



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 chair. The annual regular meetings schedule, as determined by the chair, shall be posted on the website no later than one month prior to the first regular meeting of the academic year.
- (B) Special meeting. Special meetings of the board may be called by the chair 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 chair, 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 for which immediate notice must be given. 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 a minimum of twenty-four hours before a special meeting, except in the event of an emergency for which immediate notice must be given.
- (E) Organization of meetings. At each meeting of the board, the chair, or in his/her absence, the vice chair, or in the absence of both of the foregoing, the treasurer shall preside. The secretary, or in his/her absence, the assistant board secretary, 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 chair, 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 chair 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. A roll call vote is also necessary in order to adjourn into executive session. On all other matters, a voice vote shall be sufficient.
- (I) Standing committees. The chair of the board shall be empowered to appoint four (4) standing committees as follows: academic affairs and student success; athletics; financial affairs; and governance committees. The chair shall designate the chair 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 chair of such committee or the chair 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; to provide strategic oversight and make recommendations thereon, subject to confirmation and approval 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 and student success committee.
 - (i) The committee shall focus on all matters requiring attention or action of the board regarding student success, including admissions criteria, retention/retention data analytics, student success metrics, alternative student success pathways, transfer programs, financial aid and scholarships, and the honors program.
 - (ii) All matters requiring attention or action of the board relating to faculty appointment, tenure and status; fields of university instruction; accreditation; new degree programs/majors, degree requirements, program review/restructuring, program elimination/phase-out, study abroad, and distance learning.

- (iii) All matters requiring attention or action of the board relating to student residential and social life, student conduct, greek life, student government, student organizations, student housing, student safety/well-being; and Title IX policy and training.
 - (iv) All matters requiring attention or action of the board relating to affirmative action, equal opportunity and diversity/inclusion.
 - (v) All matters requiring attention or action of the board relating to strategic institutional planning processes for academic programs, supportive administrative services and the definition of institutional mission and goals.
 - (vi) 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) Athletics committee.
- (i) The committee shall focus on all matters requiring attention or action of the board relating to university intercollegiate and intermural athletic programs, including but not limited to athletic facilities, marketing and fundraising.
 - (ii) Oversight and review of compliance matters involving athletics programs, personnel or student athletes brought to the committee by the president and/or his/her designee or the university chief compliance officer.
- (c) Financial affairs committee.

- (i) All matters requiring attention or action of the board relating to the university budget and financial operations, business organization and practice, including business contracts requiring approval of the board of trustees; borrowing of funds; submission of appropriation requests; determination of fees charged to students; and the custody and investment of any funds which are now under or may in the future come under control of the board of trustees consistent with the requirements set forth in section 3345.05 of the Revised Code.
- (ii) All matters requiring attention or action of the board relating to personnel policies and procedures, collective bargaining and other matters pertaining to the terms and conditions of university employment.
- (iii) All matters involving university compliance, internal controls and employee ethical standards of conduct.
- (iv) All matters related to the internal and external audit of university activities, assets and procedures. The financial affairs committee, or audit sub-committee as designated by the committee chair, shall meet with the internal and external auditors a minimum of twice per year and as otherwise necessary, in a manner permitted by the Revised Code.
- (v) The committee chair may designate a real estate and facilities sub-committee, which shall meet as needed, in the sub-committee chair's discretion to:
 - (a) Ensure that the board enables and advances the university's academic and strategic goals with respect to campus planning.

- (b) Oversee matters within the master planning process and procedures of the university, involving the need, urgency and size of institutional facilities; and the naming, location, planning, construction and maintenance of university plant and grounds.
- (c) Review, consider, and recommend approval of capital investments of the university.
- (vi) Any other matters as assigned by the board.
- (d) Governance committee.
 - (i) The committee shall review and recommend adoption or revision of all board governance documents, including but not limited to board bylaws, committee assignments, and officer nominating and election policies and procedures.
 - (ii) The committee shall ensure the development of guidelines for the conferral of honorary degrees, which shall include input by the university president and faculty in the selection and approval process. The committee shall recommend to the board of trustees candidates for honorary degrees pursuant to the guidelines, as well as recipients of other honors, awards, commendations, and recognitions for conferral either during commencement or at other times determined by the board of trustees.
 - (iii) 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.

- (iv) The committee shall oversee all matters relating to visiting committees, including charging the visiting committees with their assignments, and receiving reports following their visitations.
- (v) The committee shall ensure the integrity of board governance and the avoidance of conflicts of interest by fostering a culture of excellence, service, and high ethical standards among university trustees. The committee will develop responsibilities and expectations regarding trustee comportment, and will develop and conduct annual board performance assessments, as well as oversee the orientation of new board members.

(K) Special committees. The board chair 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 board chair shall designate the chair 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 chair of such committee or the chair 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 chair 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 full board.

(M) Annual meeting. The May meeting shall constitute the annual meeting of the board of trustees each year.

(N) Faculty, staff, student and community non-voting members and advisors.

- (1) 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. One of the faculty advisors shall be assigned as a non-voting representative to the financial affairs committee and the other shall be assigned as a non-voting representative to the academic affairs and student success committee.

- (2) Two student representatives will be appointed by the governor as non-voting trustees pursuant to a procedure adopted in compliance with section 3344.01 (B) of the Revised Code. The student trustees are not authorized to attend executive sessions of the board pursuant to section 3344.01 (B) of the Revised Code. One of the student trustees shall be assigned as a non-voting representative to the financial affairs committee and the other shall be assigned as a non-voting representative to the academic affairs and student success committee.
- (3) In addition to the aforementioned faculty and student representatives appointed to the board of trustees, the chair may augment the membership of the board and standing or special committees with other faculty, staff or community members as non-voting advisors who shall not be counted for purposes of determining a quorum. With the exception of student trustees, the right of non-voting members of the board to attend executive sessions shall be at the discretion of the board chair or committee chair as applicable and appropriate.
- (4) A community member may be appointed to a two-year term at the discretion of the board chair based upon the chair's determination that the non-voting community member enables the university to take advantage of the special and or needed talents, resources and experiences of such individual.
- (5) The chair of the Cleveland state university foundation board of directors shall serve as a non-voting member of the board of trustees for the duration of his/her term of office.
- (6) All non-voting members of the board shall be required to protect and maintain the confidentiality of information provided to or otherwise obtained during their service on the board during and after such service.

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