

I.C. THE CENTRAL ADMINISTRATION

(Source: Statutes of the Trustees (<https://secretary.upenn.edu/trustees-governance/statutes-trustees/>), Article 2, 1969; revised, Article 3, June 19, 1981; revised June 19, 2009; revised, Office of the Provost, November 21, 2022)

I.C.1. The Officers

The officers of the University shall be the President, the Provost, the Vice Presidents, the Secretary, the Treasurer, the Comptroller, and the General Counsel.

Subject to the policies of the University, all officers except the President shall be elected by the Trustees upon nomination by the President and shall be suspended or terminated by the Trustees upon the recommendation of the President.

The President may appoint a temporary successor or substitute to act as required because of the death, absence, disability, suspension, or termination of any officer of the University other than the President, but such temporary appointments shall be effective only until the next meeting of the Trustees or the Executive Committee, at which time a successor shall be nominated and elected either on an acting or a permanent basis.

With the consent of the President and subject to the policies of the University, officers may appoint such associates and assistants and assign them such duties as they shall deem appropriate.

I.C.2. The President

The President shall hold office upon such terms as the Trustees shall determine.

Functions and Duties of the President

As the Chief Executive Officer of the University, the President is its educational and administrative head. The President is responsible to the Trustees for the conduct, coordination, and quality of the University's programs and for their future development. The President shall have the authority to perform all acts that are necessary to make effective the policies and actions of the Trustees unless a resolution of the Trustees specifically grants such authority to another person or entity. As a liaison between the Trustees and the faculty, the President shall inform each of the views and concerns of the other relating to the programs and administration of the University.

The President shall hold the academic rank of Professor, shall be a member of every Faculty of the University, and may at their discretion call a meeting of any Faculty.

The President is assisted in the management of the University by several Vice Presidents. The current Vice Presidents who report directly to the President are: the Executive Vice President; the Executive Vice President of the University for the Health System; the Senior Vice President and General Counsel for the University of Pennsylvania and Penn Medicine; the Vice President and Chief of Staff, Office of the President; the Vice President for Development and Alumni Relations; the Vice President for Government and Community Affairs; the Vice President of Institutional Affairs; and the Vice President for University Communications. Vice Presidents who report to the President through

the Executive Vice President are the Vice President for Budget and Management Analysis; the Vice President for Business Services; the Vice President for Facilities and Real Estate Services; the Vice President for Finance and Treasurer; the Vice President for Human Resources; the Vice President for Information Systems and Computing, who also reports to the Provost; the Vice President for the Division of Public Safety; the Associate Vice President for Audit, Compliance and Privacy; and the Chief Investment Officer.

Election of the President

When it becomes necessary to elect a new President, the Chair of the Board of Trustees shall convene a Consultative Committee, composed of trustees, deans, faculty, staff, and students, to advise in the selection process by identifying priorities, issues, challenges, candidate qualifications and other factors important to the constituencies represented by the members of the Consultative Committee. The Chair shall also convene a Search Committee, whose members will be selected primarily from among those of the Consultative Committee, to be responsible for the identification, recruitment, and selection of candidates for recommendation to the Executive Committee. The composition of and procedures governing the Consultative Committee and the Search Committee shall be specified in a Standing Resolution of the Trustees and can be found in section I.G.1 of this handbook, Consultation for the Election of a President.

The Executive Committee shall, at a closed meeting, review the report of the Search Committee and shall present a final nomination of one candidate to be voted upon by the Trustees.

At least ten days prior to the stated or special meeting of the Trustees at which the election of the President is proposed, the Secretary shall give to each trustee notice stating that the election of the President shall be held at such a meeting and giving the name of the person who has been nominated by members of the Executive Committee. No such election shall be valid unless a nominee shall receive the affirmative votes of at least two-thirds of the number of trustees then in office.

Removal of the President

The President may be removed only after consultation with representatives of the faculty and by the affirmative vote of trustees actually present at a stated or special meeting equal to at least two-thirds of the number of trustees then in office. Notice of such proposed action must be included in the notice of the meeting.

The Executive Committee shall appoint a temporary successor or substitute to act in case of the death, extended absence, disability, or removal of the President. The President may appoint an officer of the University to act for him/her during a period of temporary absence.

I.C.3. The Provost

The Provost shall be the officer responsible for the conduct, coordination, and quality of the University's academic programs and for the planning of their future development. Hence, the Provost is crucially involved in the recruitment and maintenance of a faculty of the highest distinction in research and teaching. The Provost also is concerned with maintaining a student body of superior quality and thus exercises oversight over academic program standards and over the admissions process. All deans report to the Provost, and under the President, the Provost has ultimate authority for all academic budgets.

The Provost shall hold the academic rank of Professor, shall be a voting member of every Faculty of the University, and may at their discretion call

a meeting of any Faculty. In the performance of their duties, the Provost shall consult with representatives of the Faculty.

The Provost is assisted in his role by several administrators with considerable responsibilities in their areas of expertise. The Vice Provost for Education has primary responsibility for the oversight of graduate and undergraduate education and other such educational programs and policies as the Provost shall designate. The Vice Provost for Faculty manages the academic personnel process, including recruitment of faculty, appointments, promotions, tenure cases and grievances. The Senior Vice Provost for Research is responsible for the development and implementation of policies and procedures that promote excellence in research across the University and for the overall operation of the University's extensive research enterprise, as well as for the development and implementation of Penn's strategy for technology transfer and entrepreneurial initiatives and the University's corporate relations and regional economic development strategy. The Vice Provost for University Life is responsible for all nonacademic aspects of student life. This includes addressing a wide array of student concerns in order to improve the quality of campus life for students and other members of the University community. The Vice Provost and Director of Libraries administers the University library system and plays an important role in the dissemination of information on campus.

(Almanac, May 2, 2017 (<https://almanac.upenn.edu/articles/wendell-pritchett-penns-30th-provost/>))

I.C.4 The Secretary

The Secretary of the University shall attend and keep minutes of the meetings of the Trustees, shall act as secretary of all boards and committees of the Trustees, and shall be custodian of communications, reports, and other documents of importance presented to the Trustees. The Secretary shall give notice to Trustees and to members of boards and committees of all stated and special meetings. The Secretary shall have custody of the Seal of the Corporation, shall affix it to such instruments as require its use, and when so affixed, shall attest it by signature.

The Secretary shall prepare all diplomas and certificates of study, shall have charge of official convocations of the University, and shall have such other powers and duties as may be conferred from time to time by the Trustees. Any minute books, documents, and records of the University not yet deposited in the Archives shall be open at all times to the inspection of trustee boards and committees, to any trustee, and to authorized University officers.

I.C.5. The Treasurer

The Treasurer shall have custody of all evidences of ownership of real or personal property owned by the University or pledged to it, other than those evidences in the custody of the Investment Board. The Treasurer also shall have custody of all policies of insurance, and shall have the authority to accept receipt for the same on behalf of the Trustees, and under their supervision shall arrange for the safekeeping thereof.

The Treasurer shall collect and receive all monies due and payable to the University and deposit them in the name of the University in such banking institutions as the Trustees may approve and shall discharge all debts or other obligations of the University when due and payable. The Treasurer shall keep a complete set of accounts showing in detail the financial transactions of the Treasurer's Office, and these shall be open at any time to the inspection of any trustee. The Treasurer shall furnish such financial statements compiled from their accounts as from time to

time may be required by the proper University officers, Trustee boards and committees, or any trustee.

I.C.6. The Comptroller

The Comptroller shall maintain a complete set of accounts, except those maintained by the Treasurer, showing in detail the business and financial transactions of the University. The Comptroller shall be responsible for the proper keeping of accounts of every department of the University and shall have authority to direct the methods, including audit and control, by which such accounts are kept. The Comptroller shall compile and furnish such financial or statistical reports or information as may be required by the proper University officers, Trustee boards and committees, or any trustee. The Comptroller shall approve all vouchers before they are submitted to the Treasurer for payment; such approval shall be evidence that the charge has been recorded against an approved budget on file, and that it is within the appropriation of the budget against which it is charged.

I.C.7. The General Counsel

The General Counsel shall represent the University in legal matters. All matters requiring legal advice or legal action shall be referred to the General Counsel.