Joint Resolution to Establish Student Trustee Seats on the Trustees of the University of Pennsylvania

To: The Trustees of the University of Pennsylvania

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ABSTRACT: The Undergraduate Assembly and Graduate and Professional Student Assembly at the University of Pennsylvania are calling on the Trustees of the University of Pennsylvania to amend the Statutes of the Trustees to insert Article 2.2(g), "Student Trustees.” The resolution proposes the creation of two student trustee positions, one for an undergraduate student and one for a graduate student, each elected by the procedures established by their respective assemblies with the concurrence of the Trustees.1 The student trustees would serve a one-year term and must abide by the Statutes of Trustees and any other rules, obligations, and agreements that may bind other classes of trustees. The resolution aims to increase student input in the decision-making processes of the University.

WHEREAS, the Undergraduate Assembly and Graduate and Professional Student Assembly are charged with representing students enrolled at the University of Pennsylvania;

WHEREAS, the Undergraduate Assembly and Graduate and Professional Student Assembly have the power to make recommendations directly to the Trustees of the University of Pennsylvania according to Article 9.5 of the Statutes of the Trustees;2

WHEREAS, formal institutional governance and fiduciary responsibility for the University of Pennsylvania rest solely with its Board of Trustees;3

WHEREAS, the trustees serve as the bridge between the University and the world; interpreting the institution to the public and often bringing in experiences gained outside of the University;4

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1 Hereafter the word Trustees written in the text with a capital “T” refers to all the trustees acting in their corporate capacity (Article 1.2(1): https://secretary.upenn.edu/trustees-governance/statutes-trustees).
2 Id. at Article 9.5.
3 https://secretary.upenn.edu/trustees-governance.
4 Id.
WHEREAS, the trustees provide leadership, and its Board is comprised of successful leaders from a multitude of industries and spaces that enables it, with the consultation of the president, to determine the long-term allocation of resources and make decisions based on the needs and expectations of the University’s constituencies and of society;

WHEREAS, the proposed student trustees would provide a vital perspective on issues before the Board, informed by their experience as students and their knowledge of the needs, concerns, and interests of the current generation of Penn undergraduate and graduate students on important University matters;

WHEREAS, the proposed student trustees are fiduciaries of the University, charged with ensuring the long-term health of the University of Pennsylvania;

WHEREAS, the proposed “Student Trustees” class is modeled after the “Alumni Trustees” class as articulated in the Statutes of Trustees Article 2.2(d), wherein alumni trustees are elected by Penn alumni in accordance with rules established by Penn Alumni with the concurrence of the Trustees;

WHEREAS, the Trustees, with the intention of strengthening the University governance structure, have previously amended the Statutes of Trustees, including the modification of the language in Articles 2.2(b), 2.2(c), 2.2(e), and 2.6 to specify new membership and term limits;

WHEREAS, the Trustees, with the intention of strengthening the University governance structure, have previously amended the Statutes of Trustees to modify the classes of trustees, including the removal of Article 2.2(g), the “Special Trustees” classification (“Special Trustees: up to two in number, to serve for a term determined by the Chair and approved by the Trustee Executive Committee, as defined at the time of their election, and whose service is in the best interest of the University to meet a particular need or purpose.”);

WHEREAS, the Undergraduate Assembly and Graduate and Professional Student Assembly reaffirm the value of serving on the University Council, University Council Committees, Office of the Provost or Office of the University Secretary Committees, Trustee Committees, and on various task forces and ad-hoc committees;

WHEREAS, the inclusion of student trustees would provide an additional, but nonetheless vital avenue for students to have their voices heard and their concerns addressed in the governance of

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5 Id.
6 Statutes of the Trustees, supra note 1, at Article 2.2(d).
7 Trustee Minutes, 2015 June 19 (https://archives.upenn.edu/digitized-resources/docs-pubs/trustees-minutes/minutes-2015/june-19/) [Resolutions pg. 3].
8 Id.
the University;

WHEREAS, student trustees would furnish the over 28,000 students at the University of Pennsylvania with a voice on important University decisions, including, but not limited to, the selection of the University President, tuition, fees, and other student charges and financial aid for the academic year (for undergraduate students, tuition, fees, room and board are at fixed amounts set by the trustees, e.g., for the 2022-2023 academic year this totaled to $81,340 and the undergraduate financial aid budget was established at $285 million; for graduate and professional students, tuition was determined administratively to reflect the budget requirements of the various schools), faculty appointments and promotions, purchase agreements (e.g., Resolution to Authorize a Purchase Agreement for the Delivery of Solar Generated Electricity, with the trustees’ intention being to support the University’s commitments to minimizing its carbon footprint), administration appointments (particularly the appointment and reappointment of school Deans), board appointments (e.g., Board of Advisors of the University Libraries or Board of Advisors of the School of Nursing), authorization of new leases (e.g., Resolution to Authorize 9.5 Year New Lease for Provost’s Center, Undergraduate Admissions Office and Relocation of Penn Global; 3535 Market Street, 8th Floor; Total Lease Obligation (Present Value) $12,731,000 Inclusive of $6,701,000 in Capital), acquisition and development of land (e.g., Resolution to Approve the Acquisition and Development of Parcels of Land Located at 451 S. University Avenue and on a Portion of 501 S. University Avenue, Formation of a Joint Venture and Authorization of up to $44,000,000), authorization of operation budgets, facility renovations and expansions, new constructions (e.g., Resolution to Authorize Construction of Vagelos Laboratory for Energy Science and Technology for an Additional $117,690,000 (Total Revised Budget of $173,500,000)), election of the Executive Committee, election of the Investment Board, election of the Vice Chair/Chair of the Board of Trustees, approval of other classes of trustees, establishing of new academic programs (e.g., recent establishment of a Master of Advanced Dental Studies in the School of Dental Medicine), adoption of new University policies and procedures, setting spending rules for endowments (e.g., Resolution to Authorize the Spending Rule for Endowments for Fiscal Year 2022), capital plans, amendments to the Statutes of Trustees, amendments to bylaws for University-related entities (e.g., recent amendment to the

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9 As of Fall 2021 (https://www.upenn.edu/about/facts).
10 Trustee Minutes, 2022 March 4 (https://archives.upenn.edu/digitized-resources/docs-pubs/trustees-minutes/minutes-2022/march-4/) [Resolutions pg. 10].
12 Trustee Minutes, 2020 February 28 (https://archives.upenn.edu/digitized-resources/docs-pubs/trustees-minutes/minutes-2020/february-28/) [Resolutions pg. 20].
13 Id. at 12.
14 Trustee Minutes, 2021 November 5 (https://archives.upenn.edu/digitized-resources/docs-pubs/trustees-minutes/minutes-2021/november-5/) [Resolutions pg. 17].
16 Id. at 13.
bylaws of PennPraxis, a 501(c)3 affiliate of the Weitzman School of Design dedicated to identifying and supporting opportunities for its faculty and students\(^\text{17}\), resolutions of appreciation and memorial, and entering into joint ventures;

**WHEREAS**, student trustees’ input and votes on the aforementioned resolution topics and more would provide an additional voice and opportunity to spark new ideas that would further the important work that the Trustees do to support the mission and values of the University of Pennsylvania;

**WHEREAS**, while students are currently incorporated into different aspects of shared governance, including the Trustee Committees and the University Council, the final decision-making authority often rests with the Trustees;

**WHEREAS**, Trustees also have final decision-making authority on many issues that are not directly addressed or decided on by the Trustee Committees, University Council, or other deliberative bodies;

**WHEREAS**, furnishing a direct voice and vote to students on issues that come before the Trustees would provide the institution an additional layer of legitimacy, given that many of the Board’s actions impact students’ day-to-day lives, and would empower the Trustees to live up to their credo of making fully informed decisions in the best interests of the University’s constituencies and of society;

**WHEREAS**, student trustees would bring the University of Pennsylvania in line with peer institutions, as several universities in the United States have implemented student trustee positions on their Boards, including Cornell University, Duke University, and the University of California System;

**WHEREAS**, the inclusion of student trustees at these institutions has been shown to provide a valuable student perspective on decision-making processes and to increase student engagement and involvement in the governance of the university;

**WHEREAS**, this resolution is consistent with the Charter of the University of Pennsylvania and the Statutes of the Trustees, which enable the Trustees to make rules and statutes for the good government and education of the University and to do everything necessary for the establishment of the University;

**WHEREAS**, the University of Pennsylvania can benefit from the experiences and successes of

\(^\text{17}\) Trustee Minutes, 2016 June 17 ([https://archives.upenn.edu/digitized-resources/docs-pubs/trustees-minutes/minutes-2016/june-17/](https://archives.upenn.edu/digitized-resources/docs-pubs/trustees-minutes/minutes-2016/june-17/)) [Resolutions pg. 17].
these institutions and improve its own governance by creating student trustee positions on its Board of Trustees; therefore, be it

**RESOLVED,** By the Undergraduate Assembly and Graduate and Professional Student Assembly of the University of Pennsylvania, that there be student trustee seats created on the Board of Trustees.

**RESOLVED,** That the proposed "Student Trustees" would include one undergraduate student trustee and one graduate student trustee, each elected by the procedures established by their respective assemblies, the Undergraduate Assembly and Graduate and Professional Student Assembly, with the concurrence of the Trustees.

**RESOLVED,** That student trustees will serve a one-year term and have to abide by the Statutes of Trustees and any other rules, obligations, and agreements that may bind charter, term, or alumni trustees.

**RESOLVED,** That the undergraduate student and graduate student trustees would have to respectively adhere to any additional rules, obligations, and reporting requirements established by their respective student government provided that they are not in conflict with their trustee-mandated requirements, and if a conflict may arise, trustee rules, obligations, and agreements will supersede any student-made ones.

**RESOLVED,** That the undergraduate and graduate student trustees will be required to provide a semesterly report to the student body in the forum decided by their respective assemblies to update them on their work on the Board of Trustees.

**RESOLVED,** That the student trustees will be full voting members of the Trustees.

**RESOLVED,** That the student trustees understand when issues come before the Board of Trustees, it is their job to consider what is best for the whole University, not a particular constituency.

**RESOLVED,** That the Trustees of the University of Pennsylvania will integrate the student trustees into the existing structure and committees of the Board and clarify their role and responsibilities within the Trustees’ governance.

**RESOLVED,** That the University of Pennsylvania will establish a timeline for implementing these changes and appointing the student trustees.

**RESOLVED,** That the Undergraduate Assembly and Graduate and Professional Student
Assembly call upon the Trustees of the University of Pennsylvania to amend the Statutes of Trustees to insert Article 2.2(g), with provision (g) establishing a new class of trustees, “Student Trustees” (e.g., “Student Trustees: up to two, elected by students in accordance with rules established by the Undergraduate and Graduate and Professional Student Assemblies with the concurrence of the Trustees, to serve for terms of one year, from among those persons who are currently working towards receiving degrees from the University.”) and modifying any other language within the Statutes of Trustees, including Article 2.3 if needed, to ensure no provisions conflict.

RESOLVED, The Trustees, with the intention of strengthening the University governance structure, should amend the Statutes of Trustees to include Article 2.2(g) “Student Trustees” and may make necessary modifications to this proposal (e.g., the number of student trustees, the length of their term, or the powers ascribed to them) in order to best incorporate the spirit of the resolution and the establishment of this new class of trustees.

RESOLVED, The Trustees, following the consideration of this resolution at their next earliest possible meeting, provide a formal written and detailed response regarding the aforementioned proposal.