

ATTACHMENT A

RESOLUTION AND CONSENT

WHEREAS, the Professional Staff Congress/CUNY ("PSC") and the City University of New York ("CUNY") have entered into a Letter Agreement on Adjunct Health Insurance and Related Issues, dated April 24, 2013, (the "Letter Agreement"), which provides that CUNY reserves the right to transfer some or all of the active members of the Executive Compensation Plan out of the PSC-CUNY Welfare Fund (the "Fund"), and

WHEREAS, the Letter Agreement provides that CUNY reserves the right to propose to amend Trust Indenture Article I, paragraphs (4) and (5), to remove or reduce representation on the Fund Board of Trustees by the Trustees referenced therein as "the Vice Chancellor of the University for Faculty and Staff Relations" and "a member of the Instructional Staff who is employed in a title covered by the Fund but excluded from the PSC"; and, the Letter Agreement further provides that if CUNY so proposes, the PSC agrees to support that proposal; and

WHEREAS, Article I, paragraph (21) of the Trust Indenture provides that the provisions of Article I of the Trust Indenture may be amended only by the mutual consent of CUNY, the PSC, and the Fund;

THEREFORE BE IT RESOLVED that, effective on the date this resolution is fully executed, Article I, paragraphs (4) and (5) are amended to read in their entirety as follows:

(4) The Board of Trustees of the Fund shall be constituted of twelve (12) voting members, one (1) of whom shall be the President of the PSC, or, in his or her stead, the First Vice President, the Treasurer, or the Secretary of the PSC, as may be designated by the President; eight (8) of whom shall be members of the Instructional Staff of the University who are members of the PSC in good standing; one (1) of whom shall be a retiree from the Instructional Staff of the University who is a member in good standing of the PSC Retiree Chapter; one (1) of whom shall be the Vice Chancellor of the University for Faculty and Staff Relations; and one (1) of whom shall be a member of the Instructional Staff who is employed in a title covered by the Fund but excluded from the PSC unit, who shall be appointed by the Chancellor of CUNY. In addition to the voting members, the Board shall include the Executive Director of the Fund as a non-voting

member. Notwithstanding the foregoing, CUNY reserves the right, to be exercised no later than the date specified in the Letter Agreement dated April 24, 2013, to withdraw or reduce its representation on the Board by the removal of either the Vice Chancellor for Faculty and Staff Relations or the Chancellor's appointee, or both.

(5) The President of the PSC, in consultation with the PSC Executive Council, shall appoint officers and the eight (8) Trustees who are members of the Instructional Staff and the one (1) Trustee who is a retiree from the Instructional Staff.

The Fund, by its Board of Trustees, hereby approves and consents to the foregoing amendment: Trustees:

- | | |
|-----------------------------|-----------------|
| 1. <u>Robert J. Cornish</u> | Dated: 5/3/2013 |
| 2. <u>Paula A. Whitlock</u> | Dated: 5/3/2013 |
| 3. <u>[Signature]</u> | Dated: 5/3/13 |
| 4. <u>Sherrin Gordon</u> | Dated: 5/3/13 |
| 5. <u>David K. Stalder</u> | Dated: 5/3/13 |
| 6. <u>James R. Smith</u> | Dated: 5/3/13 |
| 7. <u>Terence + Martell</u> | Dated: 5/3/13 |
| 8. <u>Joy M. Paul</u> | Dated: 5/3/13 |
| 9. <u>Elizabeth Waters</u> | Dated: 5/3/13 |
| 10. <u>Leshie Wilkerson</u> | Dated: 5/3/13 |
| 11. <u>Steven London</u> | Dated: 5/3/13 |
| 12. <u>Barbara Baven</u> | Dated: 5/3/13 |

CUNY and the PSC hereby approve and consent to the foregoing amendment:

CITY UNIVERSITY OF NEW YORK

By: Matthew Goldstein

Date:

PROFESSIONAL STAFF CONGRESS/CUNY

By: Barbara Bowen

Barbara Bowen, President, PSC

Date: 5/3/13