

UNIVERSITY STATUTES

ARTICLE I OFFICERS OF ADMINISTRATION

1. CLASSIFICATION. Officers of Administration shall either be elected by the Board of Trustees or appointed by the President.
 - a. Elected Officers of Administration. Officers of Administration who shall be elected by the Board of Trustees are the President, the Provost, the Vice President and Chief Financial Officer (or other title as the President may designate), Vice President and Chief Operating Officer (or other title as the President may designate) and the Vice President and Chief Investment Officer. The duties and powers of these Officers are set forth below. In addition, the Board of Trustees from time to time may elect additional Vice Presidents, who shall have such duties and powers as specified at the time of their election.
 - b. Appointed Officers of Administration. Officers of Administration who shall be appointed by the President are the Deans of the various Colleges and Schools, and the Chairs of the various departments or divisions of the Colleges and Schools. The duties and powers of these officers are set forth below. In addition, the President from time to time may appoint other Officers of Administration, including administrative Deans and department heads, who shall have such duties and powers as specified at the time of their appointment.
2. THE PRESIDENT. The President shall be the chief executive officer of the University under the Board of Trustees. In the absence of the President, the Provost shall be the acting chief executive officer; in the absence of the President and the Provost, the acting chief executive officer shall be such Vice President as the President shall have designated in writing. The President shall be a member of the faculty of each College or School in the University. The President shall have the following duties and powers:
 - a. To report directly to the Board of Trustees and to see that its actions are carried out.
 - b. To exercise such executive powers as are necessary to the interest and welfare of the University.
 - c. To nominate for election by the Board of Trustees or its Executive Committee Officers of Instruction and those Officers of Administration subject to election by the Board of Trustees, to appoint other Officers of Administration, and to see that all officers perform their duties satisfactorily.

- d. To submit to the Board of Trustees an annual report on the conditions and needs of the University.
 - e. To make recommendations to the Board of Trustees, to the Faculty Senate, or to any faculty regarding the work and development of the University.
 - f. In cooperation with the Provost and Vice Presidents of the University and the Deans of the various schools, to prepare an annual budget for submission to the Committee on Finance of the Board of Trustees.
 - g. To serve as presiding officer of each faculty, and of the Faculty Assembly and to cast a deciding vote in case of a tie.
3. THE PROVOST. The Provost, subject to the President, shall be the chief educational officer of the University. The Provost shall be an ex officio member of the faculty of each School or College. The Provost shall supervise and study the educational policies and work of the University, shall make recommendations to the President, and shall assist in the administration of the educational work of the University.
4. THE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER. The Vice President and Chief Financial Officer (or other such title as the President may designate), subject to the President, shall supervise the fiscal affairs of the University, and shall perform such other duties as may be assigned from time to time by the President.
5. THE VICE PRESIDENT AND CHIEF OPERATING OFFICER. The Vice President and Chief Operating Officer (or other such title as the President may designate), subject to the President, shall supervise the operations affairs of the University, and shall perform such other duties as may be assigned from time to time by the President.
6. VICE PRESIDENT AND CHIEF INVESTMENT OFFICER. The Vice President and Chief Investment Officer, subject to the President, or such other Vice President as the President may designate, shall be the chief investment officer of the University. The Vice President and Chief Investment Officer shall supervise the investment of endowment, trust and general funds of the University, subject to such directions, restrictions and procedures as may be provided by the Board of Trustees or its Investment Committee.
7. THE DEAN OF A COLLEGE OR SCHOOL. The Dean of each College or School shall be the chief administrative officer and a member of the faculty of that College or School. It shall be the duty of the Dean:

- a. To make recommendations to the President, to the Provost, and to the faculty of the College or School regarding the work and development of the College or School, and to report annually to the President.
 - b. To preside at the meetings of the faculty of the School in the absence of the President.
 - c. To exercise such other executive powers and perform other duties as are necessary for the interest and welfare of the College or School, including those specifically provided for in other sections of these Statutes.
8. THE CHAIR OF A DEPARTMENT OR DIVISION. The President, after consultation with the Provost and the Dean of each College or School concerned, shall appoint a Chair of each Department or Division in those Schools in which the Department or Division is the recognized unit of administration. The Chair of a Department or Division shall be responsible for organizing the work of the unit, for maintaining it on a satisfactory level, and for making recommendations to the faculty and the Dean of the College or School concerning the work and development of the Department or Division.
9. TENURE OF OFFICE. An Officer of Administration may be removed by the Board of Trustees whenever, in its opinion, the duties of such officer are not satisfactorily discharged or are discharged in such a way as to conflict with the general policy of the University or its higher officers. Officers of Administration appointed by the President may be removed by the President. Officers of Administration who are also Officers of Instruction shall be subject to the same protections in respect to their positions as Officers of Instruction as are other such officers.
10. CONFLICT OF INTEREST. Any conflict of interest on the part of the following Officers of Administration: the President, Provost, and any Vice President, or members of their immediate families, shall be disclosed by the officers in writing to the University at least annually and made a matter of record. When any such interest becomes relevant to any subject requiring the action of the administration or the Board of Trustees, the officer having a conflict shall call it to the attention of the President (unless the conflict is on the part of the President, in which case it shall be called to the attention of the Vice President and General Counsel and the Chair of the Board of Trustees), and, if the matter is being considered by the Board of Trustees or one of its committees, to the attention of the Board or such committee.

The officer shall not participate in the discussion of the subject or make any recommendations regarding the subject in which the officer or a member of the officer's immediate family has a conflict of interest, and shall not use any personal influence. However, an Officer of Administration who is excluded

from participating in discussion or making recommendations regarding the subject because of such conflict of interest will briefly state the nature of the conflict and will be expected to answer pertinent questions of the Trustees or other officers when the officer's knowledge of the subject will assist the Board of Trustees, any of its committees, or the administration. The minutes of any meeting attended by the interested officer at which the subject is discussed shall reflect that a disclosure was made and that the interested officer abstained from discussion except to the extent provided above.

ARTICLE II OFFICERS OF INSTRUCTION

1. **APPOINTMENTS AND PROMOTIONS.** Appointments and promotions of Officers of Instruction shall be made by the President, after consultation with the Provost and the Dean of the College or School concerned, except that the appointment of Professors shall require approval of the Board of Trustees.
2. **TITLES.** The Officers of Instruction shall have designation in their several faculties and in the University as follows:
 - a. Professors (including Clinical, of Instruction, of Practice, and in Residence)
 - b. Associate Professors (including Clinical, of Instruction, of Practice, and in Residence)
 - c. Assistant Professors (including Clinical, of Instruction, of Practice, and in Residence)
 - d. Artists in Residence
 - e. Instructors
 - f. Lecturers (including Senior Lecturers and Distinguished Senior Lecturers), Teaching Associates and Assistants
 - g. College Fellows and Donald P. Jacobs Scholars
 - h. Emeritus Faculty (including various titles)
 - i. Adjunct Faculty (including various titles)
 - j. Visiting Faculty (including various titles)
3. **TENURE OF OFFICE.** All Officers of Instruction are subject to removal by the Board of Trustees for grave misconduct, neglect of duty or incapacity.

Subject to the foregoing, Professors may be appointed without limitation as to the term of appointment, and Associate Professors who are reappointed as Associate Professors may be appointed without limitation as to their term of appointment unless a time limitation is expressly set forth in the appointment. All other Officers of Instruction, including adjunct faculty, may be appointed only for limited terms, and their appointment shall terminate at the end of the term of appointment. However, such officers may be reappointed.

4. DUTIES. It shall be the duty of each Officer of Instruction:
 - a. To perform the assigned duties of instruction and to pursue such studies and research as are appropriate subjects of scholarly inquiry.
 - b. To perform assigned duties in the administrative work of the College, School, Department or Division of which he or she is a member.
 - c. To attend faculty meetings unless unable to do so for adequate reasons.
 - d. Except in cases of illness or other emergency, to obtain permission in advance from the Chair of the Department or the Dean of the College or School, for absences from University duties.

5. OUTSIDE ACTIVITIES. Officers of Instruction appointed for full-time service shall devote their time and energy primarily to the performance of their University duties. Outside activities engaged in by members of the educational and business staffs of the University must not interfere with their University assignments, and in no case may such activities be carried on either directly or by implication in the name of or on behalf of the University, without the prior consent of the President, who shall periodically report such consents to the Board of Trustees.

6. REPORT OR PETITION. Any faculty or any member of the faculty may present to the Board of Trustees a report or petition transmitted through the Provost and the President, on any matter concerning the interests of the University, or any of its Colleges or Schools.

ARTICLE III
UNIVERSITY FACULTY GOVERNANCE

1. FACULTY SENATE

- a. Functions. The Faculty Senate shall consider, make recommendations, and pass resolutions concerning matters of general University interest, including all educational and research endeavors, policies governing faculty hiring, tenure, promotion, and appeals, and campus life. It is the elected and representative body of the faculty. The Faculty Senate will strive to protect academic freedom, promote excellence, equity, and diversity within the faculty and student body, and advance the general welfare of the University as a whole. On its own initiative it may submit recommendations and resolutions to the Board of Trustees, transmitted through the Provost and President, on any matter affecting the interests of the University.
- b. Membership and Quorum. Tenured and tenure track faculty are eligible for election immediately upon their University appointment. Non-tenure track full time faculty are members of the Faculty Assembly and are eligible for election after one year. Fifty one percent of the elected members of the Faculty Senate constitute a quorum.
- c. Presiding Officer. An elected President or the President's designate will preside over the regular and special meetings of the Faculty Senate and convene the Faculty Senate Executive Committee.
- d. Bylaws. The Faculty Senate shall have the power to adopt and amend bylaws governing its composition, organization, and procedures in manner consistent with University Statutes. The bylaws may provide for such standing and special committees as may be needed.

2. FACULTY ASSEMBLY

- a. Functions. The Faculty Assembly shall meet and deliberate upon matters of general University interest, including all teaching and research activities, and campus life. It may also make recommendations and pass resolutions on particular issues referred to it by the President, the Provost, the Board of Trustees, or the Faculty Senate. On its own initiative it may submit recommendations and resolutions to the Board of Trustees, transmitted through the President or Provost, on any matter affecting the interests of the University.
- b. Membership and Quorum. The membership of the University Faculty Assembly consists of all regular full-time faculty members in tenure and non-tenure track positions. This includes faculty who hold the titles of

Professor, Associate Professor, or Assistant Professor (each including Clinical, of Instruction, of Practice, in Residence), who are members of the Librarian Faculty, or Research Faculty, as well as administrators with a faculty appointment within the University in one of the titles or memberships listed above. Ten percent of the members of the Faculty Assembly shall constitute a quorum. While the Faculty Senate is the elected, representative body of the faculty, when the Faculty Assembly is convened with a quorum, it becomes the ultimate legislative body of the faculty at Northwestern University.

- c. Presiding Officer. The University President or the President's designate shall preside over the meetings of the University Faculty Assembly and cast a deciding vote in case of a tie. The Faculty Senate President, in consultation with the University President or the President's designate, shall establish its agenda. The University President or the President's designate shall represent the Faculty Assembly to the Board of Trustees.
- d. Bylaws. The Faculty Assembly shall have the power to adopt and amend bylaws governing its composition, organization, and procedures in a manner consistent with the University Statutes.

ARTICLE IV COLLEGES AND SCHOOLS

- l. LIST. The Colleges and Schools of the University shall be known as follows:
 - a. Judd A. and Marjorie Weinberg College of Arts and Sciences
 - b. The Graduate School
 - c. The Feinberg School of Medicine
 - d. Northwestern Pritzker School of Law
 - e. Robert R. McCormick School of Engineering and Applied Science of the Technological Institute
 - f. Henry and Leigh Bienen School of Music
 - g. Medill School of Journalism, Media, Integrated Marketing Communications
 - h. School of Communication
 - i. School of Education and Social Policy
 - j. School of Professional Studies

k. J.L. Kellogg School of Management

l. Northwestern University in Qatar

The Board of Trustees may, upon the recommendation of the President, with the knowledge of and after consultation with the appropriate administrative officers of the University, discontinue or combine existing Schools and may establish new Schools.

2. **FACULTIES.** The Faculty of a College or School shall consist of the President, the Provost, the Dean and, except in the cases of The Graduate School, and the School of Professional Studies, all Officers of Instruction who hold the title of Professor, Associate Professor, or Assistant Professor (each including Clinical, Adjunct, of Instruction, of Practice, in Residence, and Visiting); Artist in Residence; or Instructor. Instructors shall be voting members of the faculty if they satisfy the conditions which such faculty may establish but, in any event, they must first have had one year of service as Instructor.
3. **FACULTY OF THE GRADUATE SCHOOL.** The Faculty of The Graduate School shall be drawn from the faculties of Colleges or Schools of the University which have placed the administration of part or all of the graduate work under the control of The Graduate School and, except as provided below, shall be limited to persons who hold tenure or tenure-line appointments, and shall be made up of those persons who clearly demonstrate ability and continuing interest in research and whose academic duties normally involve instruction and supervision of graduate students. In addition, other persons may be appointed to the Faculty of The Graduate School if they hold a faculty appointment in another School, are actively involved in graduate education, and are nominated by a School Dean. The Faculty shall be appointed by the President, after consultation with the Provost, and with the advice of the Dean of The Graduate School. The duties of the Faculty of The Graduate School shall be to approve the various programs of study leading to advanced degrees, to establish regulations governing the conferring of advanced degrees, to recommend candidates for advanced degrees, and to perform such other duties as ordinarily fall to a faculty.
 - a. **Administrative Board.** The President, after consultation with the Provost, and with the advice of the Dean of The Graduate School and in consultation with the Dean of the School concerned, shall appoint from the Faculty of The Graduate School, an Administrative Board, consisting of one representative of each of the three divisions in the College of Arts and Sciences, and one representative from each of the Schools or Colleges which have placed part or all of their graduate work under the control of The Graduate School. The duties of the Administrative Board shall be to act with the Dean to promote and

harmonize the work of The Graduate School. The Board shall review changes to policies and practices of The Graduate School and advise the Dean on their implementation. The Board shall review and vote on changes to The Graduate School curriculum.

4. **FACULTY OF THE SCHOOL OF PROFESSIONAL STUDIES.** The Faculty of the School of Professional Studies shall include the Deans and Chairs of Departments in all Colleges and Schools offering work through the School of Professional Studies, all Officers of Instruction who are voting members in their own faculties and are actively engaged in teaching courses in the School of Professional Studies and all Officers of Instruction who hold the titles of Professor, Associate Professor, Assistant Professor (each including Clinical, Adjunct, of Instruction, of Practice, in Residence, and Visiting); Artist in Residence; or Instructor, appointed specifically to the Faculty of the School of Professional Studies; and others who are engaged in the work of the School of Professional Studies who hold a faculty appointment in another School, and are nominated by that School's Dean. The Faculty shall be appointed by the President, after consultation with the Provost, and with the advice of the Dean of the School of Professional Studies.
5. **POWERS OF FACULTIES.** The faculty of each College or School shall have power:
 - a. Subject to the approval of the Board of Trustees, to determine the requirements for admission to the College or School under its jurisdiction, and to determine the requirements for degrees.
 - b. To prescribe and define the course of study.
 - c. To recommend candidates for Degrees in Course to the Board of Trustees.
 - d. To establish rules and regulations for the discipline of students except insofar as the University Hearing and Appeals System has been granted jurisdiction over cases involving non-academic discipline on the Evanston campus as stated in Article V, Section 1.
 - e. To present a report or petition transmitted through the Provost and the President, on any matter concerning the interests of the College or School.
6. **EXECUTIVE COMMITTEE OF THE FACULTY (School of Medicine; ECOF).** In the School of Medicine, the powers of the faculty, except those with respect to requirements for accreditation by the Liaison Committee on Medical Education (LCME) regarding admission for degrees, routine modifications to the curriculum, or student discipline, which are held, respectively, by faculty on the Admissions Committee, Curriculum Committee, or Student Promotion

Committee, shall be exercised by ECOF. The ECOF shall consist of the Dean of the School of Medicine, Chairs of Departments, and such other members of the Medical Faculty as may be appointed by the Dean in consultation with the Provost.

7. **DEGREES IN COURSE.** Degrees in Course shall be granted by the Board of Trustees only after recommendation of the appropriate faculty. No person shall be advanced to a degree until all fees due to the University have been fully paid. A duplicate diploma shall be issued only on loss of the original diploma proved by affidavit or in other manner satisfactory to the Board of Trustees.
8. **HONORARY DEGREES.** The Faculty Senate, the faculties of the respective Colleges and Schools of the University, Trustees, Officers of Administration, and the Northwestern Alumni Association shall have the right to suggest names of candidates for Honorary Degrees. Such suggestions shall go to the Faculty Senate for its consideration and advice with reference to the conferring of such Degrees, which advice, together with the source of the suggestion and the endorsements considered, shall be forwarded through the President to the Board of Trustees for its final determination.

ARTICLE V STUDENTS

1. STUDENT DISCIPLINE

- a. **Disciplinary Standards.** Students who are not otherwise permanent residents of the State of Illinois are temporary residents thereof. As such, every student is subject to the laws of the State and to ordinances of the cities of Evanston and Chicago. In addition, every student is required to comply with all rules and regulations enacted and published by the University or under delegated authority of the University. A student or student organization found to have violated any of such rules and regulations of the University shall be subject to appropriate disciplinary action as provided below.
- b. **University Hearing and Appeals System.** The University Hearing and Appeals System (UHAS) includes Administrative Hearings, Hearing Panels, Sanctioning Panels, and Appellate Panels, which are comprised by faculty, staff and student panel members. UHAS Hearing Panels resolve allegations of non-sexual misconduct, which may result in separation from Northwestern University for students and student organizations. Sanctioning Panels determine the appropriate sanctions for students and student organizations found responsible for violating the Northwestern's Policy on Sexual Misconduct. Upon request, Appellate Panels review the findings and sanctions associated

with all separation-level student conduct cases. Panel members are selected by the Office of Student Conduct and approved by the Vice President for Student Affairs and the president of the Associated Student Government. Hearing Panels and Sanctioning Panels may assign disciplinary sanctions such as probation, suspension, and expulsion and educational sanctions as appropriate.

- c. Chicago Campus Hearing and Appeals System. While the President may establish a Chicago Campus Hearing and Appeals System, which shall consider cases which may call for discipline of a student or group of students of any School on the Chicago Campus, the school of medicine must use a student disciplinary process accredited by the LCME; this longstanding process follows the procedures of the Student Promotion Committee.
 - d. Hearing Procedures. A student or student organization subject to disciplinary action is afforded notice of the alleged policies of concern and a fair hearing in accordance with procedures outlined in the Northwestern Student Handbook. The parties in all cases resolved through a Hearing Panel may request an appeal on grounds as outlined in the Northwestern Student Handbook. In such circumstances a three-person Appellate Panel will be convened in a timely manner to conduct a paper review the case.
2. FAILURE IN ACADEMIC WORK. Whenever it shall appear that any student is not making satisfactory progress in his or her studies, the student may be excluded by vote of the faculty of the College or School in which the student is enrolled or by a committee or board to which has been delegated this responsibility. The student shall have been formally notified no later than the middle of the term in question that, because of unsatisfactory work in a previous term or terms, he or she is liable to exclusion in the event of unsatisfactory work that term. In the absence of such notification the student shall be granted an opportunity for hearing by the faculty or its committee or board before the student is excluded.
 3. PUBLICATIONS. No student or students shall publish any papers or other publication or production bearing the name of the University, or purporting to issue from it, without permission obtained with the knowledge of the Provost, from the Vice President for Student Affairs, or the Dean of the College or School in which the students are enrolled.

ARTICLE VI INDEMNIFICATION OF EMPLOYEES AND AGENTS

1. The University shall indemnify and hold harmless each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative

(hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was an employee (including an officer, faculty member or other employee) or agent of the University or as such employee is or was serving at the request of the University as a director, officer, employee or agent or in a capacity in which he or she is deemed to be a fiduciary (as defined in the Employee Retirement Income Security Act of 1974) of a corporation or of a partnership, joint venture, trust or other enterprise or entity, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as an employee or agent or in any other capacity while serving as a trustee, director, officer, employee, agent or fiduciary of another enterprise or entity described above, against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes assessed on any person with respect to any employee benefit plan, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith as follows. Notwithstanding anything to the contrary in the foregoing, this indemnification is not intended to, and does not, include internal University proceedings or reviews, whether of an administrative or investigative nature.

2. In any proceeding other than an internal University proceeding or review, a person shall be indemnified except for liabilities arising out of (a) the breach of such person's duty of loyalty to the University, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) a transaction from which such person derived an improper personal benefit. In addition to the foregoing, the University shall have no obligation to indemnify any employee or agent who does not cooperate with appropriate University officials or representatives, including but not limited to counsel for the University, who conduct inquiries, investigations or reviews on behalf of the University, including those in response to a subpoena or other lawfully initiated request for information, and those performed at the behest of the Board of Trustees or management. To the extent that a person has been successful in the defense of any action based upon matters set forth in clauses (a), (b) and (c) above, on the merits or otherwise and has fulfilled the duty of cooperation, he shall be indemnified. In all other cases, with respect to matters described in clauses (a), (b), and (c) above, a person shall, to the fullest extent permitted by law, be indemnified if it is determined that such person acted in good faith and in a manner he or she believed to be in or not opposed to the best interests of the University and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The determination regarding the University's obligation to indemnify any individual pursuant to this Article, including the determination as to whether the individual has met the duty of cooperation, will be made by the University in its sole discretion. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the University and, with respect to any

criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

3. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the University the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred in advance of the final disposition of a proceeding shall be made only upon the condition that such person shall repay to the University all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Article or otherwise.
4. The right to indemnification shall be in addition to any and all rights to which any such person might otherwise be entitled under law, agreement or otherwise and the provisions hereof shall neither impair nor adversely affect such rights. It is the intent that the persons hereby authorized to be indemnified by the University be indemnified as fully and completely as may be allowed under law and under all circumstances and conditions. Such indemnification shall continue as to a person who has ceased to be an Employee of the University or to serve at the request of the University as a director, officer, employee, agent or fiduciary of another enterprise or entity described above and shall inure to the benefit of his or her heirs, executors and administrators.

ARTICLE VII GENERAL PROVISIONS

1. **INTERCOLLEGIATE ATHLETICS.** Intercollegiate athletics shall be under the supervision of a committee of faculty members who are appointed annually by the President, after consultation with the Provost. Rules and regulations enacted by this committee for the proper conduct of intercollegiate athletics shall be subject to the approval of the President.
2. **GENERAL CONTRACTS.** No contract, agreement, promise, banking account, or undertaking in the name of Northwestern University, or purporting to be made for or on behalf of any College, School, department, or agency of Northwestern University, shall be made by any of its officers, agents, servants, or employees, or by any student, faculty or alumni organization, enterprise or association whatever, unless the same shall have been first authorized by the Board of Trustees of the University or a standing committee thereof, these University Statutes, or the Bylaws of the University, or is contained in a delegation of authority approved in accordance with the Bylaws of the University. Any departmental funds collected as fees or fines or for any reason whatsoever shall be administered through the Business Office of the University, and no departmental funds of any nature shall be carried in banking accounts that have not been authorized by the Board of Trustees.

3. AMENDMENT OF UNIVERSITY STATUTES. These University Statutes may be amended or revised at any meeting of the Board of Trustees at which a majority of the Board is present.
4. FORMER STATUTES. All former Statutes are hereby repealed.

As amended through May 17, 2024.