**LAW SCHOOL CHARTER**

**PREAMBLE**

By this Law School Charter (“Charter”), adopted this 4th day of May, 2010, the Northeastern University School of Law (“Law School”) establishes rules and procedures for its internal governance.

**ARTICLE 1: FOUNDATIONAL PROVISIONS**

**Section 1**. *Guiding Principles*. (1) The Law School Community (“Community”) seeks to establish and adhere to a governance process that is inclusive and participatory, recognizing a need for responsible and timely decisions on important issues.

(2) This Charter is designed to reflect and promote the following governance principles and values, which shall guide all interpretation, implementation, and application of the Charter:

1. *respect for the equality and dignity of all members of the Community*, without discrimination on grounds of race, color, ethnic group or origin, national origin, religion, sex or gender (including gender expression and trans identification), sexual orientation, pregnancy, veteran status, marital status, age, disability, HIV status, or any other inappropriate grounds;
2. *meaningful participation*, both direct and through elected and/or appointed representatives;
3. *civil, cooperative, and collaborative engagement* among all participants in governance and in the Community at large;
4. *transparency of decision-making*;
5. *accountability and access to information* necessary for informed participation in governance, consistent with obligations of confidentiality;
6. *due process* understood as fundamental fairness, and *freedom of expression and conscience* for all members of the Community including, but without limitation to, the expression of diverse points of view; and
7. *commitment to a diverse learning and working environment*, and to taking such affirmative steps as are necessary to achieve and maintain such an environment.

**Section 2**. Effect of Charter. (1) The adoption of this Charter as provided herein shall constitute the revocation of all previous governance charters and the revocation of all procedures, rules and customs concerning Law School governance inconsistent with this Charter.

(2) Except as provided in this Section, all rules, procedures, customs and decision-making processes of or within the Law School shall be interpreted and implemented in conformity with this Charter. In the event of conflict between the Charter and any other rule, procedure, custom, official or informal prerogative, or decision-making process of or within the Law School, past, present or future, this Charter shall govern.

(3) This Charter is subordinate to, and shall be interpreted and implemented in a manner consistent with American Bar Association (“ABA”) accreditation guidelines, binding rules of the Association of American Law Schools (“AALS”), Northeastern University (“University”) rules and obligations (specifically including, but not limited to, the University’s rules and obligations concerning promotion and tenure), principles and rules of academic freedom, and applicable law.

**ARTICLE 2: THE COMMUNITY COUNCIL**

**Section 1.** *Purpose****.*** In furtherance of the foundational principles set forth in Article 1, the Community Council (“the Council”) shall constitute the Law School’s primary deliberative forum and shall establish the general policies of the Law School. The following items shall not be within the jurisdiction of the Council:

(a) The determination of academic standards and their application to

individual students, including but not limited to, application of the

academic rules, questions of academic standing, questions concerning readmission, and the granting of degrees;

(b) The application of disciplinary standards to individual students;

1. Admissions and financial aid decisions concerning individual applicants, current students, or graduates;
2. All matters concerning tenure, promotion and contract renewal of faculty members which shall be within the exclusive jurisdiction of the faculty and Dean or, with respect to tenure and promotion, the tenured faculty and Dean; however, the Dean and the faculty or tenured faculty, as the case may be, shall solicit student participation, and consider student advice and recommendations, as hereinafter provided and consistent with the Law School’s and the University’s tenure and promotion procedures;
3. All employment decisions regarding professional administrative and support staff and all matters concerning the salary and benefits of any individual member of the faculty, administration, or support staff, or any other employee of the Law School, [except that nothing in this subsection (e) shall be interpreted to be inconsistently with Article 2, Sec 6(5)]
4. Matters concerning the Law School’s finances and budget, the amount of tuition, and the allocation of specific financial resources to specific activities, except thatnothing in this subsection (f) shall prevent the Council from discussing and giving advice and opinions concerning such matters;
5. Matters of exclusive concern to the faculty, including but not limited to, research, conferences and similar academic activities, faculty social activities, faculty collective bargaining, relationships with other faculties at this or other universities, and faculty participation in deliberations or actions of the general University faculty or its duly constituted governance bodies and committees; and,
6. Matters concerning the recruitment and hiring of new faculty members by the Appointments Committee under that Committee’s authority granted in Article 3, except that nothing in this subsection (h) shall be interpreted as limiting the Council’s authority to advise the Dean on current and anticipated hiring needs, as set forth in Article 3, Section 5.

**Section 2.** *Composition of the Council****.*** (1) The Council shall be comprised of twenty one (21) members of the Community. The Council shall consist of the Dean (or his/her designee) who shall act as co-chair of the Council; the co-chair of the Student Bar Association Council (“SBAC”) presently on campus, who shall also act as co-chair of the Council; eight (8) faculty representatives; eight (8) student representatives; and three (3) representatives of the professional administrative staff.

(2) Faculty Representatives. There shall be eight (8) faculty representatives to the Council. These eight (8) faculty representatives shall include: a faculty representative to the Academic and Student Life Committee; a faculty representative to the Strategic Planning Committee, a faculty representative to the Committee Against Institutional Racism (“CAIR”); a faculty representative to the Curriculum Committee; a faculty representative to the Co-op Committee; and three (3) at-large faculty representatives who, at the Dean’s discretion, shall be elected by their faculty colleagues or appointed by the Dean.

(3) Student Representatives. (a) There shall be eight (8) student representatives to the Council. These eight (8) student representatives shall include: a student representative to the Academic and Student Life Committee; a student representative to the Strategic Planning Committee, a student representative to CAIR; a student representative to the Curriculum Committee; a student representative to the Co-op Committee; and three (3) at-large student representatives. All student representatives described in this subsection (3) shall be on campus in the present academic term.

(b) The SBAC shall have responsibility for arranging and conducting the timely election of student representatives and alternates, under such rules and procedures as set forth in the SBAC Constitution.

(c) The SBAC Constitution calls for the election of multiple student representatives to each of the committees denoted in this Section 2. The appointment of one of these committee representatives to the Council shall be at the discretion of the co-chairs of the SBAC and shall be done in a manner that provides for equality of representation across class years.

(d) Each student representative will serve for a term of one academic year (Summer to Spring) during the quarters when her or his rotation is in school. The filling of vacancies shall be the responsibility of the co-chairs of the SBAC.

(4) Professional Administrative Staff Representatives. The professional administrative staff shall appoint three (3) representatives to the Council.

**Section 3:** *Voting.* (1) Except as otherwise provided in this Charter, the Council shall act by majority vote.

(2) Each member of the Council, including the Dean and the co-chair of the SBAC, shall be entitled to one vote. In the event of a tie, the Dean shall be entitled to cast an additional vote in his or her capacity as a member of the faculty. All voting shall be open, unless two-thirds of the Council members present vote that a particular matter should be resolved by secret ballot.

(3) Decisions made by the Council are binding. A quorum for purposes of Council action shall be one more than half of its membership. Voting shall be in-person only, except that a Council member who is unable to attend a Council meeting when exceptional cause is shown may petition the Council for the privilege of voting by proxy on a specific agenda item. Such petition may be granted by vote of a majority of Council members present.

(4) Motion for Reconsideration. (a) The procedure for reconsideration of any matter voted on by the Council is through a Motion to Reconsider. A motion to reconsider may be brought by any individual member of the Council, by the SBAC following a vote of two-thirds of its membership, or by eight (8) members of the faculty, at least five (5) of whom were present at the time of the decision of the Council. A motion to reconsider must be brought within thirty (30) calendar days of the Council decision.

(b) In the event that a motion to reconsider is brought by an individual member of the Council or by the SBAC pursuant to Article 2, Section 3(4), the Council shall reconsider the decision at the next scheduled Council meeting.

(c) In the event that eight (8) members of the faculty, at least five (5) of whom were present at the time of a decision of the Council, bring a motion to reconsider, the Dean shall promptly convene a meeting of the faculty, and the majority vote of the faculty on said matter shall be final. The Dean shall vote only in the event of a tie. Notice to the Community shall be given of all meetings called for the purpose of reconsideration by the faculty of an action taken by the Council, and shall be posted to the Law School’s electronic messaging system at least three (3) business days in advance of the meeting.

**Section 4.** *Procedural Rules****.*** The Council may from time to time adopt rules for the conduct of its meetings. Unless and until superseded by a different set of rules or by *ad hoc* rules adopted by the Council, meetings shall be conducted to the extent practicable in accordance with Robert’s Rules of Order.

**Section 5.** *Agenda and Frequency of Meetings.* (1) The agenda for Council meetings shall be made available to all members of the Community at least three (3) business days prior to a scheduled meeting. The agenda shall be posted to the Law School’s electronic messaging system.

(2) Any Community member may submit an agenda item to the Dean or to the SBAC co-chair for inclusion on the agenda at least three (3) business days prior to a scheduled meeting. Any agenda item not addressed shall be carried over to the next regularly scheduled Council meeting.

(3) Meetings of the Council shall be on notice to the Community. Notice shall be made to the Law School’s electronic messaging system no fewer than seven (7) days in advance of the meeting and shall include the date, time and place of the meeting.

(4)(a) The Council shall meet at least once every four weeks, and meetings shall be open to any member of the Community. The Council shall meet no fewer than two (2) times per academic quarter.

(b) All Standing Committees shall meet at least once per quarter and meetings shall be open to any member of the Community, subject to Article 2, Section 5(6).

(5) A member of a Standing Committee, as defined herein in Article 2, Section 6, who is not a member of the Council shall be entitled to address the Council on matters related to the business of such committee. Other persons who are not members of the Council may be invited to address the Council by a majority vote of the Council members in attendance. Persons who are not members of a Standing Committee or the Council itself may address any Standing Committee meeting only if invited to do so by a majority of the voting members of that Standing Committee.

(6) Any Standing Committee may meet in Executive Session for purposes of confidentiality. A summary of closed meetings, including the general nature of the agenda, shall be published, consistent with obligations of confidentiality pursuant to Article 2, Section 5(7).

(7) The Council and its Standing Committees shall designate a secretary, who need not be a member of the Council, to serve for a defined period. The Secretaries of the Council and the Secretaries of the Standing Committees shall circulate a draft of the minutes to members of the respective body, before submitting minutes in final form to the Law School’s electronic messaging system and to the Library where an archive of NUSL governance documents, including notices, agendas, reports (including reports of closed meetings), and minutes of the Council and Standing Committees, shall be maintained. All minutes shall be posted and archived no more than ten (10) business days after a Council or Standing Committee meeting is held.

**Section 6***. Council Committees.* (1) The following shall be Standing Committees of the Council and shall regularly report to the Council on their activities:

(a) *Academic and Student Life Committee* - Chaired by a faculty member appointed by the Dean, this committee will consider matters relating to student life, other than specific curriculum issues.

(b) *Committee Against Institutional Racism* – (i) Composition – CAIR is chaired by a faculty member appointed by the Dean, and includes up to two other members of the faculty appointed by the Dean.  APALSA, BLSA, LALSA, SALSA, and any other student-of-color organization hereafter established and recognized by the Law School shall each designate one upper-level member of CAIR from each rotation and one 1L member.  Students-of-color not affiliated with a recognized student-of-color organization shall select one at-large upper-level member of CAIR from each rotation and one at-large 1L member by an election or other fair procedure to be devised by the SBA.  SBA shall designate up to two additional student members of CAIR (however SBA-designated representatives shall not serve as CAIR’s student representative to the Community Council). The SBA is charged with the responsibility to insure that all student representatives to CAIR (including ALSA representatives) are promptly designated during each academic quarter.

(ii) Mission – CAIR’s mission is to represent and voice the concerns of students-of-color; to promote steps to counter racism in the Law School, including any practices or processes detrimental to the professional achievement and advancement of students-of-color; to facilitate regular communication between faculty and students-of-color; to facilitate regular communication between students-of-color and other constituencies within the student body; to liaise on behalf of students-of-color with Law School departments concerned with professional-development (such as Co-op, Career Services, and Financial Aid); to have direct representation in the faculty appointments process; and to be represented in the Community Council as provided in this Charter.

(c) *Cooperative Legal Education Committee* - Chaired by a professional administrator from the Co-op Department appointed by the Dean, this committee supports the ongoing operations of co-op and provides a forum where issues related to the program and/or its operations can be discussed and addressed.

(d) *Curriculum Committee*- Chaired by a member of the faculty appointed by the Dean, this committee will consider matters related to curricular offerings.

(e) *Strategic Planning Committee* – Chaired by a member of the faculty appointed by the Dean, this committee will consider matters related to the Law School’s identification of academic and financial priorities and shall help guide the Law School’s forward-looking strategy.

(2) The Dean shall appoint a Public Interest Requirement Committee for the express purpose of administering the Public Interest Requirement adopted by the Advisory Council on April 29, 1993, as it shall be from time to time amended. Decisions of the Public Interest Requirement Committee may be referred for review and further action to the Curriculum Committee.

(3) The Dean, in consultation with the Council, may establish such other committees, standing or *ad hoc*, as he or she deems appropriate or necessary for the conduct of business and the successful implementation of this Charter.

(4) Except as otherwise provided in this Charter, the Council shall, from time to time, review and determine the size and composition of all standing and *ad hoc* committees hereinafter established. However, at least 40% of the composition of the standing and *ad hoc* committees shall include slots to be filled by student representatives unless, in the discretion of the Dean and the co-chair of the SBAC, a different committee composition is expedient.

(5) *Ad hoc* search committees for the hiring of senior administrators (i.e., department heads) are appointed by the Dean (or his/her designee) and shall include proportional representation of faculty, administrators and students consistent with the governing spirit of this Charter. When appropriate, the Dean may consult with the co-chair of the SBAC in regard to student representation on the *ad hoc* search committee. Upon successful conclusion of the appointment of such administrators, the Dean or the Search Committee Chair will make a full report on the search process to the Council.

(6) The Dean, in consultation with the faculty and administrators respectively, shall designate faculty and administrative representatives to all committees.

(7) Standing and *ad hoc* committees may include as members persons who are not members of the Council.

**Section 7.** *Administrative Support****.*** (1) The Law School administration shall make best efforts to implement the following procedures and objectives:

(a) During Orientation Week for incoming students, the administration, in coordination with the co-chairs of the SBAC, shall arrange time for present and former student representatives to conduct an informational session with regard to student participation in the Law School’s governance structure, including election procedures.

(b) Reasonable funding will be provided to Council student representatives for constituent services and other official business. In order to facilitate student participation in governance and cross-rotation communication, students may use such funding to conduct student mailings and forums and to alert prospective candidates of up-coming elections and issues. Student representatives to the Council shall be responsible for the maintenance and disbursement of such funding.

(c) The Office of Academic and Student Affairs shall allot a time and dates in the academic schedule reserved exclusively for Council meetings.

(d) A copy of this Charter shall be provided to every incoming student, as well as any other new member to the Community.

**Section 8.** *Relationship to NLRA.*(1) The Law School recognizes and respects the rights of members of the Community who are or may be employees within the meaning of the National Labor Relations Act, as amended, 29 U.S.C.§§ 151 et. seq. (herein "NLRA employees"), including the right to unfettered and self-determined choice by such employees as to what form of representation they shall have, if any, with respect to Law School governance. In the event that any group of NLRA employees of the Law School shall exercise their right to collective representation and/or collective bargaining as provided by law, this Charter shall be reviewed and, if necessary, amended, so as to be consistent with the exercise by employees of such right.

(2) The participation of any individual or category of individuals in any process or activity provided for or conducted pursuant to this Charter, or the mention of any category of individuals in the Charter, shall not constitute or be construed to constitute evidence that such individual or category of individuals are or are not NLRA employees, nor shall such participation, or any reference to such individual or category of individuals in this Charter, constitute or be construed as constituting evidence of a determination or belief by such individual(s) or the Law School, that such individual(s) are or are not NLRA employee(s).

**Article 3: Faculty Appointments Committee**

**Section 1.***Purpose.*The Dean shall convene an Appointments Committee (referred to in this Article 3 as the “Committee”) whose purpose shall be to recruit and to make recommendations concerning the hiring of faculty candidates.

**Section 2.***Authority.*The Committee shall have the authority to recruit and evaluate faculty candidates.  The Committee, pursuant to Article 3, Section 6, shall also have the authority to make recommendations for the hiring of faculty candidates to the Dean and to the full faculty.  The student members of the Committee shall be full participants in all Committee deliberations.

**Section 3.***Composition.*The Committee shall be comprised of an equal number of faculty and student representatives plus an additional faculty member who shall serve as Committee Chair.  The faculty representatives and the Committee Chair shall be selected and appointed by the Dean.  The student representatives shall be elected in accordance with the procedures set forth in the SBAC Constitution.  At least one student representative shall be appointed to the Committee by CAIR.

**Section 4.***Annual Review.*The Law School’s hiring needs vary over time.  The Dean shall make an annual determination by the 30th day of June as to the Law School’s anticipated faculty hiring needs for the coming academic year.  If the Dean concludes that hiring is unlikely to occur, she may, at her discretion, elect not to convene a Committee.  However, in the event that the Law School’s hiring needs change and the recruiting and hiring of faculty become necessary, the Dean shall promptly convene the Committee pursuant to this Article 3, Section 3.  Further, nothing in this Article 3, Section 4 shall be construed to permit the exclusion of student or faculty representatives from the Committee.

**Section 5.***Relationship with the Community Council.*The Community recognizes the need for a timely recruitment and hiring process that is also reflective of the confidential nature of much of the information that is shared by faculty candidates with Committee members.  As such, subject to the exceptions noted in this Section, the Committee is to operate autonomously from the Community Council.  Notwithstanding the autonomous nature of the Committee, however, the Community Council shall apprise the Committee of current and anticipated faculty hiring needs.  Further, from time to time or at the request of the Community Council, the Committee shall report to the Community Council, subject to any applicable concerns regarding confidentiality.

**Section 6.***Presentation of the Committee’s Findings.*Pursuant to Article 3, Section 2, the Committee shall have the authority to present its findings to the Dean and to the voting faculty. Once the Committee is prepared to present its findings, as soon as is practicable, the Dean shall convene a meeting of the faculty.  At said meeting, the full Committee shall present its findings. In the event that any member(s) of the Committee dissents from the Committee’s findings, those member(s) shall be entitled to present their opinions to the full faculty.  The four (4) student representatives shall be permitted to attend said meeting.  However, nothing in this Section shall be construed to prohibit the faculty from meeting in closed session outside of the presence of the student representatives provided that no vote is taken.

**Section 7.***Ratification of the Committee’s Findings.*Following sufficient discussion and deliberation of the Committee’s findings, the Dean shall call for a vote.  The four (4) student Representatives shall each be entitled to one (1) vote.  Each member of the full faculty shall be entitled to one (1) vote.  The Dean shall not call for a vote unless a quorum is present.  [Insert rules about faculty quorum].  Student representatives shall not be counted for purposes of quorum.  [Insert super majority rule for lateral hires].

**Section 8.***Confidentiality*.  All members of the Committee are expected to maintain strict confidentiality regarding candidates and deliberations.  At the discretion of the faculty Chair, all members of the Committee may be asked to sign a Confidentiality Agreement.  The Chair may make the signing of this Confidentiality Agreement a mandatory condition of participation in the Committee’s work.

**ARTICLE 4: FACULTY GOVERNANCE**

**Section 1**.*Definition.* As used herein, “the faculty” consists of all regular teaching staff of the Law School, including the Dean, Professors, Associate Professors, Assistant Professors, Clinical and Academic Specialists, and the Associate Dean, but not including emeritus and retired teaching staff, adjunct teaching staff, Lecturers, visiting teaching staff, or Supervising Attorneys/Fellows holding grant-funded positions. An individual who is otherwise a member of the faculty retains that status while on leave or sabbatical. Only members of the faculty as defined herein, chaired by the Dean, shall participate and vote with respect to matters that are peculiarly within the jurisdiction, respectively, of the faculty (including all matters pertaining to recommendations for conferral of degrees, faculty workplace issues, and faculty social and collegial activities), or the tenured faculty (including all matters pertaining to tenure and promotions).

**Section 2.** *Associate Dean for Academic Affairs.* The Associate Dean for Academic Affairs shall be a member of the faculty and shall be appointed by the Dean with advice and consent of the faculty.

**Section 3.** *Faculty and Administrative Meetings****.*** The faculty and/or the administration may meet from time to time to discuss matters of concern to the faculty or the Law School as a whole. Decisions at any such meetings shall be limited to those matters that are outside of the jurisdiction of the Council or its committees, as defined in Article 2, Section 1.

**ARTICLE 5: ADOPTION, REVIEW, AMENDMENT & REVOCATION**

**Section 1.** *Adoption, Revocation and Suspension.* (1) The Charter shall be adopted and immediately come into effect upon ratification by a vote of sixty percent (60%) of the members of the Governing Council, as defined in Article 1A of the Amendment to Charter, adopted on November 18, 2008.

(2) This Charter may be revoked or suspended only by a vote of sixty percent (60%) of the Council at each of two meetings to be held during successive quarters. All meetings to consider revocation or suspension of this Charter shall be open to all members of the Community, who shall be afforded an opportunity to be heard.

**Section 2**. *Review*. The Community recognizes a need for collective learning with respect to governance processes, and a need to record governance experience under this Charter and to document that experience for the future. Accordingly, on an *ad hoc* basis, from time to time as hereinafter provided, the Council may convene a committee to monitor and review the operation of this Charter, to determine whether Law School governance conforms to it, to make recommendations as to its proper interpretation and implementation, and to make recommendations for its improvement.

**Section 3.** *Amendment Process.* (1) This Charter may be amended by two-thirds vote of the Council at a meeting called to consider an amendment upon at least 10-business days’ notice to the Community. Such notice shall be in writing, shall contain a fair summary of the proposal or proposals to amend, and shall be posted to the Law School’s electronic messaging system.

4/19/10