Office.
  - ii. The Dean's Office distributes the list of the division's tenured faculty, requesting nominations from those eligible to nominate and vote in the election.
  - iii. Any tenured faculty member who receives at least one nomination and is willing to serve is considered a candidate. If there is only one candidate and the nominee is willing to serve, he or she is automatically appointed.
  - iv. If more than one candidate is willing to serve, an election is held through a confidential balloting process. An election may be conducted by paper or electronic ballot and is generally open for one week.
  - v. If no candidate receives a majority of the vote on the first ballot, the two individuals receiving the most votes are the subject of a second vote. Whoever receives the most votes on the second ballot becomes chair. In the event of a tie vote on the second ballot the dean selects the chair.
- b. Division chairs serve three-year terms no more than two of which can be consecutive.
  - i. In the event of a major governance problem within a division, the dean, or the Executive Committee by majority vote, can require a new election.

- ii. A division, on the basis of a petition with support from two-thirds of its full-time faculty, can require that a new election be held.
- c. Division chairs are responsible for:
  - i. Leading the strategic development of the division;
  - ii. Representing the division on the Executive Committee and ensuring that the division's faculty are informed of the Committee's deliberations;
  - iii. Staffing the division's courses in conjunction with the Dean's Office;
  - iv. Recommending candidates for adjuncts and visitors to the Dean's Office;
  - v. Overseeing the evaluation and development of tenure-track faculty and practice and lecturer faculty by tenured faculty including implementation of mentoring programs and the annual review process;
  - vi. Nominating division members for search committees subject to approval by the senior vice dean;
  - vii. Conducting and preparing the agenda, with input from the division's faculty, for at least two division meetings a year;
  - viii. Allocating the division's funds in accordance with School and University guidelines with input from the faculty, and providing an annual report to the division's faculty on how the funds have been used.
  - ix. Periodically reviewing, with the divisional faculty, the goals and performance of the division.
- d. Division chairs receive a one-teaching credit reduction in their teaching load.

## 7. Divisional Structure and Governance

### a. Divisional Structure

- i. The School may change the number, names, or structure of its divisions. The following process applies to any such proposed change in divisional structure, including but not limited to divisional splits, divisional mergers, and movements of faculty from one division to another.
- ii. All full-time faculty directly affected by the proposed change are consulted. The senior faculty of the directly affected divisions will, in consultation with the dean, develop a resolution describing the relevant terms and vote on the proposed change.
- iii. The Executive Committee reviews and votes on the proposed change. The senior faculty of the School then review and vote on the change. Taking into account these recommendations, the dean makes a final determination.

### b. Divisional Membership

- i. New faculty are hired into a division, upon the recommendation of that division, as outlined in the relevant University-approved Standard Search and Evaluation Procedure (SSEP). A small number of non-tenure track faculty may be appointed to

the department of Business upon recommendation of the Executive Committee and the Promotion and Tenure committee or by the tenured faculty.

- ii. If a faculty member wishes to leave a division, the faculty member must resign in writing to the division's chair. To become effective the resignation must be accepted by a majority of the tenured faculty of the division, a majority of the Executive Committee, and the dean. If the resignation is not accepted by any one of these three entities, the faculty member remains a member of the division.
- iii. If a faculty member wishes to join a division, the faculty member must submit a request in writing to the division's chair. To become effective, the request must be accepted by a majority of the tenured faculty of the division, a majority of the Executive Committee, and the dean.
- iv. If a faculty member resigns from one division and is not admitted to another division, the faculty member becomes a member of the department of Business. Members of the department of Business do not participate in divisional matters or votes but participate fully in School-wide faculty matters. Members of the department of Business are overseen and evaluated by the Executive Committee and the dean.

#### c. Divisional Governance

- i. Different divisions of the School may have different operating norms, but each division is required to establish clear administrative procedures to ensure consistent practice. To that end each division has a documented procedure, filed with the Dean's Office, describing how it will approach the following activities.
- ii. Search Procedure – Each faculty search is mandated to have a University-approved SSEP as part of affirmative action processes. In addition, each division documents how search and selection are managed at the divisional level in order to develop consistent divisional practices.
- iii. Promotion Procedure – In addition to following the School's policies for promotion to associate professor, tenure, and full professor, each division documents how evaluation of candidates for promotion is managed at the divisional level in order to develop consistent divisional practices.
- iv. State of the Division or Strategic Plan – Each division creates and/or updates a State of the Division or Strategic Plan document at least every three years. The plan must be endorsed by the majority of the full-time faculty of the division, and submitted to the Dean's Office to be posted on the Faculty Governance website.
- v. Divisional Reviews – Each division conducts a divisional review once every six years, starting with an internal reflection document developed in the Fall semester and continuing with a visit of external reviewers selected in conjunction with the Dean's Office to take place in the Spring. One division will undertake a review each year.

#### 8. Amendment of the School's Governance Rules

- a. The School's by-laws are reviewed periodically (e.g. every three-to-five years) by a faculty committee appointed by the dean.
- b. Proposals to change these by-laws, after review and comment by the Executive Committee, are approved by a two-thirds majority of the votes cast in a full faculty meeting in order to be adopted.

9. Existing Policies

- a. Since 1994, a number of School policies on specific topics have been adopted by the faculty, including policies on promotion and tenure, cross-disciplinary areas, and faculty hiring. Existing policies that do not conflict with these governance rules continue in force. This document incorporates recommendations from, and therefore completely replaces, the 1994 Hambrick Report.
- b. Policies on specific topics can be adopted, amended, or repealed by a majority of votes cast at a full faculty meeting, except that policies having the effect of changing any of these by-laws are subject to the requirements of Section 8.

10. These by-laws become effective upon adoption by the faculty (April 25, 2018).

The 2018 Faculty Governance Review Committee

Ann Bartel

Jonathan Glover

Ray Horton

Michael Johannes (chair)

Ciamac Moallemi

Oded Netzer (Spring 2018)

Olivier Toubia (Fall 2017)

Charles Jones (ex officio)