3344-1-02 Officers of the board.

(A) Number and title. The officers of the board shall consist of a chair and a vice chair. 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 chair of the governance committee shall appoint a nominating committee consisting of three voting board members at the March meeting of the board. The governance committee will oversee the nominating committee's process and ensure that a recommended slate of officers shall be presented to the full board at its annual meeting for the election of officers pursuant to a process designated by the governance committee. Members of the nominating committee are not eligible to be named on the slate or to serve as an officer for the next board year.

(2) The officers of the board shall be elected at the annual meeting of the board. The elected officers 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.

(3) The chair and vice chair 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 listed offices shall be filled by the chair 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), (B)(2) and (B)(3) 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) Chair

(1) The chair 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 chair by the board. The members of all committees of the board shall be appointed by the chair unless otherwise ordered by the board.

(2) Unless specifically provided to the contrary by the board, the chair may assign any of the chair duties to another member of the board.

(F) Vice chair. At the request of, or in the absence or disability of the chair, the vice chair shall perform all the duties of the chair, and while so acting, shall have all the powers and authority of, and be subject to all the restrictions applicable to the chair. In addition, the vice chair shall perform such other duties as may be assigned to the vice chair from time to time by the chair of the board. Should the chair's term end prior to the annual meeting, the vice chair shall serve as chair until the annual election seating a new chair has taken place.

(G) Secretary. The secretary of the board shall:

(1) Under the direction and guidance of the university president, act as a liaison with the university administration, enlisting the assistance of the board and its committees as requested by the administration;

(2) Analyze, assemble or obtain information as requested by the president, chair of the board, and/or board committees;

(3) Be the custodian of and responsible for the official books and records of the board;

(4) Be the custodian of the university seal;

(5) 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;

(6) Sign, execute and deliver in the name of the university all deeds, bonds, and other instruments as authorized by the board;

(7) Keep minutes of all meetings of the board and of committees of the board in a manner appropriate for that purpose consistent with the university's records retention policy;

(8) See that all notices are duly given in accordance with the provisions of Cleveland state university rules;

(9) Prepare the agenda for board meetings in cooperation with the chair and the president;

(10) Receive and route correspondence addressed to the board or its committees; and

(11) Perform such other duties as may be assigned to them from time to time by the president, board chair, or committee chairs. The board may assign the duties of the secretary to the assistant secretary as needed.

(H) Treasurer. The treasurer of the board shall, before entering upon the discharge of their duties, give bond to the state or be insured for the faithful performance of their duties and

a proper accounting of all monies coming into the treasurer's care. The amount of said bond or insurance 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, less any deductible.

(I) Bonds or insurance. Bonds or insurance 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 board members as may be asked to serve from time to time.

(1) The executive committee shall consider and make recommendations to the board on proposed policy, contract or other matters not assigned to another committee; and

(2) The executive committee 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.