

Senate Resolution No. 0809-03R

University at Albany Senate

15 December 2008

Whereas in 2004, consistent with the SUNY Board of Trustees Resolution No. 2004-41, representatives of UAlbany faculty governance and of CNSE administrative and faculty leadership diligently worked to develop standards and regulations that allowed to incorporate the separate faculty governance structure created by the CNSE Faculty Bylaws within the UAlbany-wide faculty governance in the areas of continuing appointment and promotion, curricula, academic standing and appeal, and research; and

Whereas the unified UAlbany faculty governance structure hereby created has been critical in supporting the growth and success of CNSE's graduate academic programs and in advancing new CNSE undergraduate programs, which collectively provide an innovative educational model in support of advancing the science and engineering disciplines of the 21st century; and

Whereas the SUNY Board of Trustees unanimously passed Resolution #10R (*Administrative, Programmatic, and Budgetary Autonomy of the College of Nanoscale Science and Engineering of the University at Albany*) at its meeting on Tuesday, 18 November 2008 (Appendix I); and

Whereas the BOT Resolution, the 17 November 2008 memo from the Interim President (Appendix II), the written understanding from Senior Vice President/CEO Alain Kaloyeros (Appendix III), and the statements from Trustee Linda Sanford (Chair of the Committee on University Research Centers) at the BOT meeting of 18 November 2008 (Appendix V) all explicitly mention that the existing relationships between the CNSE and the University at Albany in faculty appointment, continuing appointment, and promotion, and curricula development and deployment remain unchanged by the BOT Resolution; and

Whereas the BOT Resolution states in the background section that the CNSE faculty will continue to serve as UAlbany faculty, the CNSE student enrollment will continue to be part of the UAlbany overall enrollment plan, and CNSE's academic curricula will continue to be part of the UAlbany instructional portfolio and be developed and advanced through the current UAlbany administrative and faculty governance processes; and

Whereas the November 17, 2008 memo by Interim President George Philip to Senate Chair John Delano and the Senate Executive Committee states that all CNSE faculty are appointed by the President of the University at Albany, based on the recommendation of the Senior Vice President/CEO of CNSE; and

Whereas an informative and productive conversation occurred among Interim President George Philip, Senior Vice President/CEO Alain Kaloyeros, and members of the Senate Executive Committee at its meeting on 1 December 2008, at which time it was further clarified that the UAlbany President would be the final campus authority and sign off on appointment, tenure, and promotion of CNSE faculty, and that said CNSE curricula will continue to be developed and advanced through the current UAlbany administrative and faculty governance processes, including sign off by the University President prior to submission to SUNY (Appendix IV); and

Whereas, based on the discussion referred to in the preceding paragraph, no further issues within the purview of University governance were discovered, as reflected in the committee's minutes

of that meeting (Appendix IV), and there have been no ensuing calls for further review of the BOT Resolution from members of the Senate Executive Committee;

Be it resolved that the University at Albany Senate endorses the November 18, 2008 BOT Resolution that grants CNSE increased autonomy without any changes to the current UAlbany administrative and faculty governance processes as they apply to the existing relationships between the CNSE and the University at Albany in faculty appointment, continuing appointment, and promotion, and curricula development and deployment; and further

Be it resolved that the University at Albany Senate reaffirms its support of the unified governance structure of the University at Albany as it will continue to provide a cohesive structure to support collegially the important work of all colleges and schools.

Appendix I: BOT Resolution #10R (as referred to as “Revised #10”)

Appendix II: President George Philip’s memo of 17 November 2008

Appendix III: CNSE Talking Points and Q&A

Appendix IV: Minutes of SEC meeting on 1 December 2008 (when approved by the SEC)

Appendix V: Excerpted comments by Trustee Linda Sanford at BOT meeting on 18 November 2008

Appendix I

REVISED #10

M E M O R A N D U M

November 18, 2008

TO: Members of the Board of Trustees

FROM: Dr. John B. Clark, Interim Chancellor

SUBJECT: Administrative, Programmatic, and Budgetary Autonomy of the College of Nanoscale Science and Engineering of the University at Albany

I recommend that the Board of Trustees adopt the following resolution:

Whereas the natural evolution of disciplined human exploration has led to the emergence of nanotechnology as the primary enabler for discovery, innovation, and education in science and engineering in the 21st century; and

Whereas the importance of nanoscale science and engineering know-how to the national and international research and educational agendas is best captured in the multi-billion dollar National Nanotechnology Initiative (“NNI”), signed into law by the U.S. President in 2004, which proclaims nanotechnology as “leading to the next industrial revolution”; and

Whereas by Resolution No. 2004-41, adopted April 20, 2004, the Board of Trustees established the College of Nanoscale Science and Engineering (“CNSE”) as a separate academic unit within the University at Albany (“UAlbany”) headed by a Vice President who serves as its chief administrative officer reporting directly to the President of the University; and

Whereas through Resolution No. 2004-41 the Board of Trustees has tasked CNSE with an overarching mission to “enable the discovery and dissemination of fundamental knowledge in the emerging interdisciplinary fields of nanotechnology and provide the citizens of New York with a comprehensive education of the highest quality”; and

Whereas CNSE has successfully established itself as a world-class leader in the global nanotechnology driven knowledge economy of the 21st century owing to multi-billion dollar strategic investments that cover the entire spectrum of nanoscale science and nanoscale engineering innovation and education programs, including research and development, workforce development and education, product prototyping and commercialization, and economic outreach and business promotion; and

Whereas CNSE has further demonstrated its global role as an enabler of the discovery and dissemination of fundamental knowledge in the emerging interdisciplinary fields of nanoscience, nanoengineering, nanoeconomics, and nanobioscience, leading to the successful implementation of its overarching objective of providing the citizens of New York State with a scholarly innovation and education resource of the highest quality; and

Whereas the success of CNSE is attributed to a critical extent to its distinctive administrative structure and operational blueprint that combines academic freedom to promote creativity and discovery and fiscal responsibility to drive entrepreneurship and accountability, including interdisciplinary faculty constellations that act as think tanks for cross-disciplinary innovations in education and research, and a management paradigm that rewards scholarly achievements, entrepreneurship, outreach to business and industry, and timely delivery of scientific and technological solutions, all within the established metrics of research, teaching, and service; and

Whereas CNSE has been tasked with a business development and economic outreach mission to establish and retain across the State of New York the critical mass of intellectual and physical resources and capabilities including clusters of technical and engineering units from equipment, materials, and component suppliers, research and development teams, and manufacturing groups necessary to ensure optimum execution of nanotechnology-enabled research and manufacturing programs, leading to the creation and retention of high-paying, high-technology jobs and ensuring maximum return on investment for the State of New York; and

Whereas CNSE has been additionally tasked with a state-wide workforce development and educational outreach mission that aims to assemble and deploy the critical intellectual and physical resources necessary to support appropriate educational institutions and not-for-profit organizations in the creation of the complete instructional continuum from K-12, through certificate level skills training, and two- and four-year curricula, leading to the full array of nanotechnology-enabled degree granting programs; and

Whereas CNSE is required to expand and broaden its critical mass of intellectual know how and state-of-the-art infrastructure to continue advancing its mission as a public-private, vertically integrated, global multiplex for the conversion of long-term prospective nanotechnology-enabled innovations into real business opportunities and revenue-generating programs within its technically aggressive and fiscally competitive nanotechnology development and deployment environment; and

Whereas in view of its universally recognized regional, State-wide, national, and global research, education, and economic outreach initiatives, CNSE has recently developed and the UAlbany President has approved a restructuring of its management and administrative platforms, and a realignment of the titles and associated designations of its executives to

more accurately reflect their increased duties and responsibilities, and better position them to be on par with their counterparts within the global corporate partners, federal agencies, national laboratories, research universities, and private business collaborators--including the promotion of Professor Alain E. Kaloyeros to CNSE Senior Vice President and Chief Executive Officer; now, therefore, be it

Resolved that the Board of Trustees hereby confirms the appointment of Professor Alain E. Kaloyeros as CNSE Senior Vice President (“SVP”) and Chief Executive Officer (“CEO”) and further assigns him, in addition to his current UAlbany-wide duties, obligations, privileges, and responsibilities, full administrative, academic, and fiscal authority over CNSE’s internal management and operations, and those pertaining to the mission of CNSE as a state-wide educational, research, and economic outreach resource--said obligations, duties, and responsibilities being fully comparable and equal to the authority exercised by a SUNY President in the administration of an assigned campus, including the authority to exercise said obligations, duties, and responsibilities in coordination with, where appropriate, such SUNY and UAlbany administrative offices as may be necessary or appropriate, and in accordance with the laws, rules, regulations and policies of the State of New York, SUNY and UAlbany, the provisions of any applicable collective bargaining agreement between the State of New York and any public employee union and the Bylaws and Charter of the CNSE Faculty Council; and be it further

Resolved that the Board of Trustees vests in the CNSE SVP and CEO, as part of said duties, responsibilities, and obligations, the budgetary and fiscal authority on behalf of CNSE including, but not limited to, the management and oversight of the development, implementation, and administration of the CNSE annual budget, plans and requests; and the authority to develop and submit to SUNY the CNSE annual operations budget request and to SUNY and the State University Construction Fund (“SUCF”) the CNSE capital construction plan and budget request, separately and independently from UAlbany’s annual operations budget request and capital construction plan and budget request, in consultation with the SUNY Provost and Vice Chancellor for Finance and Business, as necessary; and be it further

Resolved, that in his capacity as CNSE SVP and CEO, Professor Alain E. Kaloyeros shall report to the Chancellor and the Board of Trustees, and the SUNY Chancellor shall hereby develop and issue a formal letter of appointment to Professor Kaloyeros outlining the specific administrative, academic, and fiscal obligations, duties, and responsibilities to be exercised by him in full compliance with this resolution; and be it further

Resolved that the Board of Trustees reasserts the UAlbany-wide duties, obligations, privileges, and responsibilities to be exercised by Professor Kaloyeros in his role as Vice President and Special Advisor to the President for University-wide Economic Innovation and Outreach. In his capacity as Vice President and Special Advisor to the UAlbany President for University-wide Economic Innovation and Outreach, Professor Kaloyeros will continue

to report to the UAlbany President and, with the exception of his appointment as a member of the UAlbany faculty, serves, in that capacity, at the pleasure of the UAlbany President.

Background

In response to the rapid changes and emerging needs in the research and instructional landscapes, the UAlbany President recommended and in April 2004 the Board of Trustees by resolution unanimously approved the creation of the College of Nanoscale Science and Engineering (CNSE) as a separate UAlbany academic unit headed by a Vice President reporting directly to the UAlbany President.

The action by the Board of Trustees was followed by an open dialogue and extensive collaborative process between the UAlbany University Senate and CNSE faculty that affirmed an overarching and mutual commitment to a unified UAlbany faculty governance structure, and established the standards for the various degrees of autonomous CNSE faculty governance in the areas of graduate curricula, academic standing and appeal, continuing appointment and promotion, and research. The resulting CNSE Faculty Bylaws and CNSE Faculty Council Charter were endorsed by the UAlbany University Senate and CNSE Faculty Council in December 2004, and approved by the UAlbany President.

A key aspect of the CNSE mission is to assemble and deploy the critical mass of vertically and horizontally integrated industry-university-government consortia and public-private partnerships to convert enabling nanotechnology innovations and atomic scale scientific breakthroughs into real business opportunities and revenue-generating ventures within a technically aggressive and fiscally leveraged technology development and deployment environment. As such, CNSE is serving as a global resource for comprehensive R&D and prototyping of the highest caliber, leading to the discovery and dissemination of fundamental knowledge concepts and new frontier scientific principles in the emerging interdisciplinary fields of nanotechnology. In so doing, this multiplex of higher learning is providing the impetus needed to attract high-tech industry to locate, relocate, and expand in the State of New York by affording them access to world-class intellectual assets, state-of-the-art-facilities, and highly-skilled, highly-educated workforce in next generation scientific disciplines--all essential prerequisites for high-technology companies to compete successfully in the global knowledge-driven economy of the 21st century.

The success of the CNSE business model is perhaps best documented by the scope and resources of its CNSE Albany NanoTech "Megaplex"--the most advanced R&D resource of its kind at any university in the world. \$4.5B in public and private investments have created a 450,000-square-foot infrastructure that houses a fully-integrated, 300mm wafer, nanochip pilot prototyping and demonstration line within 65,000 square feet of Class 1 capable cleanrooms. A major expansion currently underway will increase the size of the CNSE Albany NanoTech Megaplex to 850,000 square feet with 85,000 square feet of class 1 cleanrooms.

The CNSE success to-date would have been impossible without the autonomous management platform and separate operational blueprint that are at the core of CNSE.

More importantly, CNSE is currently preparing to launch the next phase of its strategic plan and associated implementation blueprint, including critical expansions and major additions in its educational programs, research partnerships, global economic outreach and, as a result, its national and international academic, technological, and business standings. As part of the next phase of the CNSE strategic plan, CNSE is being tasked with a business development and economic outreach mission to establish and retain across the State of New York the critical mass of intellectual and physical resources and capabilities including clusters of technical and engineering units from equipment, materials, and component suppliers, research and development teams, and manufacturing groups necessary to ensure optimum execution of nanotechnology-enabled research and manufacturing programs, leading to the creation and retention of high-paying, high-technology jobs and ensuring maximum return on investment for the State of New York. In addition, CNSE is being tasked with a state-wide workforce development and educational outreach mission that aims to assemble and deploy the critical intellectual and physical resources necessary to support appropriate educational institutions and not-for-profit organizations in the creation of the complete instructional continuum from K-12, through certificate level skills training, and two- and four-year curricula, leading to the full array of nanotechnology-enabled degree granting programs and opportunities.

The success of the next phase of the CNSE implementation roadmap requires restructuring of its current management and administrative functions to enable expanded flexibility and further autonomy within the UAlbany administrative structure to enable it to quickly and effectively respond to the ever evolving R&D and educational landscape at the regional, State, national, and international levels.

Within this modified CNSE autonomy model, all terms and conditions of the current agreements between the UAlbany University Senate and CNSE Faculty Council, as set forth in the provisions of the CNSE Faculty Council Bylaws and Charter and UAlbany University Senate Resolution 0405-01R, will remain in full force and effect, including all provisions governing CNSE faculty promotion and continuing appointment and academic curricula development. The CNSE faculty will continue to serve as UAlbany faculty, the CNSE student enrollment will continue to be part of the UAlbany overall enrollment plan, and CNSE's academic curricula will continue to be part of the UAlbany instructional portfolio and be developed and advanced through the current UAlbany administrative and faculty governance processes.

Appendix II

MEMORANDUM

TO: John Delano, Chair, UAlbany University Senate

FROM: George Philip, Interim President

SUBJECT: Board of Trustees Resolution for Expanded Administrative and Management Autonomy of the College of Nanoscale Science and Engineering

DATE: November 17, 2008

At their upcoming November 18, 2008 meeting, the Board of Trustees (BOT) of the State University of New York, is expected to act on a resolution concerning the College of Nanoscale Science and Engineering (CNSE) of the University at Albany, SUNY. The resolution provides CNSE with additional administrative autonomy and management flexibility to better respond to the demands of the rapidly changing, 21st century educational, research, technology and business landscape, while still maintaining it as an integral academic unit within UAlbany.

The BOT resolution represents the next logical step in advancing and improving the currently autonomous platform of the CNSE, building on its unparalleled success. The BOT resolution underscores that "the CNSE faculty will continue to serve as UAlbany faculty, the CNSE student enrollment will continue to be part of the UAlbany overall enrollment plan, and the CNSE's academic curricula will continue to be part of the UAlbany instructional portfolio and be developed and advanced through the current UAlbany administrative and faculty governance processes."

Further, all CNSE faculty are appointed by the President of the University at Albany, based on the recommendation of the head of the College.

The resolution should have no impact on the academic side of CNSE as an integral unit of the University at Albany. Nevertheless, it is important that we engage in fruitful and productive discussions concerning the resolution and its potential benefits to the campus - in accordance with governance procedures for consultation. This would be similar to the dialogue initiated by Interim President John Ryan following the BOT 2004 resolution establishing CNSE.

To this end, I have asked Senior Vice President Kaloyeros, and he agreed to join me in accepting your invitation to attend the Senate Executive Committee meeting on December 1, 2008 to begin the process.

It is also important to state at the outset that even in models of distributed and autonomous governance, SUNY-wide policies govern the campus even though the structure of decision-making may vary by college/school.

If I can be of further assistance, do not hesitate to call on me.

**SUNY BOT Resolution Regarding the UAlbany CNSE Administrative and Fiscal Autonomy
Talking points and Q&A
Provided by UAlbany CNSE--December 1, 2008**

CNSE BOT Resolution

- The CNSE success to-date would have been impossible without its autonomous management platform and separate operational blueprint that are currently at the core of the CNSE administrative paradigm within the University at Albany (UAlbany) organizational structure.
- The autonomous structure of CNSE has been a critical element in harnessing its unique and globally recognized intellectual and physical assets to support educational and research excellence and unprecedented economic growth across New York State. The modified CNSE autonomy structure is an essential ingredient in providing its global corporate and academic partners with the steady leadership, long-standing stability, and highest level steadiness that are necessary to ensure the continuation and expansion of their multi-billion dollar educational, technological, and economic investments, independently from any transition or change within SUNY.
- The modified CNSE administrative structure was developed jointly and collaboratively by the leadership of CNSE, UAlbany, and SUNY to provide CNSE with additional autonomy and flexibility to better respond to the demands of the rapidly changing, 21st century educational, research, technology and business landscape, while maintaining its stature as an academic unit within UAlbany.
- The modified administrative governance structure is in many ways similar to that of a medical school or law school. It will essentially streamline decision-making, enabling CNSE to further enhance its pioneering educational curriculum--helping to prepare future generations of New Yorkers to compete in the "innovation economy" of the 21st century--while also responding rapidly to the critical industry roadmap of its global corporate partners, accelerating the pathway from cutting-edge research and development innovations to commercial applications in a wide variety of industries
- This proposal represents the next logical step in advancing and improving the currently autonomous platform of the CNSE, building on its unparalleled success to further cement the global leadership of CNSE and New York State in nanotechnology education, research and economic impact.
- CNSE will continue to act as an integral academic unit within UAlbany. Its faculty will continue to serve as UAlbany faculty; its student enrollment will continue to be part of the UAlbany overall enrollment plan; and its curricula and educational programs will continue to be part of the UAlbany instructional portfolio.
- All provisions of any applicable collective bargaining agreement between the State of New York and any public employee union will continue to apply unchanged and in full force.
- All provisions of the current CNSE Faculty Bylaws and Faculty Council Charter, as endorsed by the University at Albany University Senate, will continue to apply unchanged and in full force--including all present agreements and resolutions pertaining to those specific areas of CNSE faculty autonomy and overall conformation to a unified faculty governance structure of UAlbany.
- The financial terms and conditions of the current CNSE autonomy model will continue to apply unchanged and in full force, as approved and endorsed by the UAlbany leadership since the inception of CNSE in 2004. Under these terms and conditions, the CNSE will continue to share a significant portion of its SUNY Base Allocation Process (BAP) research match with UAlbany and will continue

to make UAlbany whole in terms of Research Foundation financial assessments and reimbursement of costs incurred in supporting the CNSE operations. The only change under the modified autonomy model is procedural, wherein CNSE would directly receive its funding allocations from SUNY and the RF, then provides UAlbany with its financial share. This change ensures complete fiscal transparency and budgetary clarity between the UAlbany and CNSE allocations, and protects UAlbany from any added costs associated with any potential delays in funding allocations.

Talking Points

1) Why is SUNY making these changes?

The modified CNSE administrative structure was developed jointly and collaboratively by the leadership of CNSE, UAlbany, and SUNY to provide CNSE with additional autonomy and flexibility to more effectively respond to the demands of the rapidly changing, 21st century educational, research, technology and business landscape, while maintaining its stature as an academic unit within UAlbany. This modified administrative governance structure is in many ways similar to that of a medical school or law school. As such, the CNSE modified autonomy structure is an essential ingredient in providing its global corporate and academic partners with the steady leadership, long-standing stability, and highest level steadiness that are necessary to ensure the continuation and expansion of their multi-billion dollar educational, technological, and economic investments, independently from any transition or change within SUNY.

More specifically, the changes build on the current CNSE autonomy structure within UAlbany to allow CNSE to serve its state-wide business development and economic outreach mission to establish and retain across the State of New York the critical mass of intellectual and physical resources necessary to ensure optimum execution of nanotechnology-enabled research and manufacturing programs, leading to the creation and retention of high-paying, high-technology jobs and ensuring maximum return on investment for the State of New York. It will also equip CNSE with expanded flexibility within the UAlbany administrative structure to enable it to quickly and effectively implement a state-wide workforce development and educational outreach mission that aims to assemble and deploy the critical intellectual and physical resources necessary to support appropriate educational institutions and not-for-profit organizations in the creation of the complete instructional continuum from K-12, through certificate level skills training, and two- and four-year curricula, leading to the full array of nanotechnology-enabled degree granting programs.

2) What are, in a nutshell, the changes in structure of the CNSE?

The CNSE was originally founded in April 2004 in response to the rapid changes and evolving needs in the educational and research landscapes brought on by the emergence of nanotechnology, described by the National Nanotechnology Initiative as “leading to the next Industrial Revolution.” At that time, the UAlbany President recommended, and the SUNY Board of Trustees unanimously approved, the creation of CNSE as a separate UAlbany academic unit headed by a vice president reporting directly to the UAlbany President.

The modified CNSE structure consists of vesting in the CNSE Senior Vice President (SVP) and Chief Executive Officer (CEO) the administrative and fiscal authority over CNSE’s internal management and operations, and those pertaining to the mission of CNSE as a state-wide educational, research, and economic outreach resource. In this capacity, the CNSE SVP and CEO will report directly to the SUNY Chancellor and SUNY board of Trustees, and will manage and oversee the development, implementation, and administration of the CNSE annual budget, plans and requests.

This change represents the next logical step for CNSE as it undertakes a state-wide educational and economic outreach mission. CNSE already has an autonomous structure, and the proposed changes build on its current platform, with the position of CNSE Senior Vice President and Chief Executive Officer reporting directly to the Chancellor and the SUNY Board of Trustees in all matters related to the internal management and operations of CNSE, as well as its state-wide economic and educational programs.

3) How would the changes in CNSE's structure affect its standing within UAlbany?

CNSE will continue to act as an integral academic unit within UAlbany. Its faculty will continue to serve as UAlbany faculty; its student enrollment will continue to be part of the UAlbany overall enrollment plan; and its curricula and educational programs will continue to be part of the UAlbany instructional portfolio. All provisions of any applicable collective bargaining agreement between the State of New York and any public employee union will continue to apply unchanged and in full force, as well as all provisions of the current CNSE Faculty Bylaws and Faculty Council Charter, as endorsed by the University at Albany University Senate, will continue to apply unchanged and in full force--including all present agreements and resolutions pertaining to those specific areas of CNSE faculty autonomy and overall conformation to a unified faculty governance structure of UAlbany. The CNSE SVP and CEO will continue reporting to the UAlbany President as Vice President and Special Advisor to the President for Economic Innovation and Outreach.

5) Why report to the chancellor and the board and not the campus president?

The proposed change in reporting structure provides a critical number of strategic and operational benefits that include the following objectives: (i) elevate the overall mission and strategic blueprint of CNSE as a global research and educational resources to the highest levels within SUNY, a necessary step in leveraging the intellectual resources, state-of-the-art infrastructure, corporate partners network, and Federal and private funding channels of CNSE to advance a state-wide nanotechnology economic and educational outreach initiatives; (ii) streamline the operational model of such a large, complex organization and provide for faster decision-making that is vital in a rapidly-changing, global environment of the nanotechnology-enabled knowledge economy of the 21st century; (iii) equip CNSE with the necessary flexibility to move quickly and responsively in alignment with state-wide corporate technology roadmaps and business development strategies; (iv) provide the steady leadership, long-standing stability, and highest level steadiness that are necessary to ensure the continuation and expansion of the multi-billion dollar educational, technological, and economic investments by the CNSE global corporate and academic partners with, particularly in times of transition and change within SUNY.

6) How does this new structure benefit the Albany campus?

The increased CNSE autonomy will provide the Albany campus with all the benefits associated with the reputation and standing of CNSE, including its intellectual resources, state-of-the-art infrastructure, corporate partners network, and Federal and private funding channels to advance UAlbany-wide educational and research initiatives, while ensuring complete fiscal transparency and budgetary clarity between UAlbany and CNSE. In addition, Professor Kaloyeros will continue to report to the UAlbany President in his role as Vice President and Special Advisor to the President for University-wide Economic Innovation and Outreach and, as such, CNSE will continue its current investments into funding joint research and educational programs with the rest of the UAlbany campus.

7) Will Professor Kaloyeros receive additional compensation for these additional responsibilities?

Professor Kaloyeros will not be receiving any additional compensation in his new capacity.

Appendix IV

2008-2009 University Senate Executive Committee December 1, 2008 John Delano, Chair

MINUTES

Present: Henryk Baran, Richard Collier, John Delano, Nicholas Farenkopf, Reed Hoyt, Laurence Kranich, William Lanford, Eric Lifshin, Carolyn MacDonald, George Philip, Susan Phillips, Lawrence Raffalovich, Michael Range, Joan Savitt, Lawrence Schell, Malcolm Sherman, Daniel Smith, Daniel Truchan

Guests: Alain Kaloyeros, Candace Merbler

The meeting convened at 3:32 pm.

PRESIDENT'S REPORT BY GEORGE PHILIP **Part 1: Board of Trustees Resolution**

This portion of the President's Report was devoted to a conversation with Interim President George Philip and Senior Vice President/CEO Alain Kaloyeros dealing with the SUNY Board of Trustees Resolution (*Administrative, Programmatic, and Budgetary Autonomy of the College of Nanoscale Science and Engineering of the University at Albany*) that was passed unanimously by the SUNY Board of Trustees on Tuesday, November 18. (Attachment 1)

Senate Chair John Delano began the conversation by reading aloud the following brief excerpts bearing on the Board of Trustees Resolution #10R as a preamble to his question:

Excerpt from November 17th Memo by Interim President George Philip

"Further, all CNSE faculty are appointed by the President of the University at Albany, based on the recommendation of the head of the College."

"The resolution should have no impact on the academic side of CNSE as an integral unit of the University at Albany. Nevertheless, it is important that we engage in fruitful and productive discussions concerning the resolution and its potential benefits to the campus – in accordance with governance procedures for consultation."

Excerpt from 'Background' section of Board of Trustees Resolution #10R

"Within this modified CNSE autonomy model, all terms and conditions of the current agreements between the UAlbany University Senate and CNSE Faculty Council, as set forth in the provisions of the CNSE Faculty Council Bylaws and Charter and UAlbany University Senate Resolution 0405-01R, will remain in full force and effect, including all provisions governing CNSE faculty promotion and continuing appointment and academic curricula development. The CNSE faculty will continue to serve as UAlbany faculty, the CNSE student enrollment will continue to be part of the UAlbany overall enrollment plan, and CNSE's academic curricula will continue to be part of the UAlbany instructional portfolio and be developed and advanced through the current UAlbany administrative and faculty governance processes."

Excerpted comments by SUNY Trustee Linda Sanford, Chair of the Committee on University Research Centers, during introduction of Resolution #10R at the Board of Trustees meeting on Tuesday, November 18th. (Minutes 84:45 – 86:40 on webcast)

“The Committee considered a resolution to increase the autonomy for the College of Nanoscale Science and Engineering (CNSE) as it relates to the business of nanotechnology. ... provides administrative and fiscal authority over CNSE’s operations ... This new paradigm will allow the CNSE to be more responsive in meeting and enhancing the business opportunities of that College. It represents a model, I believe, of how SUNY can expand its private and public relationships and partnership opportunities to bring in more-and-more new investments and new jobs. It is also important to note that the academic issues related to CNSE will continue to be handled through the umbrella of the campus, so we’re not recommending any change on the academic side. This will include faculty tenure, promotions, approval of new courses, and also approval of new programs.”

Chair Delano’s question was the following: Would I be correct in interpreting these three excerpts as meaning that the Board of Trustees resolution brings increased autonomy to the Senior Vice President and Chief Executive Officer of CNSE in the business and fiscal aspects of that College without affecting the existing academic arrangements between CNSE and UAlbany?

Senior Vice President/CEO Alain Kaloyeros responded, “Yes”. He read a portion of President Philip’s memo of November 17 to Chair Delano which states that “CNSE’s academic curricula will continue to be part of the UAlbany instructional portfolio”. He also read from the memo Interim President Philip’s statement that “Further, all CNSE faculty are appointed by the President of the University at Albany, based on the recommendation of the head of the College.” Senior Vice President/CEO Alain Kaloyeros also read the following excerpt from the Board of Trustees Resolution “Whereas in view of its universally recognized regional, State-wide, national, and global research, education, and economic outreach initiatives, CNSE has recently developed and the UAlbany President has approved a restructuring of its management and administrative platforms,” and proceeded to emphasize the words “management” and “administrative.” He finally read the following additional excerpt from the Board of Trustees Resolution “the Board of Trustees hereby confirms the appointment of Professor Alain E. Kaloyeros as CNSE Senior Vice President (“SVP”) and Chief Executive Officer (“CEO”) and further assigns him, in addition to his current UAlbany-wide duties, obligations, privileges, and responsibilities, full administrative, academic, and fiscal authority over CNSE’s internal management and operations” and emphasized the word “internal.”

Senior Vice President Kaloyeros confirmed that the curriculum would go through a shared review process in which curricula are the responsibility of faculty and that the UAlbany President performs one layer of sign off. Dr. Kaloyeros distributed a document entitled ‘*Talking points and Q&A*’ (Attachment 2) concerning the Board of Trustees Resolution.

UUP President Candace Merbler, who is also a member of the Governance Council, had been invited by Chair Delano to attend the SEC meeting and asked the following question: With the provisions of your new dual reporting nature, including reporting directly to the Chancellor on the business side of CNSE, what assurances do we have that the provisions of the UUP Agreement – specifically Articles 30, 31, and 33 will not be abrogated? Dr. Kaloyeros responded that the BOT Resolution states no protections or processes agreed to through collective bargaining will be abridged or otherwise affected and CNSE faculty will continue to have the same appellate rights to the Chancellor.

CERS Chair Carolyn MacDonald inquired about what the implications would be for budget. Dr. Kaloyeros replied that the new model is for CNSE to receive its share of the state and Research Foundation funding directly from SUNY and the Research Foundation and in turn pays the University for any obligations and cost, instead of the current model where the University receives the CNSE allocation from SUNY and the Research Foundation then pays CNSE. CNSE would continue to share the same proportion of its allocation of the BAP formula

research match with the University, in accordance with the agreement with the University President developed since 2004. However, separating it into a direct payment to CNSE would benefit the University as it would mitigate possible effects of caps in the formula. He indicated that any potential disagreements about the cost expended by the University in supporting CNSE operations or potential conflicts in proposed budgets would be mediated by SUNY. The resolution would provide CNSE the opportunity to reach out and do business without being constricted by internal issues and allow CNSE to control its finances with the University. Under the new model, the University would also be held whole financially and would not be fiscally exposed due to delays in receipt of allocations from SUNY or the Research Foundation.

Senate Vice-Chair Michael Range stated that he had no problems with granting full autonomy under SUNY to the business / economic development side of CNSE. Such autonomy would, in essence, be nothing new, since it would reestablish the equivalent of the independence that was enjoyed years ago by Albany NanoTech, Inc. Dr. Kaloyeros clarified that ANT was a not-for-profit corporation, while under the current structure the CNSE business side is subject to SUNY and other NYS regulations. Dr. Range then raised a question relating to curriculum, and faculty tenure and promotion under the new administrative structure. He cited his letter of November 29, 2008 to the SEC, specifically Item IV "Where do we go from here?" Vice-Chair Range asked that it be clarified that the final authority of the UAlbany President as it applies to faculty in Interim President Philip's 11/17 memo, would extend to tenure and promotion as well. Dr. Kaloyeros responded that the process for faculty appointment, tenure, and promotion would continue as it is today. The UAlbany President would continue to have the final campus sign off on faculty appointments, tenure, and promotion, based on a recommendation from the CNSE Senior Vice President, and then forward the cases to the Chancellor. Vice-Chair Range asked that it be clarified that academic curricula in CNSE will be referred to the UAlbany President. Dr. Kaloyeros responded that the development and review of CNSE curricula will continue to be part of the UAlbany instructional portfolio and be developed and advanced through the current UAlbany administrative and faculty governance processes, with the President having the final campus sign off prior to submission to SUNY. Vice-Chair Range thanked Dr. Kaloyeros for these clarifications. He further stated that, for his part, the concerns shared by him and other colleagues regarding these matters were hereby addressed, and that he supported the intent of the BOT Resolution, as clarified in the various additional statements that are referenced.

<u>Appendix V</u>

Excerpted comments by SUNY Trustee Linda Sanford, Chair of the Committee on University Research Centers, during introduction of Resolution #10R at the Board of Trustees meeting on Tuesday, November 18, 2008. (Minutes 84:45 – 86:40 on webcast)

“The Committee considered a resolution to increase the autonomy for the College of Nanoscale Science and Engineering (CNSE) as it relates to the business of nanotechnology. ... provides administrative and fiscal authority over CNSE’s operations ... This new paradigm will allow the CNSE to be more responsive in meeting and enhancing the business opportunities of that College. It represents a model, I believe, of how SUNY can expand its private and public relationships and partnership opportunities to bring in more-and-more new investments and new jobs. It is also important to note that the academic issues related to CNSE will continue to be handled through the umbrella of the campus, so we’re not recommending any change on the academic side. This will include faculty tenure, promotions, approval of new courses, and also approval of new programs.”