Bylaws of the Ohio University Board of Trustees

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Article I. Corporate Authority and Bylaws

Section 1. The Board of Trustees of the Ohio University, a body corporate and politic, hereby adopts these Bylaws for the purpose of governing its activities in accordance with Chapter 3337 of the Ohio Revised Code.

Section 2. No Bylaws shall be enacted, amended, or repealed, except by a vote of a majority of the members (5 votes) of the Board authorized to vote, and then only after thirty (30) days notice of a proposed change has been given to all members.
Section 3. The Board shall comprise nine Trustees and two student Trustees, all appointed by the governor of the State of Ohio in accordance with Section 3337.01 of the Ohio Revised Code. The Board shall also include two national Trustees and the chair of the Ohio University Alumni Association Board of Directors or his or her designee. One national Trustee shall be appointed by the Board for a term of one year beginning on July 1, 2010. One national Trustee shall be appointed by the Board for a term of three years beginning on July 1, 2010. Thereafter, both national Trustees shall serve terms of three years.

Section 4. The nine Trustees appointed by the Governor shall hold voting privileges. The two student trustees, the two national trustees and the chair of the Ohio University Alumni Association Board of Directors may not vote on Board matters but their opinions and advice will be actively solicited and welcomed in Board deliberations.

Article II. Officers of the Board

Section 1. Officers of the Board shall be as follows:

(a) Chair

(b) Vice-Chair

(c) Secretary

(d) Treasurer

Section 2. The Chair shall preside at all meetings of the Board, and unless otherwise directed by the Board, shall have the authority to appoint members of and to fill vacancies on all standing and special committees. He or she shall serve as Chair of the Executive Committee. Subject to these Bylaws, he or she shall fix the date and time of all regular, special, and emergency meetings, and perform such other duties as may be pertinent to the office of the Chair.

Section 3. The Vice-Chair, in the absence or incapacity of the Chair, shall assume the duties and obligations of the Chair.

Section 4. The Secretary shall keep minutes of all Board meetings and shall promptly distribute copies to all Board members. He or she shall be responsible for the orderly preservation of all records pertaining to Board business, and shall perform all other duties customary to the office or assigned by the Chair or by Board action.
Section 5. The Treasurer shall be responsible for the fiscal management of the University, including supporting budget preparation, the preparation of all officially required financial reports, management of investments, coordination of audits with auditors, including federal and state auditors, overseeing relationships with financial reporting agencies, and all other financial responsibilities generally or specifically assigned by the Board or the President.

Article III. Election of Officers

Section 1. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected annually by the Board.

Section 2. The Chair and Vice-Chair shall each serve for one year and shall be eligible for re-election to their respective offices. The Secretary and the Treasurer shall be eligible for annual election to these offices without a yearly limitation.

Section 3. In the event of a vacancy in an Officer position, the Board shall elect a successor from among its members to serve the remainder of the vacant term.

Article IV. The President and Presidential Duties

Section 1. On the basis of mutual good faith and any contractual relationship pointing to continuous service, the President of the University shall be elected from year to year subject to the terms of his or her employment agreement.

Section 2. The President shall attend all meetings of the Board and shall, in an advisory capacity, have a voice in its deliberations. He or she shall have the authority to initiate any subject at Board meetings.

Section 3. The President shall be responsible to the Board for the administration and discipline of the University.

Article V. Meetings

Section 1. Regular Meetings. The Board shall hold no fewer than five (5) regular meetings a year, with the date and time fixed in accordance with the provisions of Article II.

Section 2.

Section 2. Special and Emergency Meetings. Special and emergency meetings may be held upon the call of the Chair or upon the written request of three (3) Board members to the Secretary.
Section 3. Notice of Meetings. The Secretary shall notify all Board members and the President at least five days in advance of all regular and special meetings and at least one day in advance of all emergency meetings. Public notice of all meetings shall be given in accordance with the requirements of Revised Code Section 121.22. Any person may determine the time and place of all regularly scheduled meetings and the time, place, and purpose of all special meetings by contacting University Communications and Marketing or on the internet at http://www ohio.edu/trustees/.

Section 4. Attendance. It shall be the policy of the Board to require full attendance at all meetings of the Board and committees in accordance with Revised Code Section 3.17. Excuses for absence from meetings shall be communicated to the Secretary at least two (2) days before meetings. Persistent unreasonable absences in violation of Ohio law shall be cause, at the pleasure of the Chair, for reporting such delinquency to the appropriate authority of the State of Ohio.

Section 5. Quorum and Voting. Five Trustees appointed by the Governor, (the “Voting Trustees”) shall constitute a quorum for the conduct of the ordinary business of the Board. An affirmative vote of six Voting Trustees shall be necessary to elect or remove a President and an affirmative vote of five Voting Trustees shall be necessary to adopt any other resolution or action of the Board.

Section 6. Agenda. The Secretary shall consult with the chairs of the Standing Committees and then prepare a proposed agenda for each Regular Meeting. The proposed agenda shall be delivered to the President for his or her review and then to the Chair of the Board for final approval.

**Article VI. Standing and Special Committees**

Section 1. Standing Committees of the Board, consisting of no fewer than three (3) members each, shall be appointed annually or for longer terms by the Chair of the Board, and each Standing Committee shall consider and make recommendations for action by the Board on the various policy matters enumerated below as follows:

1) Academics and Student Success
   a. Responsibilities will include the academic plan; enrollment management; student affairs and life; intercollegiate athletics; diversity; research and technology transfer policies and activities; information technology; communications and marketing; academic appointments; promotion and tenure policies and procedures; academic program reviews; and awarding of degrees. Responsibilities also include providing oversight for
educational quality and engagement, student success by reviewing programs, accreditation, and efforts to create a culture of continuous improvement in student outcomes. The Committee will also review metrics for and evidence of quality, success, and affordability to inform Board decisions regarding governance, policy and strategy.

2) Audit and Risk Management
   a. Responsibilities will include the oversight of the internal audit functions, annual or other periodic audits of financial operations, the recommendation of the appointment of an external audit firm to the Board of Trustees, the receipt of the reports of the internal auditor and the external audit firm, and the university’s accountability and compliance procedures. Responsibilities also include assessing and reporting to the Board of Trustees respecting enterprise risks relating to the long-term fulfillment of the University’s teaching, research, and service mission, including but not limited to risks regarding safety, preservation of property, University and Board policies, fiscal integrity, strategic plans, and the necessary and proper conduct of the University’s business and affairs.

3) Governance and Compensation
   a. Responsibilities will include the recommendation of general governance policies and procedures, the nomination of Board officers and recommendation of candidates for future trustees and national trustees. At the last meeting in each fiscal year, the Committee shall review these Bylaws to determine whether any changes are appropriate and shall recommend any such changes to the Board of Trustees. Responsibilities also include assisting and making recommendations to the Board of Trustees respecting human resources and executive compensation programs and strategy for senior leadership positions. The Committee will also report to the Board respecting the effectiveness of executive compensation, benefits, performance management; and the Committee may further report to the Board on these issues as they relate to other University compensation and human resources plans. The Committee is also responsible for the oversight of Affiliated Entities.

4) Resources, Facilities and Affordability
   a. Responsibilities will include financial operations; business, organization and practices; university advancement; relations with local, state, and federal legislative and administrative agencies; recommending of the schedule of tuition and fees; borrowing of funds (internal and external); naming, location, planning, construction, and maintenance and renovation of University facilities and grounds; the purchase, sale and lease of lands
and buildings; reviewing and monitoring of all investments including the endowment; contract oversight on public utilities and other large contracts; and recommending of investment policy, advising the Board on investments and appointment of investment advisors to ensure compliance with Revised Code Section 3345.05. Responsibilities also include monitoring tuition, state appropriations, endowments, and annual giving; and overseeing efforts to maintain the University’s fiscal strength in order to improve student affordability and the quality of education.

Section 2. The Executive Committee shall be made up of the Chair and Vice Chair of the Board of Trustees and the Chairs of University Academics and Student Success, and the University Resources, Facilities, and Affordability Committees and have broad powers to act in all matters not deemed by the Chair of the Board and the President of the University as of importance to command the immediate attention of the entire Board. All actions of the Executive Committee shall be subject to approval by the Board, except those wherein the Board has delegated to the Executive Committee or the President full power to act for the Board.

Section 3. Special committees may be appointed by the Chair of the Board as the Board may deem necessary.

Section 4. The Chair of the Board and the President shall be ex-officio non-voting members of all Standing Committees and Special Committees.

Article VII. Parliamentary Authority

Section 1. When not in conflict with any of the provisions of these Bylaws, the Robert’s Rules of Order Newly Revised shall govern the proceedings of the Board.