

3344-1-01 Meeting of the Board of Trustees.

- (A) Regular meeting. The regular meetings of the board shall be held every other month during the academic year 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 their absence, the vice chair, or in the absence of both of the foregoing, the treasurer shall preside. The secretary, or in their 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) Approval of consent agenda
 - (7) Unfinished business.
 - (8) New business.
 - (9) Election of officers when required.

- (G) Business to be considered at meetings. Any proposed action or matter coming to the board of trustees for information, review, and/or approval from the university administration, board officers or trustees shall be presented in writing to the secretary of the board in accordance with the deadlines set by the office of the board of trustees.
- (H) Quorum and manner of action.
- (1) A majority of the voting members of the board shall be present, either in person or via means of electronic communication, as stipulated in paragraph (H)(2) of this policy, 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) In accordance with section 3345.82 of the Revised Code, attendance of a trustee by means of electronic communication at a meeting of the board called in accordance with this policy shall be subject to the following provisions:
 - (a) Each trustee shall be required to be present, in person, at least two regular meetings of the board annually, which shall not be less than one-half of the regular meetings held during such term.
 - (b) A trustee may only attend a meeting by means of electronic communication if all of the following minimum standards are met:
 - (i) At least one-third of the trustees attending the meeting shall be present in person at the place where the meeting is conducted;
 - (ii) All votes taken at the meeting are taken by roll call vote; and
 - (iii) A trustee who intends to attend a meeting by means of electronic communication has notified the chair, or the office of the board of trustees, of such intent not less than forty-eight hours before the meeting, except in the case of a declared emergency.
 - (c) Notwithstanding division (C) of section 121.22 of the Revised Code, a trustee satisfying the conditions of paragraph (H)(2) of this policy and attending a meeting by means of electronic communication shall be considered to be present at the meeting, is counted for purposes of establishing a quorum, and may vote at the meeting.
 - (d) As used in paragraph (H) of this policy, “electronic communication” means live, audio-enabled communication that permits the trustees attending a meeting, the trustees present in person at the place where the meeting is conducted, and all members of the public present in person at the place where the meeting is conducted to simultaneously communicate with each other during the meeting.

- (3) The concurrence of a majority of the voting members of the board shall be necessary to elect or remove the president or a tenured member of the faculty 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, unless one or more trustees are participating via means of electronic communication, a voice vote shall be sufficient.
- (I) Standing committees. The chair of the board shall be empowered to appoint standing committees as follows: academic affairs and student success; athletics; financial affairs; and governance. 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.
- (ii) Working closely with the financial affairs committee or its real estate and facilities subcommittee, review of matters pertaining to athletic facilities as may be referred from other board committees or university administration.
- (iii) The student-athlete advisory committee president and the faculty athletics representative shall serve on the athletics committee as non-voting, ex officio, members.

(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; review of enrollment data; 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) There shall be a standing audit, compliance and risk sub-committee comprised of a minimum of three governor-appointed, voting trustees. The primary responsibility of the audit, compliance and risk sub-committee shall be to provide oversight of the university's compliance policies and activities, internal controls and standards of ethical conduct. The audit, compliance and risk sub-committee shall meet at least once per year with the internal and external auditors, and the internal and external auditors shall meet at least once per year jointly with the sub-committee and financial affairs committee.
 - a. The sub-committee may obtain counsel, financial experts, or other expertise to advise the committee, or to assist in the conduct of investigations. The sub-committee may enlist the assistance of the university's administrators and employees as needed.
 - b. The sub-committee may conduct audit conferences or information sessions as provided by law and may conduct executive sessions with the university's internal and external auditors, university general counsel, or outside counsel, or anyone else as deemed necessary or proper, and as permitted by the Ohio "open meetings act."
 - c. The sub-committee shall review and concur in the appointment, replacement, reassignment, or dismissal of the internal auditor, and shall review the selection, dismissal or replacement of the external auditors.
 - d. The sub-committee shall review:
 - i. internal audit scope and plans of the internal auditor and the external auditors;
 - ii. with the internal auditor significant findings on internal audits during the year and the university administration's responses thereto;
 - iii. any difficulties the internal audit team encountered in the course of their audits, including any restrictions on the scope of their work or access to required information;

- iv. any changes required in the scope of the internal audit, the internal auditing office budget and staffing; and
 - v. the internal auditing office charter.
 - e. The sub-committee shall review with the external and internal auditors the adequacy of the university's internal controls and any related significant findings and recommendations of the external or internal auditors together with the university's responses thereto.
 - f. The sub-committee shall review periodically ethics reports submitted to the university administration, as well as ethical conduct policies and procedures.
 - (iv) The committee chair may designate a real estate and facilities sub-committee, which shall meet as needed, at 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, including review and acceptance of campus master plans.
 - b. Oversee matters within the master planning process and procedures of the university, involving the need, urgency and size of institutional facilities, and the location, planning, construction and maintenance of university grounds.
 - c. Review, consider, and recommend approval of capital investments of the university, in accordance with university policy.
 - (v) 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, commitment and responsibilities statement, and board self-evaluation tool.
 - (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 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, and ensure ongoing trustee education.
- (v) In compliance with paragraphs B(1) through B(3) of rule 3344-1-02 of the Administrative Code, the governance committee shall oversee the board officer nomination process and conduct the board officer's election at the board's annual meeting.
- (vi) Recommend to the board the naming or removal of names of university entities, spaces, units and other designations consistent with applicable university, rules, policies and procedures.
- (vii) As set forth in paragraphs (N)(3) and (4) of this rule, consult with the board chair and president and make a recommendation to the full board on the appointment of faculty, staff or community advisors to the standing or special committees of the board.
- (viii) Receive nominations, evaluate and recommend candidates for any university administrative or academic council or committee requiring board approval and appointment.
- (ix) The governance committee shall commence and oversee the president's annual performance review and goal setting consistent with the terms of the president's contract. The governance committee shall commission a 360 review of the president's performance at a minimum of every three years and a minimum of six months prior to a proposed renewal of the president's contract. 360 feedback would be obtained from a representative sample of campus and community stakeholders.

- (x) The governance committee may engage a compensation specialist to assist with presidential compensation review and determinations or compensation review and determinations involving other university employees as needed.
- (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 the faculty senate, and a second representative to be elected each year by the faculty senate, as faculty advisors to the board of trustees. One of the faculty advisors shall be assigned as a voting representative to the financial affairs committee and the other shall be assigned as a voting representative to the academic affairs and student success committee. The faculty advisors shall not vote during full board and special board meetings.
 - (2) Two student representatives will be appointed by the governor as student 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 and shall not vote during full board or special board meetings. One of the student trustees shall be assigned as a voting representative to the financial affairs committee and the other shall be assigned as a 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 board chair, in consultation with the university president and governance committee, may augment the membership of standing or special committees with other faculty, staff or community members as advisors who shall not be counted for purposes of determining a quorum. The board chair shall

determine the term for advisors. With the exception of student trustees, the right of advisor members of the board to attend executive sessions shall be at the discretion of the board chair or committee chair as applicable and appropriate. Advisor members of the board shall not vote at full board or special board meetings, but may vote as members of standing, sub or special committees.

- (4) A total of two (2) community members may be appointed to a two-year term as an advisor to the full board upon recommendation of the governance committee and approval of the full board. Non-voting community members enable 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 an ex officio member of the board of trustees for the duration of their term of office. The foundation chair shall serve as a member of the financial affairs committee and may vote at the committee and sub-committee meetings. As an ex officio member of the board of trustees, the foundation chair may participate in executive sessions of the full board, committees, and sub-committees at the discretion of the respective chairs.
- (6) All faculty, student and other advisory and community 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.