MINUTES OF THE MEETING OF
THE GOVERNANCE COMMITTEE OF
THE BOARD OF TRUSTEES OF OHIO UNIVERSITY

June 4, 2008

Offices of Vorys, Sater, Seymour and Pease LLP
Columbus, Ohio
Trustee Dewire began the meeting at 3:05 p.m. by reviewing the topics to be discussed. Topics include the upcoming board retreat and new member orientation, ethics training, board self-evaluation, and nominations for Board Chair and Vice Chair.

Trustee Dewire opened discussion concerning the August 21st Board orientation and retreat by inviting thoughts from the committee concerning structure and topics to be addressed. Trustee Anderson began by addressing the suggestion of ethics training for the board. She indicated such training would be taking place this coming weekend in Oxford and that we may want to look at the training agenda as a starting place. Ohio Interim Legal Counsel, John Biancamano, offered possible topics that might be considered for board training and suggested the possibility of inviting someone from the Ohio Ethics Commission to conduct the training. He stated that the ethics training involves two major issues: 1) personal responsibility and 2) responsibility to particular institution.

Secretary Davis pointed out that the State requires ethics training for all new board members and training every two years for all state board appointees. Trustee Anderson raised the point that training is regularly offered by the Ethics Commission, and the potential exists for trustees to attend training through that office. Trustee Anderson shared with the committee information that she had researched relative to ethics training from other universities. Discussion focused on blending an Ethics Commission representative with Ohio University legal counsel representatives. Mr. Biancamano will communicate with the Ethics Commission on this possibility. It was decided that the Governance Committee will recommend to the Board that ethics training take place at the October 2008 board meeting. This would occur during the Thursday morning meeting after the arranged college visit occurs. John Biancamano will arrange through the Ethics Commission to invite a representative to present at that time. If the format is successful during the October 2008 meeting, a recommendation will be made that the training occur each fall, thereby ensuring OHIO’s trustees that the training from the Ethics Commission is continuous and meets State requirements.
In addition to the October board training, John Biancamano will present an overview of the legal landscape at Ohio University at the August retreat.

Discussion focused on the agenda for the August retreat and orientation. President McDavis shared the agenda from the last retreat. After a brief discussion the following agenda was proposed for board retreats, with a recommendation that the Ohio University Board of Trustees hold a retreat in August of each year:

7:30 Breakfast with new Trustees: “Here is Ohio University”
   President McDavis, Chair DeLawder, Secretary Davis

9:00-10:15 Trusteeship, Session I
   Speaker to be determined.
   Suggestion is OSU board member to talk about OSU’s Policy on Trusteeship.

10:45-12:15 Vision Ohio and Implementation Plan, Session II
   President McDavis

12:15-1:30 Lunch

1:30-2:30 Legal Landscape, Session III
   OHIO General Counsel

2:30-4:30 Orientation, Session IV
   Presidential Overview, President Roderick J. McDavis
   Academic Affairs, Executive Vice President and Provost Kathy Krendl
   Finance and Administration, Vice President William Decatur
   University Advancement, Vice President Howard Lipman
   Student Affairs, Vice President Kent Smith
   Research, Vice President and Graduate College Dean Rathrinda Bose
   Information Technology, Chief Information Officer Brice Bible
   Legal Affairs, Interim Director John Biancamano
   Government Relations, Director Teri Geiger
   Athletics, Director Jim Schaus
   University Communications & Marketing,
      Interim Executive Director Gina Calcamuggio

Trustee Harris offered findings that she had learned from research into AGB’s publications on best practices on board governance. She shared thoughts concerning what might be infused into new board member orientation. (See attached.)
Discussion focused upon issues related to the board’s institutional interaction on topics such as shared governance, board membership, and the importance of interaction with the board and other university constituents.

Trustee Dewire raised the issue of shared governance and solicited thoughts relative to approaching the issue. After some discussion it was decided that the best way for the Board to begin framing what shared governance is on our campus would be to define its own roles and functions within the university. In addition to this topic, Trustee Harris suggested that the board have discussion around current trends and issues occurring in higher education: what are current policy issues that are impacting Ohio University and higher education in general.

Connection and consistency from the mission of the institution through all roles and functions of the board is needed. Trustee Harris suggested that during the upcoming yea, the Board explore self-evaluation practices of other universities within Ohio. As a starting point, Trustee Dewire asked Secretary Davis to follow up with other board secretaries within public institutions in Ohio regarding their evaluation practices.

Trustee Dewire addressed the four-point “Fast Feedback Form” with the committee members. Discussion focused on the merits of the use of a form. Trustee Anderson raised the issue of this being developed as a public record and the potential effect that may occur due to the required transparency that would exist. Trustee Anderson suggested that feedback that would evolve from the Fast Feedback Form could be verbally solicited by the various committee chairs from the committee members after each meeting. Trustee Harris suggested that such feedback be encouraged to assure that everyone is on the same page relative to the content of each meeting.

Discussion took place around the nomination process to take place at the June meeting. After some discussion, consensus was reached to nominate Dan DeLawder as Chair and Marnette Perry as Vice Chair of the Board. This recommendation will be made at the June meeting. In addition, Trustee Dewire suggested that the Governance Committee consider developing a means of board leadership projection.

Meeting adorned at 5:15 pm.