

BYLAWS
CHARLES R. DREW UNIVERSITY OF MEDICINE AND SCIENCE (CDU)
COLLEGE OF MEDICINE (COM)

Revised: November 29, 2021

Preamble:

This revision of the Bylaws shall become effective immediately upon adoption and shall supersede any and all previous Constitution and Bylaws of this, the Faculty of the College of Medicine (COM) of the Charles R. Drew University of Medicine and Science (CDU).

The Board of Trustees delegates to the President of Charles R. Drew University of Medicine and Science the duty and authority to operate Charles R. Drew University of Medicine and Science. The Administration and Faculty are accountable to the President for implementing the University's mission.

With concurrence of the President, the Provost appoints and authorizes the Dean of the College of Medicine (COM) to operate the COM. With the general oversight of the CDU Provost and Chief Academic Officer, the Dean is responsible for all aspects of COM programs. In the spirit of shared governance, the Dean, head of the COM, shall seek the advice and recommendations of the COM Faculty regarding COM programs as part of the integrated institutional responsibility structure.

These Bylaws provide a governance structure for the COM Faculty to carry out its responsibilities in support of Charles R. Drew University of Medicine and Science's mission.

CHAPTER I - NAMES

The name of this organization shall be the Faculty of the College of Medicine (henceforth referred to as "the Faculty") of the Charles R. Drew University of Medicine and Science (henceforth referred to as "the University"). The duly recognized governing body of the organization is the "Faculty Executive Board" (also referred to as "the FEB"), which exercises delegated authority from and on behalf of the Faculty.

College of Medicine Faculty Member: In accordance with the Academic Senate Handbook, faculty members are academics recommended by the college for appointment and approved by the Provost. The College of Medicine offers appointments in three series, the Career Academic, Academic and Prefix (Clinical, Research, Community, and Visiting). All COM faculty members must demonstrate a contribution to academic citizenship.

CHAPTER II – MEMBERSHIP

Section 1.

All persons having full-time faculty appointments to the college are members of the Faculty. The Faculty is responsible for participating significantly in the initiation, development and implementation of the education, research and service programs of the COM and is responsible for the conduct of the COM's education, research and service programs. The Faculty votes on COM Bylaw amendments and elects FEB officers.

Section 2.

Faculty appointments are made in accordance with the Faculty Appointments and Promotions Criteria and Definitions of the College of Medicine.

Section 3.

Deans, associate deans, assistant deans, and department chairs must have or obtain faculty appointments made through the College of Medicine faculty appointments process. While these administrators participate in faculty governance deliberations, they are excluded from FEB voting.

CHAPTER III - COLLEGE MISSION VISION, AND GOALS

Section 1. Mission:

The College of Medicine's mission is to provide education, research, and clinical service in the context of community engagement in order to train physician leaders who promote wellness, who provide care with excellence and compassion, and who are committed to transforming the health of diverse and underserved communities.

Section 2. Vision:

The College of Medicine vision is to establish a mission-based medical school recognized for academic excellence and for producing physician leaders who improve health outcomes in diverse and underserved communities.

Section 3. Goals:

The College seeks to establish the premier mission-based medical school in the nation by building upon over 50 year history of mission-focused Graduate Medical Education and an effective and highly successful 40 year medical education partnership between CDU and UCLA in order to develop an innovative, high-performing program that will educate a diverse workforce and increase the pool of physicians who are both committed and uniquely trained to provide high quality patient-centered, culturally-sensitive, evidence-based care to diverse populations and underserved communities. The goals of the College include but not limited to:

- A. Support and promote shared governance and faculty consultation within the College of Medicine.
- B. Make transparency a top priority of the organization with clear delineation of responsibility and authority at all levels.
- C. Maintain a system of fair elections for officers of the Faculty Executive Board.
- D. With the approval of the Provost, recruit, appoint, retain and promote a faculty composed of individuals who carry out creative, educational and/or clinical program development for the underserved or biomedical research, or both.
- E. Ensure an effective faculty grievances system within the College of Medicine.
- F. Adhere to traditional principles and practice of academic freedom and peer faculty governance.
- G. Assist investigators in conducting basic, applied and translational research with a special emphasis on advancing the state of understanding about underserved populations and to establish research support systems.
- H. Develop a system of academic health care services with an emphasis on primary care and

community service.

- I. Identify and admit students of the highest academic caliber who will carry out the mission of the College of Medicine and the University.
- J. Foster the progress and promote the retention and matriculation of all qualified students.
- K. Create a broad array of educational programs, each of which trains people to respond to the needs of underserved populations with competence and compassion.
- L. Foster collaboration in shared governance with the Academic Senate and the faculty governing bodies of the other colleges, institutes and centers of the University.
- M. Participate as required in the University academic planning and program evaluation
- N. Participate in all aspects of university administration as required in furtherance of the university Mission and goals.

Section 4. Relationship to Others:

The Faculty Executive Board of the College of Medicine is an entity made up solely of faculty members of the College with the exception of deans. It is a forum for "shared governance" and is the highest elected forum for faculty matters within the College. The Faculty Executive Board serves as an advisory body to the Dean in the administration and management of the College.

CHAPTER IV -FACULTY EXECUTIVE BOARD

Section 1. Composition:

The Faculty Executive Board will be composed of 12 members of the faculty of the College of Medicine.

Section 2. Membership:

Membership on the Faculty Executive Board will be as follows:

- A. Chair
- B. Vice Chair
- C. 4 Career Academic members
- D. 4 Academic members
- E. 4 Clinical Educator or Community faculty members
- F. Ex-Officio non-voting members
 - a. Chairs of the standing committees
 - b. Dean, Associate Deans, Assistant Deans, Department Chairs of the College of Medicine

Section 3. Support:

Administrative support is provided to the Faculty Executive Board and its committees by the Office of Associate Dean for Faculty Affairs of the College of Medicine.

CHAPTER V - AUTHORITY

Section 1. Functions:

The functions of the Faculty Executive Board are:

- A. To consider and act upon, on behalf of the faculty of the College of Medicine acting through its own departmental governance structures, matters relating to academic policy and faculty conduct at the University, as they pertain to the College or its discipline;
- B. To serve as the official forum and voice of the College of Medicine faculty members; and
- C. To consider, on behalf of the College of Medicine faculty, other matters of general University- wide policy affecting and concerning College faculty members, and to make recommendations thereon through appropriate governance channels.
- D. To ensure that all college and academic policies are approved by the University Administration and the Board of Trustees.

Section 2. Extent of Responsibility:

The Faculty Executive Board has the responsibility to represent, articulate, initiate, and act on the academic and professional interests of the College of Medicine faculty. It is authorized to consider, discuss, and decide matters of academic policy within the province of the faculty, with the oversight by the Dean. The COM Faculty Executive Board authority and responsibility is delegated by the Faculty and recognized by the COM Dean. The following areas are considered within the province of the faculty of the College of Medicine: curricula, appointments and promotions, granting doctor of medicine degrees and resident certification, admission of candidates for doctor of medicine degrees and postgraduate certification, research, the College of Medicine academic plan, and faculty governance.

Exceptions to the FEB authority in the College of Medicine are guided by the Liaison Committee on Medical Education (LCME) accreditation standards for medical education programs leading to the MD degree and are as follows:

- The College of Medicine Admissions Committee (COM AD) has the final responsibility for accepting students to the MD program.
- The College of Medicine Education Policy and Curriculum Committee (COM EPCC) will oversee the medical education program as a whole and has responsibility for the overall design, management, integration, evaluation, and enhancement of a coherent and coordinated medical curriculum.
- The College of Medicine Committee on Medical Student Evaluations & Promotions (COM MSEP) has the final authority to make decisions regarding promotion, remediation, and graduation.

CHAPTER VI - OFFICERS

Section 1. Number and Title:

The officers of this organization shall be a Chairperson (hereinafter referred to as "the Chair") and a Vice Chairperson (hereinafter referred to as "the Vice Chair")

Section 2. Nominations and Elections:

The Nominations and Elections committee shall be composed of one representative of the Career Academics Series and one representative of the Academic Series, and one representative of the Clinical Educator faculty on the Faculty Executive Board, plus one faculty member at large who is not a member of the FEB.

FEB representatives who are running for elected office on the FEB or for the COM representative to the Legislative Council of the Academic Senate cannot serve on the Nominations and Elections committee. In such cases, the Chair of the FEB may appoint one of the other members of the FEB or the faculty at large.

The nominating committee shall solicit nominations for officers from the faculty at large, confirm the eligibility of nominees to serve in the pertinent office, and present a slate of not less than one nominee nor more than three nominees for each office to be filled.

Election shall be by secret ballot of the College of Medicine Faculty as a whole, in accordance with the adopted parliamentary authority.

A ballot shall be sent to each voting member of the Faculty as a whole at least two weeks prior to the fall meeting of the Faculty as a whole. Ballots shall be returned to the Nominations and Elections committee composed of at least five members, appointed by the Chair, with the approval of the Faculty Executive Board, to process the returned ballots and report the results to the next meeting of the Faculty as a whole.

Section 3. Terms:

The officers shall be elected for a term of two years and may serve no more than two terms consecutively. Additional series of terms may be served after a minimum of two years interruption.

Section 4. Duties:

A. The Chair shall:

1. Be the executive officer and elected spokesperson of the faculty;
2. Receive reports from all committees of the Faculty Executive Board;
3. Review for approval all minutes from meetings of the Faculty Executive Board or the Faculty as a whole, prior to submitting them for approval to the Faculty Executive Board or the Faculty as a whole respectively;
4. Be an ex-officio non-voting member of all committees of the Faculty Executive Board, and of the Legislative Council of the Academic Senate;
5. Preside over meetings of the Faculty Executive Board and the Faculty as a whole without

vote, except in case of a tie vote, the Chair of the Faculty Executive Board may cast a tie breaking vote.

B. The Vice Chair shall, in the absence of the Chair, assume all duties and functions of that office.

CHAPTER VII - FACULTY REPRESENTATIVES

Section 1. Number and Title:

The faculty shall be represented on the Faculty Executive Board by 12 members as follows:

A. Career Academic Faculty:

- Four (4) members of the Career Academic faculty shall be elected by the Faculty as a whole.

B. Academic Series Faculty:

- Four (4) members of the Academic Series faculty shall be elected by the Faculty as a whole.

C. Clinical/Educator Faculty:

- Four (4) members of the Clinical/Educator faculty shall be elected by the Faculty as a whole.

Section 2. Nomination and Election:

The nominating and election committee shall be composed of the 1 representative of Career Academics faculty members and 1 representative of the Academic Series faculty, 1 representative of the Clinical/Educator faculty of the Faculty Executive Board, and 1 at- large representative from the Faculty as a whole who is not a member of the FEB.

The nominating committee shall present a slate of not fewer than two (2) nominees nor more than six (6) nominees for each of the faculty representative constituencies [Basic Science (research and teaching) faculty members], Clinical/Educator faculty) to be filled.

The nominating committee shall present a slate of not less than one (1) nominee nor more than three (3) nominees for each of the COM department Chair representative positions to be filled.

Election shall be by secret ballot of the College of Medicine Faculty as a whole, in accordance with the adopted parliamentary authority.

A ballot shall be sent to each voting member of the Faculty as a whole at least two weeks prior to the fall meeting of the Faculty as a whole. Ballots shall be returned to the Nominations and Elections committee composed of at least five members, appointed by the Chair, with the approval of the Faculty Executive Board, to process the returned ballots and report the results to the next meeting of the Faculty as a whole.

Section 3. Terms:

A. There will be annual elections of faculty representatives to the FEB as follows:

1. Two Career Academic faculty for a two-year term each;
2. Two Academic Series faculty for a two-year term each;
3. Two Clinical Educator or Community Faculty for a two-year term each;

B. Elections of faculty representatives are staggered, such that each year half of its representatives are

elected (i.e., two representatives for each faculty constituency group and one COM department chair representative).

- C. The faculty representatives shall be elected for a term of two years and may serve no more than two terms consecutively. Additional series of terms may be served after a minimum of two years interruption.

Section 4. Duties:

The Clinical/Educator faculty representatives shall:

- A. Have one vote each at the meetings of the Faculty Executive Board.
- B. Represent their faculty constituency group in matters before the Faculty Executive Board.
- C. Be the liaison from the Faculty Executive Board to the faculty constituency group.
- D. Serve on the Faculty Executive Board nominating committee, if appointed by the FEB Chair.

CHAPTER VIII - MEETINGS

Section 1. Faculty as a whole:

- A. Semi-Annual Meetings:
 - 1. Spring meeting;
 - 2. Fall meeting;
 - 3. The semi-annual meetings of the Faculty as a whole will occur by action of the Faculty Executive Board setting the time, date and place of such meetings.
- B. Special Meetings: Special meetings may be convened at the call of the Chair with approval of one-fourth of the Faculty Executive Board, or by a petition of at least one-fourth of the Faculty as a whole.
- C. Notice of Meetings: Notice of special meetings shall be given at least 7 days prior to said meeting.
- D. Presiding Officer: The Chair of the Faculty Executive Board (or in the Chair's absence, the Vice Chair) shall preside at all meetings of the Faculty as a whole.
- E. Quorum: 25% of the membership of the full-time Faculty as a whole shall constitute a quorum.
- F. Adjournment of meetings: Once a quorum is present, a meeting may continue and need not be adjourned, notwithstanding the withdrawal of the number of members necessary to constitute a quorum.
- G. Participation of Others: At the discretion of the Chair, with the concurrence of the majority of the members of the FEB, present and voting, other individuals who are not members of the faculty may participate in the meetings of the Faculty as a whole without vote.
- H. The University President, and/or other members of the University Executive Council who are not members of the College of Medicine faculty may be invited to attend meetings of the Faculty Executive Board without vote.

- I. Voting Rights: All persons, with the exception of faculty administrators, having full-time faculty appointments to the College of Medicine have voting privileges.
- J. Voting Requirements: Official action of the full-time Faculty as a whole shall require approval of those eligible members present and voting. In case of a tie vote, the Chair may cast a tie-breaking vote. Proxy voting shall not be permitted.

Section 2. Faculty Executive Board:

- A. Regular Meetings: Regular meetings of the Faculty Executive Board should be held monthly, and must be held at least on a bi-monthly basis (6 meetings annually). Two of the meetings may be held in conjunction with a meeting of the Faculty as a whole. The meetings shall be open to all faculty members of the College of Medicine.
- B. Special Meetings: Special meetings of the Faculty Executive Board may be convened at the call of the Chair with approval of one-fourth of the Faculty Executive Board, or by a petition of at least one-fourth of the Faculty as a whole.
- C. Notice of meetings: Routine notice of regular Faculty Executive Board meetings is not necessary. Notice of special meetings or special subjects at routine meetings shall be given at least seven days prior to said meeting.
- D. Presiding officer: The Chair of the Faculty Executive Board (or in the Chair's absence, the Vice Chair) shall preside at all Faculty Executive Board meetings.
- E. Quorum: Fifty-one (51%) percent of the membership of the Faculty Executive Board shall fit a quorum.
- F. Adjournment of meetings: Once a quorum is present, a meeting may continue and need not be adjourned, notwithstanding the withdrawal of the number of members necessary to a quorum.
- G. Participation of Others:
 1. At the discretion of the Chair, or of the majority of the Faculty Executive Board present and voting, other individuals who are not members of the faculty may participate in the meetings of the Faculty Executive Board, without vote.
 2. Ex Officio Members:
 - The Dean, Associate Deans, Assistant Deans, and Department Chairs of the College of Medicine may be invited to participate in meetings of the Faculty Executive Board without vote.
 - The Chairs of all committees of the Faculty Executive Board of the College of Medicine are expected to give reports at the monthly meetings of the Faculty Executive Board.
- H. Voting Rights: The following are the voting members of the FEB: Career Academic Faculty Representatives (4), Academic Series Faculty Representatives (4), Clinical/Educator Representatives (4) and the FEB Vice-Chair. The FEB Chair, who is generally a non-voting member, can cast a vote in case of a tie.

- I. Voting Requirements: Official action of the Faculty Executive Board shall require approval of a majority of those eligible members present and voting at a duly called meeting of the Faculty Executive Board. In case of a tie vote, the Chair of the Faculty Executive Board may cast a tie breaking vote. Proxy voting shall not be permitted.

CHAPTER IX-REFERENDUM

In the event that the College shall be required to conduct a referendum of the COM Faculty as a whole, the Faculty Executive Board shall superintend such a referendum and report the results on behalf of the College of Medicine.

CHAPTER X- STANDING AND SPECIAL COMMITTEES

Section 1. The Standing Committees of the Faculty Executive Board shall be:

- A. Faculty Appointments and Promotions
- B. Educational Policy and Curriculum (except in the MD Program)
- C. Medical Student Admissions (except in the MD Program)
- D. Faculty Concerns and Grievance
- E. Medical Student Promotions (except in the MD Program)
- F. Nominating and Elections

Section 2. The Standing Committees of the College of Medicine specific to the MD Program only shall be:

- A. Educational Policy and Curriculum Committee (EPCC)
 1. Roles and Responsibilities
 - a. To promote integrated institutional responsibility, the Dean/Chief Academic Officer will seek advice and recommendations of the Faculty regarding the initiation, development, and implementation of education policies and procedures.
 - b. The EPCC will represent the Faculty in these matters and shall comprise a majority of voting members from the Faculty.
 - c. The EPCC will be the institutional body responsible for the overall design, management, and evaluation of the curriculum including curriculum coordination, development, objectives, content and methods of evaluation to the Dean/Chief Academic Officer.
 2. Membership and Procedures

The FEB will elect faculty nominees for membership from the faculty by majority vote. The results of the election are forwarded to the Dean for final appointment. Please refer to the mostcurrent CDU policy: Education Policy and Curriculum Committee Policy for specifics on membership, terms, charge, and procedures.

B. Medical Student Admissions Committee

1. Roles and Responsibilities

The Admissions Committee is charged to select candidates for admission to the MD Program and guarantee the selection of prospective medical students for admission is not influenced by any political or financial factors.

2. Membership and Procedures

The FEB will elect faculty nominees for membership from the faculty by majority vote. The results of the election are forwarded to the Dean for final appointment. Please refer to the most current CDU policy: Admissions Committee Policy for specifics on membership, terms, charge, and procedures.

C. Committee on Medical Student Evaluations & Promotions

1. Roles and Responsibilities

The Committee on Medical Student Evaluations & Promotions is responsible for: 1) reviewing the academic and professional progress of all students as they progress through the curriculum, 2) recommending students for advancement to the next level of training, 3) deciding on appropriate action for students earning one or more academic deficiency, and 4) final review and certification that each student has met all required outcome measures and standards of achievement for graduation.

2. Membership and Procedures

The FEB will elect faculty nominees for membership from the faculty by majority vote. The results of the election are forwarded to the Dean for final appointment. Please refer to the most current CDU policy: Committee on Medical Student Evaluations & Promotions Policy for specifics on membership, terms, charge, and procedures.

Section 3. Special Committees:

Special committees (i.e., Ad Hoc Committees and Task Forces) may be appointed, as the need arises, by the Chair with approval of the Faculty Executive Board. Prior to the creation of each such special committee, the following must be clearly articulated in writing:

- A. A written charge
- B. Specific outcomes or product to be delivered
- C. Beginning date and expected date of sunset
- D. Appointment of a chair for the special committee
- E. Identification of support/administrative staff (if needed)

- F. Identification and approval of budget resources (if needed)

Section 4. General:

- A. Faculty Classification: Faculty should not be defined by employment payment status. Faculty classification types - College of Medicine at Charles R. Drew University.

- 1. Adjunct faculty (status).

Faculty engaged by the university for teaching or education purposes for limited time periods who cannot participate in voting or governance activities or functions at the College of Medicine or University (academic senate levels). Adjunct faculty may hold any rank within any faculty track.

- 2. Career academic, academic, clinical, research, and community faculty (status).

All faculty engaged by the College Of Medicine to perform research, teaching, and clinical work in the framework of education. This faculty (status group) is expected to vote and participate in governance and electoral processes (including administrative activities) in the College of Medicine but who do not participate in election or governance activities at or within the university level (academic senate), unless they are paid fulltime by CDU.

- 3. Full faculty equivalent (status).

Those faculty employed by the College of Medicine to perform research and/or teaching, and/or clinical work in the framework of education who are also appointed or elected and expected to perform either administrative or governance activities not only at the College of Medicine level but also at the University level, generally in alignment with the academic senate legislative functions or activities.

This limited number of faculty can be elected or appointed through normal constitution and bylaw mechanisms with initial approval of this class of faculty by the Dean of Medicine with concurrence by the Office of the Provost. It is felt that these appointments could be made on a limited time basis as appropriate and may allow rotation between the active faculty status classifications (active faculty status classes).

Full faculty equivalent faculty may hold any rank in any faculty track.

- B. Eligibility: All members of the full-time faculty are eligible to serve on standing or special committees.
- C. Appointment: Committee members are appointed for a two-year term by the Chair of the Faculty Executive Board in consultation with Faculty Executive Board and the Offices of the Dean of the College of Medicine. They may serve two terms consecutively. An additional series of terms is permissible after a minimum of two years interruption of service on that committee.
- D. Chairs: Standing committee chairs are appointed from members of full-time faculty for a two-year term by the Chair of the Faculty Executive Board in consultation with Faculty Executive Board and the Offices of the Dean of the College of Medicine. They may serve two terms consecutively. An additional series of terms is permissible after a minimum of two years interruption of service on that committee.
- E. Reports: The Chair of each standing committee shall present an oral report and written summary at

the semi-annual meetings of the Faculty Executive Board.

- F. Authority: Standing committees derive their authority from the University approved bylaws and are guided by the committee manual approved by the Faculty Executive Board,
- G. Accountability: Standing committees are directly accountable to the Faculty Executive Board.
- H. Confidentiality Agreement: Members of Committees that address confidential academic personnel matters are required to sign a Confidentiality Agreement, and must agree not to discuss, disclose, or reproduce any confidential information generated in connection with meeting proceedings, except as necessary to carry out official membership responsibilities or as required bylaw.
- I. Disciplinary Action: Actual or attempted violations of any rules of confidentiality, or attempts to influence members of any Committee with confidential deliberations by anyone who is not on the Committee may result in disciplinary action up to and including termination of affiliation with the University. Similarly, any substantiated violations of confidentiality rules by Committee members may result in disciplinary action up to and including termination of affiliation with the University.

CHAPTER XI - DISSOLUTION

In case of dissolution, this organization shall be dissolved in accordance with California State Law, the Internal Revenue Code of the United States, and other applicable statutes.

CHAPTER XII - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall be the authority for any procedure not specifically covered in these bylaws, special rules of order, or policies of the College of Medicine. The Faculty as a whole, the Faculty Executive Board officers and representatives, Committee Chairs and members, the Dean, Associate and Assistant Deans and all who participate agree to abide by these rules at all duly constituted meetings of the College of Medicine.

CHAPTER XIII - AMENDMENTS

Section 1.

These bylaws may be amended by a 2/3 vote of those members present and voting at any duly called meeting of the full-time Faculty as a whole, or by referendum, provided previous notice has been sent to all members to the Faculty as a whole at least 15 days prior to the meeting.

Section 2.

Proposed amendments to the Bylaws shall be submitted in writing to the Bylaws committee at least 45 days prior to the meeting where the proposed amendments are to be considered.

Section 3.

A Bylaws committee shall be constituted to put the proposed amendment in proper form and distribute copies to the Faculty as a whole at least 15 days prior to the meeting where the amendment is to be considered.

Section 4.

Proposed amendments may be submitted by any member of the Faculty as a whole.

Section 5.

Any amendment, to be presented for action, shall be accompanied by a written argument stating the reason/s for introducing the amendment and stating what fault it seeks to correct. Any amendments made necessary by the law shall be made by the Faculty Executive Board at any duly constituted meeting, whenever such necessity arises.

Section 6.

These Bylaws will be reviewed by the FEB periodically but not less often than every 3 years.

CHAPTER XIV - ADOPTION OF BYLAWS

This revision of the Bylaws and amendments voted upon and approved by voting members of the Faculty shall become effective immediately upon signed approval of the Board of Trustees, Academic Affairs Committee of the Board of Trustees, President, Provost, and Dean, and shall supersede any and all previous Constitution and Bylaws of the Faculty of the College of Medicine of the Charles R. Drew University of Medicine and Science.

	4/18/2022
Eleby Washington, MD	Date
Chair FEB	

	4-18-22
Deborah Prothrow-Stith, MD	Date
Dean, College of Medicine	

Steve O. Michael, PhD	Date
Provost and Executive Vice President for Academic Affairs	

David Carlisle, MD, PhD	Date
President and CEO	

James Rosser, PhD	Date
Chair, Academic Affairs Committee of BOT	

Arthur J Ochoa, Esq.	Date
Chair, Board of Trustees	