

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.

Bylaws of the Board of Trustees 3344-1-01 through 3344-1-06 (unofficial)

Last Amended and Approved: November 16, 2023

- (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,

- (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.

- (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 y

- 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

- (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

Bylaws of the Board of Trustees 3344-1-01 through 3344-1-06 (unofficial)

Last Amended and Approved: November 16, 2023

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

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

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 shal

- (6) Present and interpret to the board of trustees proposals and actions of the faculty together with recommendations.
 - (7) Ensure the application and implementation of the rules and regulations of the university.
 - (8) Submit to the board of trustees information and recommendations that will contribute to the adoption of sound and progressive policies for the university.
 - (9) Serve as a member of all faculties, as well as preside at the meetings of the university faculty.
 - (10) Consult with and bring to the board of trustees for ratification the appointment of the provost, deans and vice presidents.
 - (11) Appoint such other administrative officers as are needed to carry out effectively the operation of the university, and delegate functions to them with the authority necessary for their proper discharge.
- (B) Term of administrative and academic appointments. No administrative or academic appointments shall be made for a term in excess of one fiscal year without the approval of the board of trustees.
- (C) Annual performance review. The board, commencing with the governance committee, shall conduct a review of the president's performance and proposed goals at the annual meeting in a manner consistent with the president's contract. The president shall deliver to the board, through the governance committee, a report on the annual performance of the provost, vice presidents and deans at the same time they are being evaluated.

3344-1-04 University faculty and staff.

- (A) University faculty membership. The university faculty shall consist of the president, university officers for academic affairs, professors, associate professors, assistant professors, instructors, research and public service professors, research and public service associate professors, research and public service assistant professors, clinical associate professors, clinical assistant professors, officers who hold academic rank, term appointees, visiting appointees, and lecturers.
- (B) Faculty senate. The university faculty may delegate any or all of its authority to a representative faculty senate in accordance with bylaws adopted by the university faculty and approved by the board of trustees.
- (C) Appointment of faculty and staff. The president of the university and those administrative officers they may so designate shall have the authority to approve and execute all faculty and staff appointment contracts and annual renewals thereof provided that current and/or

permanent budgetary funds are available to fund such appointments and related compensation.

- (D) Board action in non-bargaining unit faculty dismissals. The Cleveland state university faculty personnel policies as revised were approved by the board of trustees effective February 1, 1975. These personnel policies provide for due process in the matter of the dismissal of a faculty member, who is not a member of the faculty collective bargaining unit, culminating in a recommendation by the president to the board of trustees. The board of trustees shall provide final resolution to the process in the following manner:
- (1) If the president recommends to the board that a tenured faculty member, who is not a member of the faculty collective bargaining unit, be dismissed or suspended, or that a non-tenured faculty member not a collective bargaining unit member be dismissed or suspended during their contract term, the president shall, on request of the faculty member, transmit to the academic affairs and student success committee of the board the record of the case, including the record of the formal hearing, if there was one, before the prescribed faculty hearing committee.
 - (2) The academic affairs and student success committee shall review the case and as stipulated in this rule, may provide for a hearing. If there is a hearing, the academic affairs and student success committee shall adopt its own rules of order and procedure for the hearing.
 - (3) If there was a formal hearing before the prescribed faculty hearing committee, the

- (6) If the faculty committee submits further recommendations within twenty-one days, the academic affairs and student success committee shall make its formal recommendation to the board of trustees after study of the faculty hearing committee's further recommendation.
- (7) The board of trustees shall consider the formal recommendation of the academic affairs and student success committee and make the final decision in the case. If, however, the board of trustees rejects a formal recommendation of the academic affairs and student success committee that is in agreement with the recommendation of the faculty hearing committee, the board shall return the proceeding to the faculty committee with specific objections stated.
- (8) The faculty hearing committee shall then reconsider, taking into account the stated objections and receiving new evidence if necessary. The faculty hearing committee's further recommendation, if any, must be returned to the board of trustees within twenty-one days of receipt of the board's objections.
- (9) If the faculty hearing committee submits a further recommendation within twenty-one days, the board of trustees shall make its final decision in the case after study of the faculty committee's recommendation.

3344-1-05 Miscellaneous.

(A) Budget

- (1) The annual budget, as adopted by the board and as amended from time to time, shall govern all transactions involving the financial obligations of the university. The budget shall be comprised of classifications in accordance with the budget system adopted by the state of Ohio.
- (2) The president shall establish procedures for the disbursement and expenditure of all appropriated funds. These procedures may be amended from time to time, but major changes in the budget or disbursement and expenditure of all appropriated funds shall have the prior approval of the board.
- (3) All proposals for the expenditure of university reserve funds shall come to the board for approval.

(B) Appearance before governmental offices, boards and agencies

Subject to specific control by the board, the preparation and presentation of requests for appropriations from the state of Ohio and all official dealings on behalf of the university with all federal, state and local government offices, boards and agencies shall be under the direction of the president of the university. Appearances before federal, state or local

government offices, boards and agencies are prohibited unless authorized by the president or the chair.

(C) Public use of university facilities

The use by the public of all university buildings and facilities shall be governed by rules and regulations promulgated by the board.

(D) Naming of spaces, units and entities

The board of trustees shall name university spaces, units and entities upon the recommendation of the governance committee, as well as remove such names pursuant to the policies, rules, regulations promulgated by the board and related procedures.

3344-1-06 Bylaws, rules and regulations; their promulgation, amendment and repeal.

(A) Statement of purpose. The foregoing bylaws are intended to provide a general framework for the functioning of the board as a governing body and for the organization, administration and operation of the Cleveland state university. Detailed rules and regulations for the organization, administration and operation of the university may be promulgated, amended and repealed by the board.

(B) Rules and regulations. Rules and regulations for the university may be adopted, amended or repealed by the affirmative vote of five members of the board at any regular meeting of the board.

(C) Bylaws. The bylaws of the board of trustees may be amended or repealed by the affirmative vote of five members of the board at any regular meeting of the board providing the notice of the meeting specifies that amendment or repeal of the bylaws is to be considered.

(D) Parliamentary procedure. Except as otherwise provided in these bylaws or the Ohio Revised Code, Robert's Rules of Order (most recent revised edition) shall serve as authority on all questions of parliamentary procedure.