

**3344-1-01 Meeting of the board of trustees.**

- (A) Regular meeting. The regular meetings of the board shall be held in the last week of every other month unless otherwise specified by the chairman. The chairman shall designate the day of the week on which the regular meetings shall be held at the annual meeting.
- (B) Special meeting. Special meetings of the board may be called by the chairman or upon the written request of not less than three members of the board.
- (C) Time and place of meeting. The time and place of all meetings shall be determined by the chairman, or in the case of a special meeting called by not less than three members of the board, determined by three members of the board calling the meeting, and due notice of the time and place shall be given by the secretary.
- (D) Notice of meeting. Notice of meetings of the board shall be posted on the website of the board of trustees at least one week prior to each regular meeting and at least twenty-four hours prior to a special meeting, except in the event of an emergency. Each notice shall include the time and place of all regular meetings and the time, place and purpose of all special meetings. Members of the media and members of the general public who wish to be notified of board meetings, may submit a request for such notice to the office of university marketing, including a valid email address. The office of university marketing will send out email notifications of board meetings at least three days prior to each regular meeting and as soon as practicable before a special meeting, except in the event of an emergency.
- (E) Organization of meetings. At each meeting of the board, the chairman, or in his/her absence, the vice chairman, or in the absence of both of the foregoing, the treasurer shall preside. The secretary, or in his/her absence, any person appointed by the chairman shall perform the duties of the secretary of the meeting and shall keep the minutes thereof.
- (F) Order of business. Unless otherwise ordered by the board or the chairman, the order of business at all meetings of the board shall be as follows:
  - (1) Roll call.
  - (2) Approval of minutes of preceding meeting.

- (3) Report of the chairman of the trustees.
  - (4) Report of the president of the university.
  - (5) Reports of committees of the board.
  - (6) Unfinished business.
  - (7) New business.
  - (8) Election of officers when required.
- (G) Business to be considered at meetings. Any proposed action, which is to be introduced by a board member or the president of the university that will substantially affect the university, shall be timely presented to the other board members in writing prior to the meeting at which the matter is to be considered by the board. Any matters coming to the board, other than from a board member or from the president of the university, shall be presented in writing to the secretary of the board at least seven days prior to the meeting at which it is to be considered by the board.
- (H) Quorum and manner of action.
- (1) A majority of the voting members of the board shall be present in person at any meeting in order to constitute a quorum for the transaction of business at such meeting and, except as otherwise hereinafter provided, the act of the majority of the trustees present at any such meeting at which a quorum is present shall be the act of the board.
  - (2) The concurrence of a majority of the voting members of the board shall be necessary to elect or remove the president or a member of the faculty of the university on tenure as defined by the board. A roll call vote is necessary when electing or removing a president or a member of the faculty of the university. On all other matters, a voice vote shall be sufficient.
- (I) Standing committees. The chairman of the board shall be empowered to appoint ~~four~~ five standing committees as follows: academic affairs; development and engagement committee; financial affairs; student affairs; and recognition (honorary degrees, citations and visiting committees). The chairman shall designate the chairman and members of each standing committee. Every standing committee shall have a minimum of three voting board members. All standing committees shall serve from the end of one annual meeting to the end of the next annual meeting. A majority of the voting board members of each committee shall constitute a quorum,

provided, however, that in the event such quorum shall not be present at any committee meeting, the chairman of such committee or the chairman of the board is empowered to appoint pro-tem committee members from the membership of the board in order to provide such quorum.

(J) Standing committees – responsibilities.

- (1) The responsibilities of each standing committee shall be to consider proposals referred to it by the board, initiated by the university administration, or originated within the committee in its area of activity and take action thereon, subject to confirmation by the board. The committee shall also undertake any special duties as may be delegated by the board.
- (2) The matters to be considered by each standing committee shall be in general as follows:
  - (a) Academic affairs.
    - (i) The committee shall focus on all matters regarding the honors program, niche marketing, recruitment and retention, including matters relating to the recruitment and retention of international students.
    - (ii) All matters requiring attention or action of the board relating to faculty appointment, tenure and status; fields of university instruction; the awarding of degrees; the need, urgency and the size of instructional facilities; and student scholarships.
    - (iii) All matters requiring attention or action of the board relating to student residential and social life, fraternities, sororities, inter-collegiate athletics and student organizations.
    - (iv) ~~All matters requiring attention or action of the board relating to affirmative action, equal opportunity and race relations, as well as the promotion of institutional diversity.~~

- (v) All matters requiring attention or action of the board relating to institutional planning processes for academic programs and supportive administrative services; and the definition of the institutional mission and goals.
  - (vii) All matters requiring attention or action of the board relating to the acquisition and operation and maintenance of the administrative systems with regard to in-house research, sponsored research, technology transfer and licensing.
- (b) Student Affairs
- (i) The committee shall focus on all matters requiring attention or action of the board relating to student residential and social life, fraternities, sororities, intercollegiate athletics, student government, student organizations, student housing, and student well-being.
  - (ii) All matters requiring attention or action of the board relating to institutional planning processes for academic programs and supportive administrative services; and the definition of the institutional mission and goals.
  - (iii) All matters requiring attention or action of the board relating to intercollegiate athletic facilities.
- (c) Development and engagement committee
- (i) Matters requiring attention or action of the board relating to the solicitation of funds for the present and future needs of the university as appropriate.
  - (ii) All matters requiring attention or action of the board relating to the university's relations with local, state and federal government.

- (iii) All matters relating to external marketing and corporate relations, including the establishment and maintenance of a positive image within the community generally and the news and advertising communities specifically, and the maintenance of relations with the university's alumni and alumni association and promotion of alumni activities.
  
- (d) Financial affairs.
  - (i) All matters requiring attention or action of the board relating to the university budget and financial operations, business organization and practice; borrowing of funds; submission of appropriation requests; determination of fees charged to students; custody and investment of any funds which are now under or may in the future come under control of the board of trustees; and relating to audits of the University, including receiving reports of internal and external auditors.
  - (ii) All matters requiring attention or action of the board relating to naming, location, planning, construction, and maintenance of university plant and grounds, within the framework of the master planning procedures of the university.
  - (iii) All matters requiring the attention or action of the board relating to the capital priorities of the university, including the exploration of public and private resources.
  - (iv) All matters related to the internal and external audit of university activities, assets and procedures, and other matters as assigned by the board.
  
- (e) Recognition.
  - (i) The committee, augmented by the president, the provost, and three members of the faculty, shall recommend to the board of trustees candidates for

honorary degrees. In addition, the committee shall recommend to the board of trustees recipients of other honors, awards, commendations, and recognitions to be conferred either during commencement or at other times determined by the board of trustees, and the committee shall annually receive and review the honors, commendations, and other special non-student awards given and/or proposed by the president, provost and colleges or departments within the university.

- (ii) All matters requiring attention or action of the board relating to visiting committees, that includes charging the committees with their assignments; and receiving reports following their visitations.
- (K) Special committees. The chairman may appoint such special committees as are deemed necessary and desirable. A special committee shall serve until completion of the task assigned to it, but not later than the adjournment of the next annual meeting. The chairman shall designate the chairman for each such committee. A majority of the voting board members of each committee shall constitute a quorum, provided however, that in the event such quorum shall not be present at any committee meeting, the chairman of such committee or the chairman of the board shall be empowered to appoint pro-tem committee members from the membership of the board in order to provide such quorum. Meetings of the special committees shall be held upon call of the chairman of the committee.
- (L) Member and committee authority. No trustee or committee shall have authority to commit the board of the university to any policy, action or agreement unless specifically granted such authority by the board.
- (M) Parliamentary procedure. Except as otherwise provided in these bylaws, all meetings shall be conducted in accordance with Robert's Rules of Order.
- (N) Annual meeting. The annual meeting of the board of trustees shall be held at the time of the last monthly meeting of the academic year. The first annual meeting was held in May, 1966.

- (O) Faculty, staff, student and community non-voting advisors.
- (i) The board of trustees of Cleveland state university designates the president of faculty senate, and a second representative to be elected each year by the faculty senate, as non-voting advisors to the board of trustees. Two student representatives will be appointed by the governor as non-voting advisors. The aforesaid student advisors and the foregoing faculty advisors are assigned as non-voting representatives to the academic affairs.
  - (ii) In addition to the aforementioned faculty and student representatives appointed to the board of trustees, the chairman may augment the membership of the board and standing or special committees with other faculty, staff or community members as non-voting advisors to serve a term as approved by the board.
  - (iii) The chair of the Cleveland state university foundation board of directors may serve as a non-voting member of the board of trustees for the duration of his/her term of office.