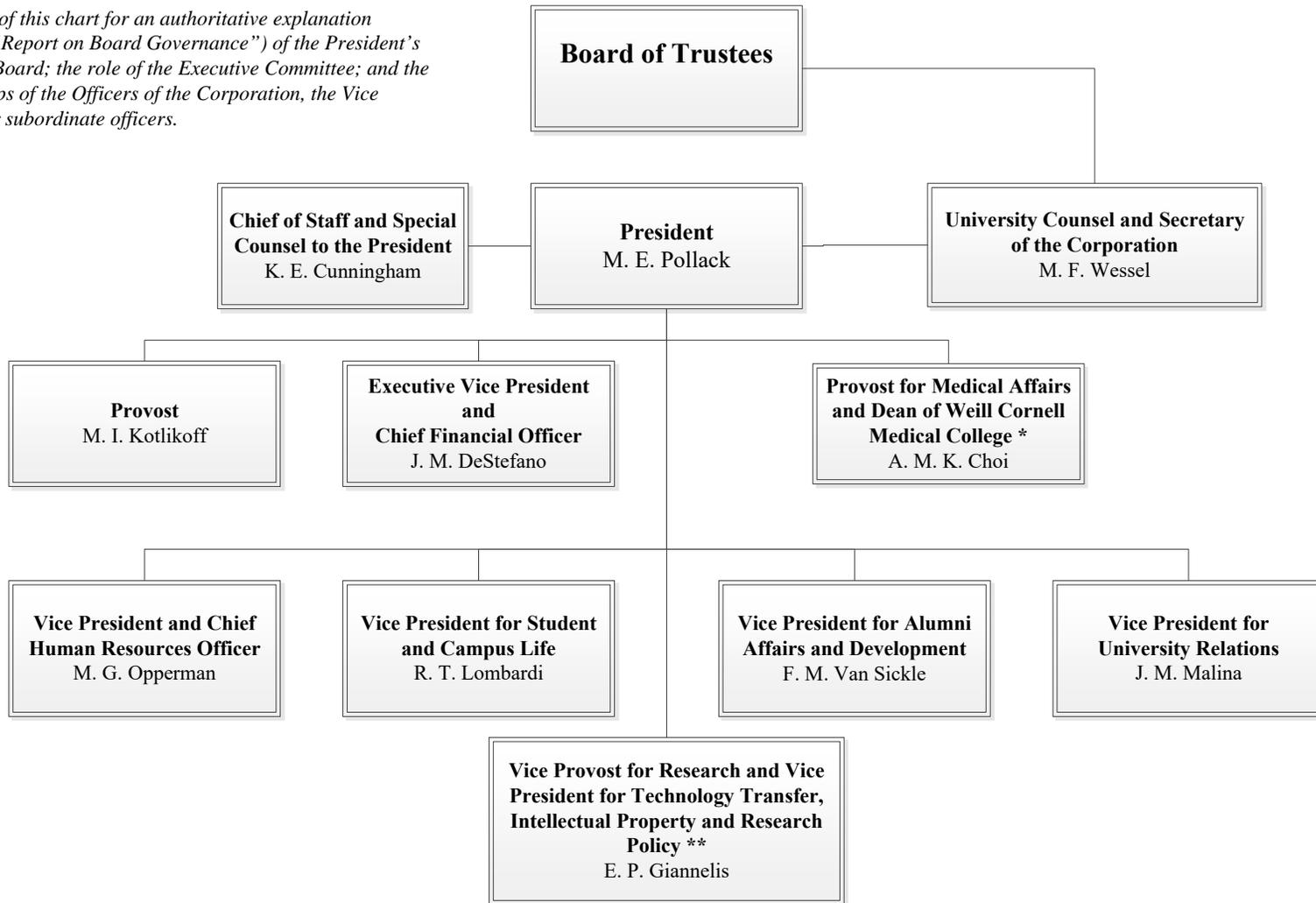


# PRESIDENT

## As of August 14, 2017

*Refer to reverse side of this chart for an authoritative explanation (excerpted from the “Report on Board Governance”) of the President’s responsibility to the Board; the role of the Executive Committee; and the reporting relationships of the Officers of the Corporation, the Vice Presidents, and other subordinate officers.*



\* While subject to the supervision of the President, the Provost for Medical Affairs and Dean of Weill Cornell Medical College also has responsibility to the Board of Overseers, as prescribed by the University Bylaws and Board Resolution: See resolution regarding governance of the Medical College Article I-A(9) & Article II-B-3.

\*\* Reports to the Provost in the capacity of Senior Vice Provost for Research.

Excerpt – Report on Board Governance  
Adopted by Board of Trustees October 2010

Article V of the Bylaws establishes the office of the President and enumerates 13 grants of authority, including (in Section 3) that:

“All University personnel, whether academic or nonacademic, shall be subject to the administrative authority of the President as chief executive and chief educational officer. The President shall define the duties of all officers and other members of the staff whose duties are not prescribed by these Bylaws or by action of the Board of Trustees.”

It further provides (in Section 13) that:

“The President shall have authority to delegate the powers and duties set forth in this Article V to subordinate officers and/or committees or other groups.”

In Articles VI through XII the Board has established and prescribed the duties of other “officers of the corporation” (in addition and subordinate to the President): the Provost, Provost for Medical Affairs, Chief Financial Officer, University Counsel and Secretary of the Corporation; as well as certain other senior management positions: Vice Presidents, Deans, and the University Controller, University Auditor, University Treasurer, and Chief Investment Officer. In harmony with Article V, quoted above, these Articles provide that each of these individuals performs his or her duties “under” or “under the general direction of” the President, and/or shall “report to” the President, directly or via the Chief Financial Officer or other officer designated by the President who does so serve and report. Similarly, the Bylaws provide that all officers, vice presidents and deans are elected by the Executive Committee upon the recommendation of the President, and serve “at the pleasure of the President in consultation with the Board.” The only exception to the foregoing reporting paradigm is the University Counsel, who reports jointly to the President and the Board, and serves subject to the joint judgment of both.

... [T]hese provisions appropriately reflect the proper expectation of the Board that insofar as it has delegated authority to the Administration, that authority -- and the responsibility and accountability to the Board for its prudent exercise -- is concentrated in the University’s President, who serves at the pleasure of the Board. As the President must answer to the Board, so all other officers and senior staff members throughout the University are appointed on the recommendation of, and operate under, discharge duties defined by, report directly or through another such officer to, and serve at the pleasure of the President (or in the case of the University Counsel, the President and the Board).

...Whenever the Administration reports to or recommends action by the Board, or by any Board committee, the Board of Overseers or any other subordinate body, it is the President who is responsible and accountable to the Board, regardless of whether it is the President personally, either of the Provosts, or any other member of the Administration who actually makes the presentation.