

3344-1-02 Officers of the board.

- (A) Number and title. The officers of the board shall consist of a chairman and a vice chairman. The officers of the board may also include a secretary and a treasurer, and such other officers of the university as the interest of the university requires. The offices of secretary and treasurer may be held by the same person.
- (B) Election, term of office and qualifications.
 - (1) The officers of the board shall be elected at the annual meeting of the board. They shall take office immediately following the adjournment of the meeting at which they are elected and shall hold their office through the following annual meeting of the board and until their successors are elected and qualified.
 - (2) The chairman and vice chairman must be members of the board. The qualifications of all other officers shall be determined by the board.
- (C) Vacancies. Vacancies in any of the above offices shall be filled by the chairman on a pro-tem basis and such appointment shall be subject to approval by the board at the next regular meeting. Such appointments shall be for the unexpired term of such offices and shall be in compliance with paragraphs (B)(1) and (B)(2) of rule 3344-1-02 of the Administrative Code.
- (D) Removal of officers. Any officer of the board may be removed at any time, either with or without cause, by resolution adopted by affirmative vote of five members of the board at any meeting of the board, providing the notice of the meeting specifies that such removal action is to be considered.
- (E) Chairman
 - (1) The chairman shall preside at all meetings of the board; shall sign the minutes of all proceedings of the board; shall perform such duties as usually pertain to this office, and such other duties as from time to time may be assigned to the chairman by the board.

The members of all committees of the board shall be appointed by the chairman, unless otherwise ordered by the board.

- (2) Unless specifically provided to the contrary by the board, the chairman may assign any of the chairman's duties to another member of the board.
- (F) Vice chairman. At the request of, or in the absence or disability of the chairman, the vice chairman shall perform all of the duties of the chairman, and while so acting, shall have all the powers and authority of, and be subject to all the restrictions applicable to the chairman. In addition, the vice chairman shall perform such other duties as may be assigned to the vice chairman from time to time by the chairman of the board.
- (G) Secretary. The secretary of the board shall:
- (1) Be the custodian of and responsible for the official books and records of the board;
 - (2) Be the custodian of the university seal;
 - (3) Authenticate the acts of the board by affixing an imprint of the university seal to official records of the board when it is proper to do so;
 - (4) Sign, execute and deliver in the name of the university all deeds, bonds, and other instruments as authorized by the board;
 - (5) Keep minutes of all meetings of the board and of committees of the board in one or more books provided for that purpose, and
 - (6) See that all notices are duly given in accordance with the provisions of Cleveland State rules.
 - (7) Prepare the agenda for board meetings in cooperation with the chairman and the president.
 - (8) Receive and route correspondence addressed to the board or its committees.
 - (9) Analyze, assemble or obtain information as requested by the chairman of the board or board committees, working with members of the university administration with the approval of the president.
 - (10) Act as a liaison with the university administration, enlisting the assistance of the board and its committees as requested by the administration.

- (11) In addition, the secretary shall perform such other duties as may be assigned to him/her from time to time by the board or the chairman. The board may assign the duties of the secretary to an assistant secretary.
- (H) Treasurer. The treasurer of the board shall, before entering upon the discharge of his duties, give bond to the state for the faithful performance of his duties and a proper accounting of all monies coming into the treasurer's care. The amount of said bond shall be determined by the board, but shall not be for a sum less than the estimated amount which may come into the treasurer's control at any time. The bond of the treasurer shall be approved by the attorney general of Ohio.
- (I) Bonds. Bonds shall be required from such officers of the board and of the university, in addition to the treasurer, as the board shall direct.
- (J) Executive committee. The executive committee shall be comprised of the board chair, who shall serve as the committee chair, the board vice chair, board treasurer and such other officers as may be elected from time to time. The executive committee shall consider and make recommendations to the board on proposed policy and contract matters not assigned to another committee; shall orient and mentor new board members; shall evaluate the performance of the president and make a recommendation to the full board on the president's compensation and benefits package; and shall consider other matters as appropriate to an executive committee, or assigned by the full board. The executive committee shall also act on behalf of the board on issues needing immediate attention and report such actions to the board. To act on behalf of the board, a quorum of the executive committee shall be present. The executive committee shall be required to report any actions taken on behalf of the board into the record of the next regularly scheduled board meeting. Any meeting of the executive committee at which binding action is taken shall adhere to all applicable provisions of section 121.22 of the Revised Code, the open meetings law.

Policy Name: Officers of the board.
Policy Number: 3344-1-02
Board Approved: 3/8/2016
Effective: 3/18/2016