Trustee Dewire called the Governance Committee Meeting to order at 11:35 am. In attendance were Trustees Dewire, Anderson, Harris, President McDavis, and Interim Secretary Davis.

The meeting began by Trustee Dewire asking Interim Secretary Davis to offer a review of all handouts and review materials. Included with the packet of materials that the committee members received were the following:

- Meeting agenda
- Ohio University Board By-Laws
- By-Laws from selected institutions:
  - Bowling Green State University
  - University of Cincinnati
  - Cleveland State University
  - Kent State University
  - Miami University
  - University of Toledo
- Statement of Governance, Ethics, Best Practices

Trustee Dewire requested the purchase of a publication from the AGB titled *Committee on Trustees* which addresses the importance and viability of the Committee on Trustees (Governance) to governing boards of colleges and universities. Trustee Dewire asked that the committee review the booklet and use it as a framework for future areas of work by the Governance Committee.

The committee moved into a discussion concerning the revision of the Board of Trustee By-Laws. The committee began by reviewing the “red-lined” bylaws, which were drafted by Interim Secretary Davis and John Burns, Director of Legal Affairs for the University. Each section was reviewed, and minor corrections and wording clarifications were addressed.
Substantial discussion focused around the description of the four of the five standing committees: the University Academics Committee, the University Resource Committee, the Audit Committee, and the Governance Committee. During the deliberations regarding the committee descriptions, Trustee Harris pointed out that the descriptions needed to be strong enough to provide a framework for the Board’s work to be completed. In addition, she encouraged the committee to keep in mind that by-laws should lean on the “minimalist” side where possible.

Substantial discussion focused around the University Resource Committee and that Committee’s interfacing with the Audit Committee. It was recommended by Trustee Anderson to include a statement in the University Resources Committee section that makes reference to the appropriate Ohio Revised Code (3345.05) which addresses the review and monitoring of all investments including the endowment, recommending of investment policy, and advising the Board on investments and appointments of investment advisors to ensure compliance with the ORC.

Trustee Dewire recommended adding a statement that would allow the Chair to set emergency meetings when deemed necessary and vital to the Board. This would be reflected within the responsibilities of the Chair in Article II, Section 2.

Finally, Trustee Dewire suggested that the Governance Committee should engage in focused governance topics at the February Board meeting. Suggested topics include shared governance, developing a Code of Ethics or Standard of Practice, the role of the Governance Committee assuming some of the responsibility for the yearly Board Orientation Program, Board Self Evaluation, feedback mechanisms on meetings, and the development of criteria for individual trustee membership on the Board. Trustee Dewire indicated that he would identify one or two topics to include on the Committee’s agenda for February meeting and will communicate them to Interim Secretary Davis.

Trustee Dewire called the meeting to adjournment at 1:15 pm.