

# THE INSTITUTE FOR ADVANCED STUDY

PRINCETON, NEW JERSEY 08540

Telephone-609-924-4400

SCHOOL OF NATURAL SCIENCES

November 29, 1973

Memo to: Faculty - Trustees Committee on Governance

From: S. Adler

I am enclosing an alternative proposal for a system of outside Committees, which incorporates some of the other ideas which have been circulated.

# THE INSTITUTE FOR ADVANCED STUDY

PRINCETON, NEW JERSEY 08540

Telephone-609-924-4400

SCHOOL OF NATURAL SCIENCES

November 29, 1973

I. Each School shall have an outside Standing Committee of five members appointed for overlapping five year terms. The Committee members shall be chosen by the School in consultation with the Director and the Board of Trustees. The Standing Committee will have three functions: (1) To be available to the School for consultations about School policies and appointments. (2) To convene every few years in Princeton as a Visiting Committee and to report on its findings to the Trustees. (3) To arbitrate disputed appointments, as set forth below.

II. In the case of appointments to established schools, there shall be a presumption that each School is the best judge of the suitability of appointments it proposes, and therefore a full Faculty vote on proposed appointments will not be held as a matter of course. However, it is understood that grave and persistent doubts about the suitability of a proposed appointment may lead to the request for a full Faculty vote. Should the nominating School and Director wish to recommend an appointment in the face of a negative majority, the following procedure shall be followed:

(1) A seven member Committee shall be appointed to advise the Trustees on whether the proposed appointment should be made. The Committee shall consist of the five members of the Standing Committee of the School in question, plus two additional members chosen by the full Faculty.

(2) If this Committee recommends against the appointment, the

-2-

Trustees undertake to reject the nomination. If the Committee favors the appointment or is divided, final decision shall be taken by the Trustees, with due deliberation, based on all materials placed before the Board by the nominating School, the Director, faculty members in other Schools and the outside Committee.

III. The Director may request the advice of an outside Committee constituted as above in the face of a sharply divided full Faculty vote, even if there is not a negative majority.

Proposal for a System of Outside Committees  
to Pass on Academic Appointments

I wish to propose the following procedure for making future academic appointments to established schools:

- (1) For each established school an outside committee of distinguished experts should be created, communicating with the Trustees through the corresponding Academic Trustee on the Board.
- (2) The committee for each school would pass on the academic merits of appointments proposed by that school, and every few years would assemble as a visiting committee to examine overall questions of school policy and research direction.
- (3) For purposes of information, dossiers on nominees for Professorships would continue to be circulated to all of the Faculty, and any comments on a proposed nomination would be welcomed by the outside committee. There would, however, be no provision for a full Faculty vote.

Obviously the above proposal is just a sketch, with many important details yet to be specified. I believe, however, that the general framework outlined above offers the best chance for maintaining high standards of academic quality, while avoiding the bitter clashes within the Faculty that have paralyzed the Institute on more than one occasion in the past.

*L. Adler*

THE INSTITUTE FOR ADVANCED STUDY  
PRINCETON, NEW JERSEY 08540

SCHOOL OF MATHEMATICS

November 8, 1973

To the joint Trustee-Faculty Committee on Governance

Dear committee members:

The following is a suggestion for an arbitration procedure, in case some future nomination to a Professorship is disputed.

Recommended Compromise Procedure. If the Director, at some future time, shall forward a Professorial nomination to the Board of Trustees in spite of a negative Faculty vote, then the following steps shall be followed. The Faculty members opposed to the appointment shall immediately elect a committee to meet with the Director and an appropriate committee of the Board of Trustees, attempting to resolve the dispute. If no resolution seems possible, then a group of outside experts, at least half chosen by the Faculty Committee, shall be asked to advise the Board of Trustees on the proposed appointment. No final decision shall be made by the Board of Trustees until the report of this outside committee has been received.

Comments: Obviously the circumstances described above would be traumatic ones, so it is very important to agree in advance on some machinery for handling such a dispute. I suggest this compromise reluctantly, because I believe that a negative Faculty vote should be binding on the Director. One alternative which has been suggested - not permitting the Faculty to vote at all on a disputed appointment - seems totally unreasonable. The Faculty must not abdicate its responsibility of maintaining a general oversight over appointments.

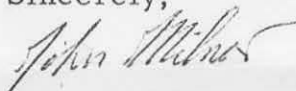
The two most disturbing features of the events last January to many Faculty members were the abrupt nullification of a decision procedure which we thought had been agreed upon; and the speed with which the Board of Trustees overruled the Faculty and terminated debate. Of course a certain amount of speed is necessary in such circumstances. The procedure outlined above would permit appropriately rapid action, and yet allow both sides of the dispute to receive a fair hearing.

2 - Joint Trustee-Faculty Committee on Governance  
November 8, 1973

In making this suggestion, I do not mean to suggest a return to the procedure of a Faculty vote on all Professorial nominations. The practice followed in recent years (circulating material on the candidate and permitting Faculty members to submit criticism or to call for a meeting if they choose) has worked very well. It would be a mistake to make any change, at this time, in the one aspect of our system which has worked smoothly.

These remarks of course should not apply to the next two appointments in Social Science, where different ground rules have already been agreed upon.

Sincerely,

  
John W. Milnor

Mrs. Hanna Gray, Messrs. Howard C. Petersen, Robert M. Solow,  
Donald B. Straus, Stephen Adler, Clifford Geertz, James F. Gilliam,  
and Atle Selberg

cc: The Director and members of the Faculty

100

THE INSTITUTE FOR ADVANCED STUDY

PRINCETON, NEW JERSEY 08540

SCHOOL OF NATURAL SCIENCES

November 15, 1973

Dear Mrs. Gray and Messrs. Petersen, Solow and Strauss:

Enclosed is a statement proposing a system of outside committees for passing on future academic appointments at the Institute, a revision of item V of last year's list of 6 points, and, to follow up Professor Selberg's remarks, some suggested revisions of 'Responsibilities of the Faculty...' which I believe could satisfy the desire of our school for the autonomy of established schools in academic matters.

Sincerely yours,

Stephen L. Adler

SLA:sm

encs.

cc: Faculty Members of the Committee on Governance

DRAFT

Revisions to "Responsibilities..."

In 6 (2): Replace "This may involve discussions... Faculty" by

"However, a meeting of the full Faculty may be called to consider objections only under either of the following two circumstances:

- (1) The vote of the nominating school is less than unanimous,\* or
- (2) The objections to be considered involve aspects of the appointment other than that of the academic judgement of the proposing school."

*vote  
verum  
mostly -  
mostly  
still  
unful*

In 14 (1): At the end of paragraph add: "An appointment within an existing school involving a substantially new ~~area~~ <sup>subject</sup> of research, but which would not have financial implications beyond the support of about half a dozen temporary members in the area in question, and/or modest computer, equipment or library requirements shall not be considered a major academic innovation."

*within the area of the school as broadly defined*

In 14 (2): At end of paragraph add: "The provision for a mandatory one year delay may be applied only once to each issue deemed to be a major innovation."

*\* not conf. abstention*

*1976, 18 prefer the to Outside Com form*



DRAFT

V. When the Director is a Professor, he shall not vote as a Professor in a School or in the whole Faculty while serving as Director. He may attend a meeting of any School on the invitation of that School, as extended through its Executive Officer, and may attend all Faculty meetings, including those convened on Faculty initiative. [These rules are designed solely to minimize conflicts of function which may arise when a Professor also serves as Director, and do not constitute a precedent for depriving a Faculty member of normal Faculty prerogatives in any other circumstance.]

→ *amend:*

↑  
Other conflict of  
interest situations  
may also require a  
Professor to abstain

reword

THE INSTITUTE FOR ADVANCED STUDY  
PRINCETON, NEW JERSEY 08540

COMMITTEE ON GOVERNANCE  
of the  
Board of Trustees

Friday September 28, 1973

Carl Kaysen

FACULTY

(by age)

	<u>Date of Birth</u>	<u>Appointment</u>	<u>Retirement</u>
SCHOOL OF HISTORICAL STUDIES			
Kennan, George	2-16-04	1956	1974
Cherniss, Harold	3-11-04	1948	1974
Meiss, Millard	3-25-04	1958	1974
Gilbert, Felix	5-21-05	1962	1975
Thompson, Homer	9-7-06	1947	1977
Setton, Kenneth	6-17-14	1968	1984
Gilliam, Frank	3-14-15	1965	1985
Clagett, Marshall	1-23-16	1964	1986
White, Morton	2-29-17	1970	1987
Habicht, Christian	2-23-26	1973	1996
Lavin, Irving	12-14-27	1973	1998
Elliott, John H.	6-23-30	1973	2000
SCHOOL OF MATHEMATICS			
Gödel, Kurt	4-28-06	1953	1976
Weil, André	5-6-06	1958	1976
Whitney, Hassler	3-23-07	1952	1977
Montgomery, Deane	9-2-09	1951	1980
Selberg, Atle	6-14-17	1951	1987
Borel, Armand	5-21-23	1957	1993
Harish-Chandra	10-11-23	1963	1994
Milnor, John	2-20-31	1970	2001
Langlands, Robert P.	10-6-36	1972	2007
SCHOOL OF NATURAL SCIENCES			
Dyson, Freeman	12-15-23	1953	1994
Rosenbluth, Marshall	2-5-27	1967	1997
Regge, Tullio	7-11-31	1965	2002
Bahcall, John	12-30-34	1971	2005
Dashen, Roger	5-5-38	1969	2008
Adler, Stephen L.	11-30-39	1969	2010
SCHOOL OF SOCIAL SCIENCES			
Geertz, Clifford	8-23-26	1970	1997
Kaysen, Carl	3-5-20	1966	1990

September, 1973

## THE INSTITUTE FOR ADVANCED STUDY

PRINCETON, NEW JERSEY 08540

To the Faculty:

The Board has now heard a report of the Committee which the Chairman constituted to discuss further with the Faculty the questions arising out of the appointment of Professor Bellah. That Committee has talked with all the members of the Faculty who wished to be heard. It had one meeting with a large group of Faculty members, several meetings with smaller groups, and with individual members of the Faculty. In addition, the Committee has received letters both from those Faculty members who have appeared before it and from others. We have all received many letters on both sides from the academic world outside the Institute.

After much discussion and full consideration, the Committee under Mr. Dilworth's chairmanship (consisting of Mrs. Gray, Messrs. Forrestal, Segal, Solow, Straus) has recommended two steps as essential for a resolution of the conflict that has arisen. First is a procedure for dealing with the immediate future of the Program in Social Sciences. Second is a recognition that unresolved differences of view on the governance of the Institute cannot be allowed to persist without further examination with all who share in the responsibility for governance.

In our judgment, the attached document which the Dilworth Committee drafted after hearing the views of all members of the Faculty with whom they communicated, and those of the Director, meets these needs. The first of its six points makes clear that the Faculty and the Board share the same view of the fundamental purpose of the Institute. The second and third deal with the immediate question of how to go forward with the Institute's new venture in the Social Sciences. The procedure set forth in these two points has been widely discussed and agreed to in substance by nearly all those we have consulted. The fourth provides a mechanism for a reconsideration of the fundamental problems of governance, and the

fifth and sixth deal with specific matters of governance which the Board agrees should be settled now in advance of the work of the committee. With respect to the difficult question presented by the Board's having overridden a negative vote of the Faculty, on an appointment, the Board anticipates that the Faculty-Trustee Committee on governance will be able to devise procedures which will preclude this situation from arising again.

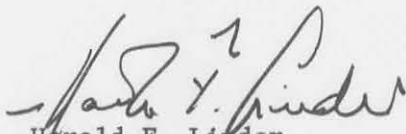
The Board believes that the conflict of the last several months has deep roots in the history of the Institute, but recognizes that its immediate occasion was the procedure by which Robert Bellah was invited to a professorship in the Program in Social Sciences. Serious dissatisfaction with this procedure by more than half the Faculty has led to a variety of harmful consequences. The first was the airing of the whole dispute in the public press, including an unauthorized leaking of confidential evaluations of Bellah's work. The Board deplores this action which has caused unjustifiable pain to Professor Bellah and done the reputation of the Institute no good.

The same dissatisfaction has led to a request for an evaluation of the Director's tenure, carrying with it a strong expression of a lack of confidence in him by that part of the Faculty. Everything we have heard from the Faculty orally or in writing has led us to conclude that the central feature of that assertion has been his and our procedure in respect to the Bellah appointment. Though Bellah has now withdrawn his acceptance of the appointment, the sharp conflicts it occasioned remain. We reject the view that the appointment procedure justifies a lack of confidence in the fitness of the Director, and his suitability for his post. Rather, we affirm our confidence in him and our recognition of his achievements as Director, which include initiating the Program in Social Sciences, securing of new funding for it, assisting the revivification of the School of Natural Sciences, increasing the funds available to support visiting members, thus making possible a greater diversification of membership in the School of

-3-

Historical Studies, and organizing the necessary expansion of the Institute's physical facilities. We have invited him to serve for at least another five years and trust that he will accept that invitation.

In our view the future health of the Institute depends on a conscientious effort by all concerned to use with good will the instruments provided in the attached document to resolve the underlying difficulties which have been revealed in the past six months.



Harold F. Linder

## Appendix

- I. The Trustees reaffirm the dedication of the Institute to the pursuit of excellence in fundamental research.
- II. The Trustees shall designate a School of Social Science in accordance with Article VI of the By-Laws at the April, 1973 meeting.
- III. The next two appointments in the School of Social Science shall be made according to the following procedure:

The School is eager to receive suggestions from any source -- and to give special consideration to the views of the Committee of Review described immediately below. Candidates for nomination by the School will be submitted to the scrutiny of a Committee of Review composed of one member from each School of the Institute, selected by that School. No nomination will be made against the recommendation of the Committee of Review. The School will forward a candidate acceptable to the Committee of Review to the Faculty for a vote. The Trustees undertake that an appointment will not be made against the majority vote of the Faculty.

- IV. There shall be a Faculty-Trustee Committee convened to examine the rules of governance of the Institute. The Trustees will invite each School to nominate one member to this Committee. The Trustees will designate an equal number of their own representatives of whom one will be chairman. The Director shall not formally be a member, but he shall be present at any meeting at the invitation of the Chairman.
- V. When the Director is a Professor, as is now the case, he shall not sit or vote as a Professor in a School or in the whole Faculty while serving as Director.
- VI. The Board of Trustees undertakes to have among its number four academic members corresponding to the disciplines represented in the present four Schools but not any member of the Faculty of the Institute.

STATEMENT TO THE PRESS - FOR RELEASE SUNDAY A.M. - April 29, 1973

For comment call: Mr. J. R. Dilworth  
212-247-3700  
609-924-2120

The Trustee Committee chaired by Mr. Dilworth tried, in the course of general meetings and through numerous private discussions with a Faculty Committee led by Professor Borel, to develop a mutually acceptable set of procedures for restoring the administrative tranquillity of the Institute so necessary to its scholarly mission, and for reviewing and strengthening the system of governance to enable continued development in both the old Schools and the new.

We almost succeeded. Agreement was reached on virtually all procedural steps likely to be needed in the foreseeable future. There was agreement on procedures for making the next two appointments in the School of Social Science; agreement that the Board of Trustees would have among its members four academic members whose competence falls within the disciplines represented in the present four Schools but who are not themselves members of the Institute; agreement for the establishment of a Faculty-Trustee Committee to examine the rules of governance of the Institute; agreement on the role of the Director in relation to this Committee; and a strong reaffirmation of the dedication of the Institute to the pursuit of excellence in fundamental research. On the matter of Faculty appointment procedure in general, the Board looks to the Faculty-Trustee Committee on Governance to devise procedures which will preclude any future repetition of a situation in which the Board would feel it must override a negative vote of the Faculty.



The issue on which there was no agreement was the demand by the Borel Committee that the Director be removed. The Trustees have refused to bow to this demand--not out of a sense of loyalty to the Director, although there was that in full measure--but because of a record of substantial accomplishment that far outweighed the allegations on which the Borel Committee pinned its case.

We have been informed by the Borel Committee, in a letter of April 23, 1973, that "any satisfactory arrangement will, in our opinion, require that the present Director relinquish his office, and our group expects this to happen within the coming academic year." We would be willing to continue discussions indefinitely on virtually all matters in an effort to reach a reasonable meeting of minds. But since the issue of having to sacrifice the Director appears to be the price for agreement, or even for continued discussions, we are reluctantly forced to conclude that there can be no agreement with the position of the Borel Committee.

We have been warned that our refusal to dismiss the Director may result in the resignation of some outstanding Professors. We hope there will be no resignations, but if there are, we are confident that they will be few and that, under the Director's leadership and the reputation of the Faculty, the Institute will be able to recruit comparably distinguished scholars, and that the Institute will continue its role as one of the world's great centers of advanced research.

After a long effort to reach a modus vivendi with the Borel Committee, the Trustees and Director will now redirect their energies back

to the important mission of the Institute, and we invite all  
the Faculty and the academic community to join us in this task.  
To that end the Board has appointed four of its members to the  
proposed Faculty-Trustee Committee on Governance, with the  
expectation that this Committee will soon start its deliberations.

### The Responsibilities of the Faculty in the Governance of the Institute

1. The conduct of research and study and the nature and extent of relations with visiting members are matters entirely for each individual Professor.
2. Each Professor has the right to nominate to the Director an academic Assistant. The Director accepts the nomination and exercises responsibility in respect to the financial arrangements. (The terms of Assistants are limited. As a matter of practice in Mathematics and Physics they have not exceeded two years. In the School of Historical Studies initial terms are at most three years, and reappointment is subject to a vote of the School Faculty.)
3. Members in each School are invited on the recommendation or with the approval of the Faculty of that School. Appointments are formally made by the Director, but his responsibilities in practice are limited to matters of budget and other resource allocations--e.g. office and housing space. Most members are invited for one academic year, but practices on reappointment and repeated invitations vary among the several Schools.
4. Visitors, as opposed to members, usually come for less than a full term or during the summer, although exceptionally there are visitors who come for longer periods. In general, visitors are not given stipends and have no claim of right on the resources of the Institute. The practice for inviting visitors differs in the different Schools, but in general it requires the consent of the School Faculty. The distinction between a visitor and a member does not rest entirely on outside resources, but rather on the sense that visitors are not invited in competition, so to speak, with candidates for regular membership. Formal invitation is by the Director.
5. Members with long term appointments, defined as those of more than two years or three terms duration, or renewals of already existing appointments beyond these limits are invited on the nomination of the several Schools, with notification to the whole Faculty to allow them to raise questions. Formal appointment is by the Director.

6. (1) Professors in existing Schools are appointed on the nomination of the School that invites them. Where the nominating vote is less than unanimous, the Director takes the division within the School Faculty into account in deciding whether to accept the nomination. After a School has made a nomination, the supporting materials in the form of bibliography, curriculum vitae, an evaluation of the candidate's work by a member of the nominating School, and supporting letters from outsiders are circulated to every other member of the Faculty. Every Faculty member has the right to raise questions about or objections to the proposed nomination. When no serious unresolved questions exist, the Director presents the nomination to the Board for final approval. In these circumstances, approval is essentially formal since the Board has already been made aware of the intention of the Director to recommend an appointment and has approved the budgetary consequences of that proposal.

(2) Each member of the Faculty outside the nominating School has the opportunity to record in writing his comments on an appointment. Any objections raised by even one member of the Faculty are discussed with the School that makes the nomination. Should substantial objection arise, the Director must make every effort to define the grounds of objection and the views thereon of the nominating School. This may involve discussion of the nomination in a meeting of the Faculty. The nature of the objection, the comments of the nominating School and any discussion and vote in the Faculty will guide the Director in his recommendation to the Board. The Board is always apprised of whatever objection or question there is in the Faculty about a proposed nomination and has before it all the material that is circulated to the members of the Faculty including the vote of the nominating School and any written comments on the appointment by other members of the Faculty and the Minutes and votes of the Faculty meeting should there be one.

(3) The availability of a position for a professorial appointment is a budgetary matter that falls within the Director's responsibility, on which he consults with the School concerned, and when appropriate, with the Faculty as a whole.

7. For professorial appointments in new fields outside the existing Schools, the whole Faculty receives the advice of an ad hoc committee of outside specialists and records its view of the proposed appointment by vote. If the faculty vote is favorable, the usual procedure of nomination by the Director and formal approval by the Board is followed.

When a new field is organized as a School, further appointments follow the regular procedure described in 6 above. The appointment of three Professors in a new area of studies will suffice for the recognition of a new School.

8. The budget of the Institute is primarily the responsibility of the Director and the Trustees. However, the number of Professors determines a major element in the budget of each School. In general, the number of members in each School is dependent in part on the availability of outside funds, in part on the division of the Institute's own resources of money, office space and housing. These constraints have led to a fairly stable relationship among the sizes of the several Schools.

9. The respective libraries are managed by librarians under the guidance of faculty committees--one for the Historical Studies library, one for the Mathematics and Physics library. The faculty member concerned with the Social Sciences Reading Room consults with the Committee for the Historical Studies Library in exercising his responsibilities.

10. Whenever new construction is contemplated, the Director shall consult with the Faculty through a Faculty Architecture Committee in respect to the location, design, and construction of the proposed buildings.

11. There is a Faculty Advisory Committee whose members are selected by each School Faculty. It meets regularly with the Director to discuss the academic business of the Institute and such other matters as seem desirable to them or him.

12. Meetings of the whole Faculty are called when there is business to discuss, on the initiative of either the Director or the members of the Faculty. If fewer than five Faculty members ask for a meeting, the Director may use his own discretion, but in any case a Faculty Meeting shall be called if at least five Faculty members so request. There is at least one regular meeting each year at which the Director reports generally to the Faculty on the state of the Institute.

Meetings of the several School Faculties are held as often as necessary to deal with their business.

13. The Faculty Advisory Committee meets with the Board or its Executive Committee at least once each academic year and more frequently when necessary. Such meetings give the Faculty an opportunity to communicate directly with the Board. When it is useful for a fuller presentation of a particular issue, additional members of the Faculty may be invited by the Advisory Committee to join the meeting.

14. (1) A major academic innovation is one that, in the opinion of the Faculty, either (a) implies a substantial new long-term commitment by the Institute, such as entering into a new area of scientific or scholarly activity which may require the formation of a new School or the radical alteration of an existing School; or (b) changes substantially the operating procedures of the Institute in such a way as to affect the duties and responsibilities of members of the Faculty; e.g. the granting of degrees.

(2) All proposals for major academic innovations shall be discussed and voted on by the Faculty. Should a majority of the Faculty vote against a proposed innovation, no further action on the proposal shall be taken during that academic year. Should the proposal be put forward again in a later academic year, it shall again be presented to the Faculty for discussion and vote before any further steps are taken.

(3) The Faculty shall also have the opportunity to discuss major innovations directly with the Board, through the mechanism of the meeting of the Faculty Advisory Committee with members of the Executive Committee of the Board, to which all Board members are invited, as provided in Rule 13.

(These 14 points were discussed by the Faculty and the Director over the course of two years. The events of last spring have made clear the difficulties arising from the ambiguities in 6 and 7.)



\*15. (DRAFT) When it becomes necessary for the Board to fill the office of Director under Section 3, Article VI, of the By-Laws, the Board will consult with the Faculty. The Board will welcome any nominations the Faculty wishes to offer for the post and will submit for the comments of the Faculty the names of any candidates it is considering seriously. The Board recognizes the Faculty may wish to express a collegiate view on both these matters and is open to receiving one, arrived at by whatever process the Faculty agrees upon. Nothing in the collegial process should inhibit any individual member of the Faculty who desires to do so from expressing his views to the Board.

\*This draft resulted from the discussion at the meeting of the Executive Committee of the Board with the Faculty Advisory Committee and other members of the Faculty on December 2, 1972.

Because of the events of last spring, it has not been fully discussed with the Faculty, although a number of members of the Faculty have expressed their approval of it on the basis of its being a commitment of the Board.

September 28, 1973

CERTIFICATE OF INCORPORATION

and

BY-LAWS\*

of the

INSTITUTE FOR ADVANCED STUDY

\* By-Laws as amended on April 25, 1970



CERTIFICATE OF INCORPORATION

of the

"INSTITUTE FOR ADVANCED STUDY -  
LOUIS BAMBERGER AND MRS. FELIX FULD FOUNDATION"

THIS IS TO CERTIFY that we, the subscribers, desiring to form a corporation pursuant to the provisions of an act entitled, "An Act to incorporate associations not for pecuniary profit," approved April 21, 1898, and the several amendments thereof and supplements thereto, do by this our certificate set forth.

1. The name by which the corporation is to be known in law is "Institute for Advanced Study - Louis Bamberger and Mrs. Felix Fuld Foundation."

2. The purpose for which this corporation is formed is the establishment, at or in the vicinity of Newark, New Jersey, of an institute for advanced study, and for the promotion of knowledge in all fields, and for the training of advanced students and workers for and beyond the degree of Doctor of Philosophy and other professional degrees of equal standing.

3. The business of the corporation is chiefly transacted in this State, but it may have occasion to act outside of the State and/or in other states and foreign countries, in the accomplishment of the purposes for which it is incorporated. The location of the office of the corporation within this State is 602 Centre Street, in the Village of South Orange, in the County of Essex, and the resident agent in charge thereof, upon whom process may be served, is Louis Bamberger.\*

4. The business of the corporation shall be conducted by Trustees, in number not less than twelve nor more than fifteen. The Trustees shall be members of the corporation and they shall be elected by the members in such manner and for such terms of office as the By-Laws may prescribe. Any Trustee ceasing to be a member of the corporation shall thereupon cease to be a Trustee. The names of the Trustees selected for the first year are:

---

\* Since the Certificate of Incorporation, the location of the office of the corporation has been transferred several times, and is now at Fuld Hall, Olden Lane, Princeton, N.J. The resident agent changed from time to time, and in recent years has been the Assistant Secretary to the Board of Trustees, presently Minot C. Morgan, Jr., upon whom process may now be served.

Louis Bamberger, Mrs. Felix Fuld, John R. Hardin, Abraham Flexner, Samuel D. Leidesdorf, Herbert H. Maass, Julius Friedenwald, Florence R. Sabin, Alexis Carrel, Herbert H. Lehman, Frank Aydelotte, Alanson B. Houghton, Lewis H. Weed, Edgar S. Bamberger, and Percy S. Straus.

5. The members of the corporation shall be adult persons, who shall be eligible under the laws of this State to be Trustees of this corporation. The original members are the undersigned incorporators and the additional persons named herein as Trustees for the first year. The members, at any regular or special meeting, may fill vacancies in the membership and may by a majority vote elect additional members. Election to membership shall be plenary proof of qualification for membership.

6. The purposes of the corporation shall include power to buy, sell, lease, and mortgage real and personal property; to improve real estate and erect buildings thereon; to accept gifts, bequests, and devises of real and/or personal property; to make contracts of all kinds, to make, amend, alter, and repeal By-Laws not inconsistent with the laws of this State or of the United States; to make, amend, alter, and repeal rules and regulations for the government of the institute to be established, maintained, and conducted by the corporation, and in respect to the appointment and duties of executive officers and members of the staff and faculty, and in respect to the admission (with and/or without payment of dues or charges) and discipline of the students and workers, and in respect to the granting of diplomas and the awarding of degrees (including honorary degrees); and any and all other powers now or hereafter conferred by law upon corporations organized under the said act entitled "An Act to incorporate associations not for pecuniary profit," and the supplements thereto and amendments thereof, whether conferred by said act or supplements thereto or amendments thereof, or by other acts of the legislature, necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized. Any of the powers of the corporation may be exercised, unless expressly prohibited by law, outside of this State and/or in other states and foreign countries, whenever necessary, convenient, expedient, or appropriate to carry out the purposes for which this corporation is organized.

In appointments to the faculty or staff, or in the admission of students and workers there shall be no discrimination because of race, religion, or sex, and no gifts, bequests, or devises of real and/or personal property shall be accepted, from other sources than from Louis Bamberger and Mrs. Felix Fuld, which shall be conditioned upon the modification of the fundamental purposes for which this corporation is created.

IN WITNESS WHEREOF we have hereto set our hands and seals this 20th day of May, One Thousand Nine Hundred and Thirty.

Signed, Sealed and Delivered in the presence of John R. Hardin, Jr.

Louis Bamberger	(LS)
Mrs. Felix Fuld	(LS)
John R. Hardin	(LS)
Samuel D. Leidesdorf	(LS)
Herbert H. Maass	(LS)

## BY-LAWS

### ARTICLE I

Sec. 1 The institution for higher learning to be established in accordance with the certificate of incorporation of this Corporation shall be located in Princeton, in the State of New Jersey, and shall be known and designated as the "Institute for Advanced Study."

Sec. 2 The Trustees are authorized to erect and equip all necessary buildings and to establish and maintain offices within or without this State as deemed necessary or convenient for the interests of the Corporation.

### ARTICLE II

#### Members of the Corporation

Sec. 1 The annual meeting of the members of the Corporation shall be held on the fourth Friday and Saturday in April in each year.

Sec. 2 Notice of the time and place of all meetings shall be sent by the Secretary to the Members at least two weeks in advance. Such notice shall be in writing and shall set forth the business to be transacted at such meeting. Such notice may be waived in writing at any time prior to the meeting.

Sec. 3 Special meetings of the Members may be called by the Chairman or the President, and by any three Members who shall request the Secretary to send notices to the Members of the time and place of the special meeting at least two weeks in advance.

Sec. 4 A quorum for the transaction of business at any meeting of the Members shall be a majority of their number. Attendance may be in person or by proxy in writing.

Sec. 5 Any meeting may be adjourned from time to time. Such adjournment may be made by a number less than a quorum.

Sec. 6 New Members may be elected by vote of a majority of the Members present at any meeting.

### ARTICLE III

#### Trustees

Sec. 1 The business of the Corporation shall be conducted by a Board of Trustees, of at least fifteen in number, in addition to the Director, and Honorary Trustees.

Sec. 2 The Trustees shall be Members of the Corporation and shall be elected at the annual meeting. At the first annual meeting fifteen Trustees shall be elected. After election the Trustees elected shall be divided by lot into five classes of three each, to serve respectively for the periods of one, two, three, four and five years. All subsequent terms shall be for five years, three Trustees being elected each year. Upon the expiration of his term, if he has then arrived at the age of 70 years, the Trustee shall

### ARTICLE III (CONT'D)

#### Trustees

retire and immediately be eligible for election as an Honorary Trustee or Trustee Emeritus.

Sec. 3 Honorary Trustees or Trustees Emeriti may be elected at the annual meeting of the Corporation for the terms of their respective lives. They may meet with the Board, participate in its deliberations, and serve on committees of the Board, but shall not vote.

Sec. 4 Any vacancy in the Board may be filled by the Board until the next annual meeting of the Members, at which the vacancy shall be filled by election by the Members for the balance of the vacant term.

Sec. 5 The Trustees shall elect the officers of the Corporation.

Sec. 6 The Trustees may establish By-Laws, rules, and regulations for their own government and for conducting the business and affairs of the Corporation.

Sec. 7 The annual meeting of the Board shall be held immediately after the adjournment of the annual meeting of the Members, and another regular meeting of the Trustees shall be held on the second Wednesday in October, in each year.

Sec. 8 Special meetings of the Board may be called by the Chairman at any time of his own motion, and must be called by him at the request of the Director or of any three Trustees.

Sec. 9 Notices of all meetings of the Board shall be sent by the Secretary to the Trustees two weeks in advance of the meeting. Such notice may be waived in writing at any time prior to the meeting.

Sec. 10 A majority of the whole number of voting Trustees shall constitute a quorum for the transaction of business at any meeting.

Sec. 11 At all meetings of the Trustees the order of business shall be as follows:

- (a) Reading of minutes of previous meeting.
- (b) Reports of Standing Committees.
- (c) Reports of Special Committees.
- (d) Report of the Director.
- (e) Unfinished Business.
- (f) New Business.

So far as practicable the Director shall prepare and have sent to each member, with notice of the meeting, a schedule of the matters to be considered at the meeting. This provision shall not prevent the consideration of any matter not on the schedule if otherwise in order.

## ARTICLE IV

### Officers

Sec. 1 The officers of the Corporation shall consist of a President, a Vice-President, a Chairman, a Vice-Chairman, a Treasurer, and a Secretary who need not be a member of the Board. The office of President and of Chairman of the Board may be held by different persons or by the same person, and the office of Vice-President and Vice-Chairman may likewise be held by the same person or by different persons.

Sec. 2 The officers shall be elected by ballot for the period of one year at the annual meeting of the Board of Trustees.

Sec. 3 If any office becomes vacant, it may be filled by election until the next annual meeting of the Board.

Sec. 4 (a) The Chairman shall exercise general supervision over the affairs of the Corporation and at the annual meeting of the Board of Trustees present a report showing the status of the Institute and make such comments and suggestions as appear to him necessary. He shall preside at all meetings of the Board of Trustees, shall execute all formal documents authorized by the Board, or any of its committees, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary, or other person designated by the Board or the Executive Committee for that purpose. In collaboration with the Director he shall consider recommendations for the budget of the next academic year. The Chairman shall be a member ex officio of all standing committees, except the Nominating Committee. He shall appoint all standing and special committees.

(b) The President shall preside at all meetings of Members of the Corporation, shall execute such formal documents as may be authorized by the Board, and shall have authority to affix the seal of the Corporation thereto whenever required and direct its attestation by the Secretary or other person designated by the Board or the Executive Committee for that purpose. The President shall be a member ex officio of all standing committees, except the Nominating Committee.

Sec. 5 (a) The Vice-Chairman shall perform the duties of the Chairman in his absence or disability, and perform such other duties as may be required or directed by the Board or the Executive Committee.

(b) The Vice-President shall perform the duties of the President in his absence or disability, and perform such other duties as may be directed by the Board or the Executive Committee.

Sec. 6 In the absence of the Chairman, the President of the Corporation, shall preside at meetings of the Board of Trustees, and in the absence of both the Chairman and the President, the Vice-Chairman shall preside, or in his absence the Vice-President shall preside.



## ARTICLE IV (CONT'D)

### Officers

Sec. 7 The Treasurer shall be, under the supervision of the Committee on Finance, custodian of the funds of the Corporation, and shall deposit the moneys thereof to the credit of the Corporation in banks or trust companies designated by the Finance Committee. He shall be charged with the responsibility of keeping and supervising books of account of the financial transactions of the Corporation and shall present a detailed report to the Trustees annually and/or at any other time if so directed by the Chairman, or the Executive Committee, or the Board. The Treasurer shall furnish a bond, satisfactory in form, amount, and security to the Finance Committee. The Treasurer shall be ex officio a member of the Corporation and the Board, and he shall also be ex officio a member of the Finance and Budget Committees.

Sec. 8 The Secretary shall send all notices required by these By-Laws and/or directed by the Board of Trustees, the Executive Committee, and/or the Chairman, and/or the President. He shall keep a record in writing of the transactions of the Board, which record shall be open at all time to the inspection of any Trustee. He shall be the custodian of the corporate seal.

Sec. 9 The Board may appoint Assistant Secretary or Secretaries and Assistant Treasurer or Treasurers, and define their duties and authorities, to serve at the pleasure of the Board.

## ARTICLE V

### Committees of the Board of Trustees

Sec. 1 There shall be four Standing Committees:

- (a) An Executive Committee of at least three and not more than five members of the Board of Trustees, in addition to the ex officio members. At any meeting of the Executive Committee four members of the Committee shall constitute a quorum for the transaction of business. All members of the Board of Trustees shall be notified of the time and place of the meetings and may attend and vote at such meetings.
- (b) A Finance Committee of three members in addition to the ex officio members.
- (c) A Budget Committee, of three members in addition to the ex officio members.
- (d) A Nominating Committee, of three members, on the nomination of Trustees and officers. Each of these three members shall serve three years, one member shall be replaced each year, and no member shall be eligible to succeed himself. The senior member of the Committee shall act as Chairman.

## ARTICLE V (CONT'D)

### Committees of the Board of Trustees

Sec. 2 The Executive Committee shall exercise, during the intervals between meetings of the Board, the full powers of the Board of Trustees, but shall not reverse any action taken by the Board. It shall meet at the call of the Chairman or Vice-Chairman and/or at such other times as it may itself determine. It shall have power to appoint sub-committees comprised of any number of Trustees. It shall have power to appoint a Secretary, either from its own number or outside thereof. Minutes of its meetings shall be kept and a copy thereof, when so directed by the Committee, shall be mailed to every member of the Board. Its minutes shall be presented at the stated meetings of the Board and at special meetings when required.

Sec. 3 The Finance Committee shall, with the Treasurer, have the custody, supervision, and care of all property of the Corporation other than buildings and grounds and shall report at each stated meeting of the Board. It shall have charge of the investment, sale and reinvestment of the moneys of the Corporation, making detailed report of its transactions at each stated meeting of the Board, or at any special meeting when requested. It shall make suitable regulations for the safe care of the securities of the Corporation, procure safe deposit boxes, as required, for the use of the Corporation, and determine the conditions of access thereto. It shall have authority, in behalf of the Corporation, to arrange with any bank or trust company or companies for custodial care of securities of the Corporation, to employ investment counsel, and to agree upon the compensation to be paid therefor. Checks on the bank accounts of the Corporation shall be signed in such manner as may be designated from time to time by the Finance Committee.

Sec. 4 The Budget Committee shall be responsible for the preparation and submission of the budget of expenditures proposed for the next academic year to the Board of Trustees at the regular meeting in April.

Sec. 5 The Committee on Nominations shall present to the annual meeting of the Corporation nominations for Trustees to be elected at such meeting, and to the annual meeting of the Trustees, nominations for officers, to be elected at such meetings. Such nominations shall be regarded only as recommendations of the Committee and shall in no wise interfere with the discretion of either the Members of the Corporation or the Trustees in action thereon.

Sec. 6 The Chairman shall have the power to appoint special Committees, comprised of any number of Trustees, from time to time, for special purposes.

## ARTICLE VI

### Director

Sec. 1 The Trustees shall appoint a Director of the Institute, who shall be responsible, under the supervision of the Trustees or the Executive Committee, for the administration and academic work of the Institute, in accordance with its purposes as declared in the certificate of incorporation of the Corporation. The Director shall be a member ex officio of the Corporation and Board of Trustees, and of all committees of the Trustees, except the Nominating Committee. He shall, with the approval of the Board, determine the nature of permanent appointments of professors to the Faculty, including the privileges and the responsibilities of members of the Faculty, and the division of the Faculty into schools for the transaction of their business, and the privileges and responsibilities of academic members of the Institute, both temporary and permanent, and the terms of their appointment. He shall employ the staff, organize the Faculty, and determine, in consultation with the Faculty, the admission of academic members, and exercise general supervision over the Institute in respect to its academic phases. He shall have authority, after consultation with the Faculty, and with the approval of the Board or the Executive Committee, to make appointments to the Faculty for indefinite terms or for limited periods. He shall be responsible for communicating to the Trustees views of the Faculty on all matters affecting the Institute.

Sec. 2 It shall be the duty of the Director to receive from the Faculty recommendations as to its needs and plans for the coming year. These recommendations and recommendations as to the administrative and other needs of the Institute for the coming year shall be considered and amended as may be deemed advisable by the Director and the Chairman of the Board and then submitted to the Budget Committee with power to amend.

Sec. 3 In case of a vacancy in the Directorship a special committee of the Board of Trustees shall be created to consider the appointment of a successor. No action shall be taken for the election of a successor until after the report of such committee has been submitted to the Board of Trustees.

## ARTICLE VII

### Amendment

Sec. 1 These By-Laws may be altered or amended by a majority vote of all the members at the annual or any special meeting of the Members, or by a majority vote of the whole number of Trustees at any meeting of the Board, provided notice of such alteration or amendment is given with the notice of the meeting.



THE INSTITUTE FOR ADVANCED STUDY  
PRINCETON, NEW JERSEY 08540

COMMITTEE ON GOVERNANCE

Friday, September 28, 1973

of the Board of Trustees

FACULTY

(by age)

	<u>Date of Birth</u>	<u>Appointment</u>	<u>Retirement</u>
SCHOOL OF HISTORICAL STUDIES			
Kennan, George	2-16-04	1956	1974
Cherniss, Harold	3-11-04	1948	1974
Meiss, Millard	3-25-04	1958	1974
Gilbert, Felix	5-21-05	1962	1975
Thompson, Homer	9-7-06	1947	1977
Setton, Kenneth	6-17-14	1968	1984
Gilliam, Frank	3-14-15	1965	1985
Clagett, Marshall	1-23-16	1964	1986
White, Morton	2-29-17	1970	1987
Habicht, Christian	2-23-26	1973	1996
Lavin, Irving	12-14-27	1973	1998
Elliott, John H.	6-23-30	1973	2000
SCHOOL OF MATHEMATICS			
Gödel, Kurt	4-28-06	1953	1976
Weil, André	5-6-06	1958	1976
Whitney, Hassler	3-23-07	1952	1977
Montgomery, Deane	9-2-09	1951	1980
Selberg, Atle	6-14-17	1951	1987
Borel, Armand	5-21-23	1957	1993
Harish-Chandra	10-11-23	1963	1994
Milnor, John	2-20-31	1970	2001
Langlands, Robert P.	10-6-36	1972	2007
SCHOOL OF NATURAL SCIENCES			
Dyson, Freeman	12-15-23	1953	1994
Rosenbluth, Marshall	2-5-27	1967	1997
Regge, Tullio	7-11-31	1965	2002
Bahcall, John	12-30-34	1971	2005
Dashen, Roger	5-5-38	1969	2008
Adler, Stephen L.	11-30-39	1969	2010
SCHOOL OF SOCIAL SCIENCES			
Geertz, Clifford	8-23-26	1970	1997
Kaysen, Carl	3-5-20	1966	1990

September, 1973

## THE INSTITUTE FOR ADVANCED STUDY

PRINCETON, NEW JERSEY 08540

To the Faculty:

The Board has now heard a report of the Committee which the Chairman constituted to discuss further with the Faculty the questions arising out of the appointment of Professor Bellah. That Committee has talked with all the members of the Faculty who wished to be heard. It had one meeting with a large group of Faculty members, several meetings with smaller groups, and with individual members of the Faculty. In addition, the Committee has received letters both from those Faculty members who have appeared before it and from others. We have all received many letters on both sides from the academic world outside the Institute.

After much discussion and full consideration, the Committee under Mr. Dilworth's chairmanship (consisting of Mrs. Gray, Messrs. Forrestal, Segal, Solow, Straus) has recommended two steps as essential for a resolution of the conflict that has arisen. First is a procedure for dealing with the immediate future of the Program in Social Sciences. Second is a recognition that unresolved differences of view on the governance of the Institute cannot be allowed to persist without further examination with all who share in the responsibility for governance.

In our judgment, the attached document which the Dilworth Committee drafted after hearing the views of all members of the Faculty with whom they communicated, and those of the Director, meets these needs. The first of its six points makes clear that the Faculty and the Board share the same view of the fundamental purpose of the Institute. The second and third deal with the immediate question of how to go forward with the Institute's new venture in the Social Sciences. The procedure set forth in these two points has been widely discussed and agreed to in substance by nearly all those we have consulted. The fourth provides a mechanism for a reconsideration of the fundamental problems of governance, and the

fifth and sixth deal with specific matters of governance which the Board agrees should be settled now in advance of the work of the committee. With respect to the difficult question presented by the Board's having overridden a negative vote of the Faculty, on an appointment, the Board anticipates that the Faculty-Trustee Committee on governance will be able to devise procedures which will preclude this situation from arising again.

The Board believes that the conflict of the last several months has deep roots in the history of the Institute, but recognizes that its immediate occasion was the procedure by which Robert Bellah was invited to a professorship in the Program in Social Sciences. Serious dissatisfaction with this procedure by more than half the Faculty has led to a variety of harmful consequences. The first was the airing of the whole dispute in the public press, including an unauthorized leaking of confidential evaluations of Bellah's work. The Board deplores this action which has caused unjustifiable pain to Professor Bellah and done the reputation of the Institute no good.

The same dissatisfaction has led to a request for an evaluation of the Director's tenure, carrying with it a strong expression of a lack of confidence in him by that part of the Faculty. Everything we have heard from the Faculty orally or in writing has led us to conclude that the central feature of that assertion has been his and our procedure in respect to the Bellah appointment. Though Bellah has now withdrawn his acceptance of the appointment, the sharp conflicts it occasioned remain. We reject the view that the appointment procedure justifies a lack of confidence in the fitness of the Director, and his suitability for his post. Rather, we affirm our confidence in him and our recognition of his achievements as Director, which include initiating the Program in Social Sciences, securing of new funding for it, assisting the revivification of the School of Natural Sciences, increasing the funds available to support visiting members, thus making possible a greater diversification of membership in the School of

-3-

Historical Studies, and organizing the necessary expansion of the Institute's physical facilities. We have invited him to serve for at least another five years and trust that he will accept that invitation.

In our view the future health of the Institute depends on a conscientious effort by all concerned to use with good will the instruments provided in the attached document to resolve the underlying difficulties which have been revealed in the past six months.



Harold F. Linder

Appendix

- I. The Trustees reaffirm the dedication of the Institute to the pursuit of excellence in fundamental research.
- II. The Trustees shall designate a School of Social Science in accordance with Article VI of the By-Laws at the April, 1973 meeting.
- III. The next two appointments in the School of Social Science shall be made according to the following procedure:

The School is eager to receive suggestions from any source -- and to give special consideration to the views of the Committee of Review described immediately below. Candidates for nomination by the School will be submitted to the scrutiny of a Committee of Review composed of one member from each School of the Institute, selected by that School. No nomination will be made against the recommendation of the Committee of Review. The School will forward a candidate acceptable to the Committee of Review to the Faculty for a vote. The Trustees undertake that an appointment will not be made against the majority vote of the Faculty.

- IV. There shall be a Faculty-Trustee Committee convened to examine the rules of governance of the Institute. The Trustees will invite each School to nominate one member to this Committee. The Trustees will designate an equal number of their own representatives of whom one will be chairman. The Director shall not formally be a member, but he shall be present at any meeting at the invitation of the Chairman.
- V. When the Director is a Professor, as is now the case, he shall not sit or vote as a Professor in a School or in the whole Faculty while serving as Director.
- VI. The Board of Trustees undertakes to have among its number four academic members corresponding to the disciplines represented in the present four Schools but not any member of the Faculty of the Institute.

STATEMENT TO THE PRESS - FOR RELEASE SUNDAY A.M. - April 29, 1973

For comment call: Mr. J. R. Dilworth  
212-247-3700  
609-924-2120

The Trustee Committee chaired by Mr. Dilworth tried, in the course of general meetings and through numerous private discussions with a Faculty Committee led by Professor Borel, to develop a mutually acceptable set of procedures for restoring the administrative tranquillity of the Institute so necessary to its scholarly mission, and for reviewing and strengthening the system of governance to enable continued development in both the old Schools and the new.

We almost succeeded. Agreement was reached on virtually all procedural steps likely to be needed in the foreseeable future. There was agreement on procedures for making the next two appointments in the School of Social Science; agreement that the Board of Trustees would have among its members four academic members whose competence falls within the disciplines represented in the present four Schools but who are not themselves members of the Institute; agreement for the establishment of a Faculty-Trustee Committee to examine the rules of governance of the Institute; agreement on the role of the Director in relation to this Committee; and a strong reaffirmation of the dedication of the Institute to the pursuit of excellence in fundamental research. On the matter of Faculty appointment procedure in general, the Board looks to the Faculty-Trustee Committee on Governance to devise procedures which will preclude any future repetition of a situation in which the Board would feel it must override a negative vote of the Faculty.



The issue on which there was no agreement was the demand by the Borel Committee that the Director be removed. The Trustees have refused to bow to this demand--not out of a sense of loyalty to the Director, although there was that in full measure--but because of a record of substantial accomplishment that far outweighed the allegations on which the Borel Committee pinned its case.

We have been informed by the Borel Committee, in a letter of April 23, 1973, that "any satisfactory arrangement will, in our opinion, require that the present Director relinquish his office, and our group expects this to happen within the coming academic year." We would be willing to continue discussions indefinitely on virtually all matters in an effort to reach a reasonable meeting of minds. But since the issue of having to sacrifice the Director appears to be the price for agreement, or even for continued discussions, we are reluctantly forced to conclude that there can be no agreement with the position of the Borel Committee.

We have been warned that our refusal to dismiss the Director may result in the resignation of some outstanding Professors. We hope there will be no resignations, but if there are, we are confident that they will be few and that, under the Director's leadership and the reputation of the Faculty, the Institute will be able to recruit comparably distinguished scholars, and that the Institute will continue its role as one of the world's great centers of advanced research.

After a long effort to reach a modus vivendi with the Borel Committee, the Trustees and Director will now redirect their energies back



to the important mission of the Institute, and we invite all the Faculty and the academic community to join us in this task. To that end the Board has appointed four of its members to the proposed Faculty-Trustee Committee on Governance, with the expectation that this Committee will soon start its deliberations.

### The Responsibilities of the Faculty in the Governance of the Institute

1. The conduct of research and study and the nature and extent of relations with visiting members are matters entirely for each individual Professor.
2. Each Professor has the right to nominate to the Director an academic Assistant. The Director accepts the nomination and exercises responsibility in respect to the financial arrangements. (The terms of Assistants are limited. As a matter of practice in Mathematics and Physics they have not exceeded two years. In the School of Historical Studies initial terms are at most three years, and reappointment is subject to a vote of the School Faculty.)
3. Members in each School are invited on the recommendation or with the approval of the Faculty of that School. Appointments are formally made by the Director, but his responsibilities in practice are limited to matters of budget and other resource allocations--e.g. office and housing space. Most members are invited for one academic year, but practices on reappointment and repeated invitations vary among the several Schools.
4. Visitors, as opposed to members, usually come for less than a full term or during the summer, although exceptionally there are visitors who come for longer periods. In general, visitors are not given stipends and have no claim of right on the resources of the Institute. The practice for inviting visitors differs in the different Schools, but in general it requires the consent of the School Faculty. The distinction between a visitor and a member does not rest entirely on outside resources, but rather on the sense that visitors are not invited in competition, so to speak, with candidates for regular membership. Formal invitation is by the Director.
5. Members with long term appointments, defined as those of more than two years or three terms duration, or renewals of already existing appointments beyond these limits are invited on the nomination of the several Schools, with notification to the whole Faculty to allow them to raise questions. Formal appointment is by the Director.

6. (1) Professors in existing Schools are appointed on the nomination of the School that invites them. Where the nominating vote is less than unanimous, the Director takes the division within the School Faculty into account in deciding whether to accept the nomination. After a School has made a nomination, the supporting materials in the form of bibliography, curriculum vitae, an evaluation of the candidate's work by a member of the nominating School, and supporting letters from outsiders are circulated to every other member of the Faculty. Every Faculty member has the right to raise questions about or objections to the proposed nomination. When no serious unresolved questions exist, the Director presents the nomination to the Board for final approval. In these circumstances, approval is essentially formal since the Board has already been made aware of the intention of the Director to recommend an appointment and has approved the budgetary consequences of that proposal.

(2) Each member of the Faculty outside the nominating School has the opportunity to record in writing his comments on an appointment. Any objections raised by even one member of the Faculty are discussed with the School that makes the nomination. Should substantial objection arise, the Director must make every effort to define the grounds of objection and the views thereon of the nominating School. This may involve discussion of the nomination in a meeting of the Faculty. The nature of the objection, the comments of the nominating School and any discussion and vote in the Faculty will guide the Director in his recommendation to the Board. The Board is always apprised of whatever objection or question there is in the Faculty about a proposed nomination and has before it all the material that is circulated to the members of the Faculty including the vote of the nominating School and any written comments on the appointment by other members of the Faculty and the Minutes and votes of the Faculty meeting should there be one.

(3) The availability of a position for a professorial appointment is a budgetary matter that falls within the Director's responsibility, on which he consults with the School concerned, and when appropriate, with the Faculty as a whole.

7. For professorial appointments in new fields outside the existing Schools, the whole Faculty receives the advice of an ad hoc committee of outside specialists and records its view of the proposed appointment by vote. If the faculty vote is favorable, the usual procedure of nomination by the Director and formal approval by the Board is followed.

When a new field is organized as a School, further appointments follow the regular procedure described in 6 above. The appointment of three Professors in a new area of studies will suffice for the recognition of a new School.

8. The budget of the Institute is primarily the responsibility of the Director and the Trustees. However, the number of Professors determines a major element in the budget of each School. In general, the number of members in each School is dependent in part on the availability of outside funds, in part on the division of the Institute's own resources of money, office space and housing. These constraints have led to a fairly stable relationship among the sizes of the several Schools.

9. The respective libraries are managed by librarians under the guidance of faculty committees--one for the Historical Studies library, one for the Mathematics and Physics library. The faculty member concerned with the Social Sciences Reading Room consults with the Committee for the Historical Studies Library in exercising his responsibilities.

10. Whenever new construction is contemplated, the Director shall consult with the Faculty through a Faculty Architecture Committee in respect to the location, design, and construction of the proposed buildings.

11. There is a Faculty Advisory Committee whose members are selected by each School Faculty. It meets regularly with the Director to discuss the academic business of the Institute and such other matters as seem desirable to them or him.

12. Meetings of the whole Faculty are called when there is business to discuss, on the initiative of either the Director or the members of the Faculty. If fewer than five Faculty members ask for a meeting, the Director may use his own discretion, but in any case a Faculty Meeting shall be called if at least five Faculty members so request. There is at least one regular meeting each year at which the Director reports generally to the Faculty on the state of the Institute.

Meetings of the several School Faculties are held as often as necessary to deal with their business.

13. The Faculty Advisory Committee meets with the Board or its Executive Committee at least once each academic year and more frequently when necessary. Such meetings give the Faculty an opportunity to communicate directly with the Board. When it is useful for a fuller presentation of a particular issue, additional members of the Faculty may be invited by the Advisory Committee to join the meeting.

14. (1) A major academic innovation is one that, in the opinion of the Faculty, either (a) implies a substantial new long-term commitment by the Institute, such as entering into a new area of scientific or scholarly activity which may require the formation of a new School or the radical alteration of an existing School; or (b) changes substantially the operating procedures of the Institute in such a way as to affect the duties and responsibilities of members of the Faculty; e.g. the granting of degrees.

(2) All proposals for major academic innovations shall be discussed and voted on by the Faculty. Should a majority of the Faculty vote against a proposed innovation, no further action on the proposal shall be taken during that academic year. Should the proposal be put forward again in a later academic year, it shall again be presented to the Faculty for discussion and vote before any further steps are taken.

(3) The Faculty shall also have the opportunity to discuss major innovations directly with the Board, through the mechanism of the meeting of the Faculty Advisory Committee with members of the Executive Committee of the Board, to which all Board members are invited, as provided in Rule 13.

(These 14 points were discussed by the Faculty and the Director over the course of two years. The events of last spring have made clear the difficulties arising from the ambiguities in 6 and 7.)

\*15. (DRAFT) When it becomes necessary for the Board to fill the office of Director under Section 3, Article VI, of the By-Laws, the Board will consult with the Faculty. The Board will welcome any nominations the Faculty wishes to offer for the post and will submit for the comments of the Faculty the names of any candidates it is considering seriously. The Board recognizes the Faculty may wish to express a collegiate view on both these matters and is open to receiving one, arrived at by whatever process the Faculty agrees upon. Nothing in the collegial process should inhibit any individual member of the Faculty who desires to do so from expressing his views to the Board.

\*This draft resulted from the discussion at the meeting of the Executive Committee of the Board with the Faculty Advisory Committee and other members of the Faculty on December 2, 1972.

Because of the events of last spring, it has not been fully discussed with the Faculty, although a number of members of the Faculty have expressed their approval of it on the basis of its being a commitment of the Board.

September 28, 1973