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# Minutes for Vanderbilt University Faculty Senate October 8 Meeting

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## Call to Order

A special meeting of Vanderbilt Faculty Senate was held at the Vanderbilt University Jean and Alexander Heard Library Lawn Tent on Thursday October 8, 2020 at 4:10 pm and was presided over by Chair Catherine McTamaneay, with Vice Chair Ben Harris as secretary.

## Attendees

Voting members in attendance: included Adam Anderson, Celia Applegate, Carolyn Audet, Brian Bachmann, James Booth, Elizabeth Catania, Leena Choi, Mario Crucini, Noel Enyedy, Lourdes Estrada, Brian Fitzpatrick, Philippe Fauchet, Debra Friedman, Katherine Friedman, Chris Guthrie, Ben Harris, Graham Hemingway, Susie Leming-Lee, David Lewis, Christopher Lind, William Luis, Mark Magnuson, Catherine McTamaneay, Ryan Middagh, Jami Miller, Vicky Morgan, Julia Phillippi, Marcy Singer-Gabella, Emilie Townes, Saralyn Williams, and Eli Zimmerman.

Ex-officio in attendance: Ann Price

Guests in attendance: Stacey McCarty and Jessica Brotherson.

Members not in attendance: were Sari Acra, Victor Anderson, Daniel Barocas, Leon Bellan, Dietmar Bisch, Karen Bloch, Brett Byram, Lola Chambless, Wonder Drake, Elsa Filosa, Leonard Folgarait, Eric Grogan, Katherine Hartmann, Brian Heuser, Jim Hudnut-Beumler, Dawn Iacobucci, Lutz Koepnick, Robert Miller, Josh Murray, Abby Parish, Lynn Ramey, Joe Rodgers, Sandra Rosenthal, Florence Sanchez, Berk Sensoy, Tracy Sharply-Whiting, Lijun Song, Rebecca Swan, Greg Walker, Yesha Yadav, Jeffrey Balsler, Camilla Benbow, Frank Candelaria, John Geer, Eric Johnson, Larry Marnett, Linda Norman and Bunmi Olatunji.

Roll Call was done for attendance with 31 voting Senators present.

Quorum as specified in the Faculty Senate Constitution (revised 4/5/2019) Article II.B.1. was met with the recorded attendance of 31 voting members of the Faculty Senate.

Chair noted that the Faculty Senate Constitution was last revised in April 2018 and Faculty Senate Rules of Order in 2019. The Constitution also serves as the Bylaws for both the Faculty Assembly and Faculty Senate. Article I. Section A. explains that:

*Voting membership of the Faculty Assembly consists of the full-time members of the Faculties of the several Schools who hold the rank of Instructor or above (which includes administrative officers who hold Faculty appointments). Part-time members of the Faculties having full status with partial load are voting members of the Faculty Assembly. [1974]*

## Motion

The Rules of Order in Section 3 D. 1 and 2, state that Motions to be brought to the floor of the Faculty Senate must be given to the Executive Committee 14 days in advance and then must be published to the entire Faculty Senate membership at least 7 days in advance. For the motion that will come before the Faculty Senate today, these notice requirements were met on September 24, 2020 and October 1, 2020.

Chair McTamaneý noted that the Vanderbilt University Faculty Senate Constitution and Faculty Senate’s Rules of Order (ROO) never contemplated doing business in sessions of the Faculty Senate conducted by electronic means. ROO informs us that in order to legitimately conduct business by electronic means, our Bylaws (Constitution) and the Senate’s Rules of Order must be amended to include this provision. For this reason, the Faculty Senate gathered.

The motion as circulated and as printed stated:

- Whereas, The Vanderbilt University’s Faculty Senate Constitution and the Faculty Senate’s Rules of Order have been revised on numerous occasions; and
- Whereas, the Constitution as revised on 4/5/2018 and the Rules of Order as revised on 10/11/2019 are the governing documents for the University’s Faculty Assembly and Faculty Senate; and
- Whereas, Article I, The Faculty Assembly, Section B. of the Constitution [revised on 4/5/2018] states: “The Faculty Assembly shall meet at least once during each academic year, . . . It may be called into additional sessions by the Chancellor, or by the Faculty Senate, or upon the written petition of any sixty voting members of the Faculty Assembly, and
- Whereas, Article II, The Faculty Senate, Section B. Organization of the Constitution [revised on 4/5/2018] states: “The Senate shall meet at least four times each year. . . .” and may from time to time be called into special sessions as authorized by Article II. Section B. 4., and
- Whereas, Article II, The Executive Committee, Section D, of the Constitution [revised on 4/5/2018] meets at the discretion of the Chair of the Faculty Senate, and
- Whereas Article II, The Consultative Committee, Section E of the Constitution [revised on 4/5/2018] meets at the request of the Chancellor “or upon request of a majority of the Committee, or by direction of the Senate” and
- Whereas, the Faculty Senate’s Rules of Order Article I. Authority [revised on 10/11/2019] states, “. . . Except as otherwise provided in these rules, the transaction of Senate business shall proceed according to the current edition of Robert’s Rules of Order (Newly Revised),” and
- Whereas, the current edition of Robert’s Rules of Order (Newly Revised) is the 12th edition, and states in 9:30, **Extension of Parliamentary Law to Electronic Meetings**, “Except as authorized *in the bylaws*, the business of an organization or board can be validly transacted only at a regular or properly called *meeting*—that is, as defined in 8.2 (1), a single official gathering in one room or area—of the assembly of its members at which a quorum is present” and furthermore, 9.31 states that groups sometimes desire “to transact business at *electronic meetings*—that is, at meetings at which, rather than all participating members being physically present in one room or area as in traditional (or “face-to-face”) meetings, some or all of them communicate with the others through electronic means such as the Internet or by telephone. A group that holds such alternative meetings does not lose its character as a deliberative assembly (see 1:1) so long as the meetings provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members

equivalent to those of meetings held in one room or area. Under such conditions, an electronic meeting that is properly authorized in the bylaws is treated as though it were a meeting at which all the members who are participating are actually present.” And

- Whereas, due to the Covid-19 pandemic of 2020, holding “face-to-face” meetings of either the Faculty Assembly or the Faculty Senate on a regular basis is not generally practical due to social distancing and requirements for face coverings that make finding an adequate meeting space and/or providing for adequate aural communications among members of the assembly difficult, the AY 2020/2021 Senate Affairs Committee of the Faculty Senate was charged with reviewing the Faculty Senate Constitution and offering amendments to provide for the proper authorization for electronic meetings of both the Faculty Assembly and the Faculty Senate that provide “for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area,”
1. Be it resolved that the Article I. B. of the Constitution as revised effective on 4/5/2018 be amended by addition to read: “The Faculty Assembly shall meet at least once during each academic year, at the beginning of the Fall Semester.[2018] It may be called into additional sessions by the Chancellor, or by the Faculty Senate, or upon the written petition of any sixty voting members of the Faculty Assembly. [At the discretion of the presiding party as authorized by Article I. C., meetings of the Faculty Assembly including all required sessions and additional sessions called as authorized in Article I. B. may be face to face or may be called as an electronic meeting as long as the electronic meeting provides for simultaneous aural communication among all participating members of the Faculty Assembly equivalent to those of meetings held in one room or area. \[2020\]](#) Twenty percent of the voting membership shall constitute a quorum. [1982]“ and
  2. Be it further resolved that Article II. B. 1. of the Constitution as revised on 4/5/2018 be amended by addition to read: “The Senate shall meet at least four times each year, normally during September, December, March, and May. Additional special meetings may be called at the discretion of the Chancellor, or the Chair of the Senate, or upon written request of any eight members of the Senate. [At the discretion of the Chair of the Faculty Senate, a regular or a special meeting, including the last regularly scheduled meeting of the Senate each year, as authorized by Article II. B. 2. and special sessions as authorized by Article II. B. 4. of the Faculty Senate may be called as a face-to-face meeting or as an electronic meeting as long as the electronic meeting provides for simultaneous aural communication among all participating members of the Faculty Senate equivalent to those of meetings held in one room or area. \[2020\]](#) The number equivalent to a simple majority of the elected members of the Senate shall constitute a quorum. All meetings of the Senate shall be open to members of the Faculty Assembly, to the chief administrative officers, and to other persons invited by Senate action, except as provided in Article II., Section B. 4. below. [1982] [2017]” and
  3. Be it further resolved that Article II. D. of the Constitution as revised on 4/5/2018 be amended by addition to read: “The Executive Committee of the Senate consists of the Chair, the Vice Chair, the Chair-elect and the Vice Chair-elect, and, from the time of their election until July first following, the persons elected to become the next Chair-elect and Vice Chair-elect. [2004] [The Executive Committee](#)

meets at the discretion of the Chair of the Faculty Senate. A regular or special meeting may be called as a face-to-face meeting or as an electronic meeting as long as the electronic meeting provides for simultaneous aural communication among all participating members of the Executive Committee equivalent to those of meetings held in one room or area. [2020] The immediate past chair and vice chair will serve as ex officio members of the committee for one year following their term. [2003] [2006] The Chair of the Senate shall consult with the Executive Committee prior to discharging the Chair's responsibilities under the Promotion and Tenure Grievance Procedure. [2000]" and

4. Be it further resolved that Article II. E. of the Constitution as revised on 4/5/2018 be amended by addition to read: "... The Consultative Committee shall meet with the Chancellor upon his request, or upon request of a majority of the Committee, or by direction of the Senate. A meeting of the Consultative Committee may be called as a face-to-face meeting or as an electronic meeting as long as the electronic meeting provides for simultaneous aural communication among all participating members of the Consultative Committee equivalent to those of meetings held in one room or area. [2020] No formal votes shall be taken at such consultations, nor shall the Consultative Committee take any action that might commit the Senate against its will. ([1982].” and
5. Be it further resolved that upon the passage of this motion, the Faculty Senate endorses the circulation of these proposed amendments to the Faculty Assembly as prescribed by the Faculty Senate’s Constitution, Article III, Amendments; and
6. Be it further resolved that the proposed amendments will be placed before the Faculty Assembly and will be adopted and effective if and when approved by two-thirds of those present and voting at the Faculty Assembly’s next face-to-face meeting.

### **Chair of Senate Affairs:**

This is a motion that if passed by the Faculty Senate will then be placed before the Faculty Assembly for a vote at a special face-to-face meeting on October 29th.

The chair did not read this motion since all were given printed copies, but, noted that the Whereas section briefly explains the necessity for having language in the Constitution that permits electronic meetings. It notes that Roberts Rules of Order state that a group, such as our Faculty Senate or our Faculty Assembly, “does not lose its character as a deliberative assembly so long as the meetings provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.” Zoom is a technology that affords this simultaneous aural communication and will be used for conducting business of the Faculty Senate and Faculty Assembly if this motion is passed by the Faculty Senate, moves on to the Faculty Assembly, and is passed there.

Thus, if this motion is passed today and then moves on the Faculty Assembly, where it is passed on October 29th—from that point forward both the Vanderbilt University Faculty Assembly and Faculty Senate can conduct business by electronic meetings such as Zoom as long as all participating members have the opportunity for simultaneous aural communication equivalent to those of meetings held in one room or area.

Chair McTamaneý thanked the Chair of the Senate Affairs, Debra Friedman.

Chair McTamaneý indicated that the motion is now before each member present in printed form and has been explained by the Senate Affairs Chair Debra Friedman.

Chair McTamaneý called for a vote on the Motion before the Faculty Senate to propose that electronic meeting language is added to the Constitution.

Members voted using the paper ballots. These ballots were collected by Vice Chair Ben Harris and Graduate Assistant Jessica Brotherson and placed into the envelope for proper counting after collecting.

Vice Chair Ben Harris announced that there was a total of 31 Ayes/Yes and 0 Nays/No.

The Chair stated that the Ayes have it with 31 votes to adopt the motion.

Chair McTamaneý declared that the Motion before the Senate regarding the authorization for electronic meetings passed. As per the motion, it will now be proposed by the Faculty Senate to the Faculty Assembly at the Faculty Assembly's next face to face meeting to be held on October 29, 2020.

## **Adjournment**

Seeing no further business before the Senate, Chair McTamaneý entertained a motion to adjourn.

Motion to adjourn was made by Ben Harris and seconded by Philippe Fauchet.

Seeing no opposition to the motion to adjourn, Chair McTamaneý adjourned the meeting at 5:20pm.

  
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Ben Harris Secretary

Dec. 3, 2020  
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Date of approval

Vanderbilt University