



Northeast Ohio

MEDICAL UNIVERSITY

Bylaws of the Board of Trustees

June 9, 2016

ARTICLE I

Enabling Legislation

The Ohio General Assembly, through Ohio Amended Senate Bill 72 (with an Effective Date of November 23, 1973), created the Northeastern Ohio Universities College of Medicine (now the Northeast Ohio Medical University) and empowered its Board of Trusteesⁱ to Govern and adopt its own Bylaws.

ARTICLE II

Statement of Purpose

Vision: To be the premier community-based interprofessional health sciences university in the United States.

Mission: Northeast Ohio Medical University improves the health, economy, and quality of life in Northeast Ohio through the medical, pharmacy and health sciences education of students and practitioners at all levels; the development of new knowledge through research in the bio-medical, community health and behavioral sciences; and the provision of community service and health education throughout the Northeast Ohio region.

Values: Our values are reflected in the Six Cs of our educational, research and work environment:

- Competence,
- Communication,
- Caring,
- Curiosity,
- Character and
- Community.

ARTICLE III

Members of the Board of Trustees and Their Powers

Section 1 Number of and Types of Members: The government of the University is vested in an eleven member Board of Trustees (“the Board” or the “full Board”), who shall be appointed by the Ohio Governor, with the advice and consent of the Ohio Senate. Two of the eleven Trustees shall be current students of the University appointed in accordance with Ohio Revised Code §3350.10(B).

Section 2 Term of Office: Except as provided in Ohio Revised Code §3350.10(A)(3) and except for the Student Members, terms of office shall be for nine years. Each Trustee shall hold office from the date of appointment until the end of the term for which the Trustee was appointed. Except for the Student Trustees, who shall serve terms pursuant to Ohio Revised Code §3350.10(B), the initial terms of office for Trustees appointed under Ohio Revised Code §3350.10(A)(2) shall be as follows: one term ending after September 22, 2009; one term ending after September 22, 2010; one term ending after September 22, 2011; one term ending after September 22, 2012; one term ending after September 22, 2013; one term ending after September 22, 2014; one term ending after September 22, 2015; one term ending after September 22, 2016; one term ending nine years after September 22, 2017. Thereafter, terms of office shall be for nine years, as provided in Ohio Revised Code §3350.10(A)(2).

Section 3 Vacancies: Any Trustee appointed to fill a vacancy occurring prior to the expiration of the term for which the Trustee's predecessor was appointed shall hold office for the remainder of such term. Any Trustee shall continue in office subsequent to the expiration date of the Trustee's term until the Trustee's successor takes office, or until a period of sixty days has elapsed, whichever occurs first. No person who has served a full nine-year term or more than six years of such a term shall be eligible for reappointment until a period of four years has elapsed since the last day of the term for which the person previously served.

Section 4 General Powers: The Board shall have the powers which are conferred upon it by the laws of the State of Ohio. It shall do all things necessary for the creation, proper maintenance and successful and continuous operation of the University and shall adopt, and from time to time as necessary, amend, alter or repeal, the Bylaws and any regulations for the conduct of the Board and the governance and conduct of the University. The Board shall employ, fix the compensation of, and remove the President, and such number of Deans, Professors, Teachers, Officers and other employees as the Board may deem necessary.

Section 5 Student Trustees: Two of the Trustees shall be current students of the University, and their selection and terms shall be in accordance with Ohio Revised Code §3350.10(B). The Student Members shall have no voting power on the Board. Student Members shall not be considered as Members of the Board in determining whether a quorum is present. Student Members shall not be entitled to attend Executive Sessions of the Board. The Student Members of the Board shall be appointed by the Governor, with the advice and consent of the Senate, from a group of five candidates selected pursuant to a procedure adopted by the University's Student Government and approved by the University's Board of Trustees. The initial term of office of one of the Student Members shall commence ninety days after September 22, 2008 and shall expire on June 30, 2009, and the initial term of office of the other Student Members shall commence ninety days after September 22, 2008 and shall expire on June 30, 2010. Thereafter, terms of office of Student Members shall be for two years, each term ending on the same day of the same month of the year as the term it succeeds. In the event that a Student Member cannot fulfill a two-year term, a replacement shall be selected to fill the unexpired term in the same manner used to make the original selection.

Section 6 Compensation of Trustees: Trustees shall receive no compensation for their services but shall be paid their reasonable expenses while engaged in the discharge of their official duties.

Section 7-Attendance at Meetings: In accordance with Ohio Revised Code § 3.17, Trustees who fail to attend at least three-fifths of the regular and special meetings of the Board during any two-year period forfeit the member's position on the Board. Emergency Meetings of the Board shall not be counted in the attendance calculation. The Secretary of the Board shall keep an accurate attendance record and notify any member of the Board and the Chair of the Board if any member is in jeopardy of such forfeiture.

ARTICLE IV

Officers of the Board and Their Duties

Section 1 Trustee Officers:

- a. The Trustee Officers of the Board are the Chair and Vice-Chair. Nominations and the election of Trustee Officers may be made in any manner determined by a consensus of the Board that is consistent with Ohio law and Robert's Rules of Order. Seniority, defined as length of service on the Board, is one attribute that should be considered. Other attributes include, but are not limited to, skills necessary to perform the duties of a particular office, vision, level of interest and willingness to commit the necessary time to fulfill the duties of the office.
- b. A Nominating Committee will prepare a slate of candidates for Chair and Vice Chair that will be presented to the Board at its September meeting. Nominations, including self-nominations, from the floor will be considered prior to the vote. The Chair and Vice-Chair shall be elected annually at the September meeting of the Board.
- c. An Officer will serve a one-year term. If an Officer has served for two consecutive terms, he/she may not be elected for a third consecutive one-year term in that office. An Officer, who has served two consecutive terms in a given office, may serve in that office again after a two-term hiatus.
- d. The term of office of any Trustee Officer of the Board will expire at the conclusion of the September meeting or when a successor is elected. The term of the newly elected Trustee Officer will commence immediately following adjournment of the meeting at which they are elected and they shall hold office until the conclusion of the September meeting or a successor is elected.

Section 2 Duties of the Chair and Vice-Chair: The duties of the Chair and Vice-Chair of the Board shall be as follows:

- a. The Chair shall preside at all meetings of the Board and shall decide all questions of order. It shall be the Chair's duty to see that the resolutions and documents of the Board are properly executed. The Chair may, for and on behalf of the University and the Board, sign such instruments, contracts, minutes, resolutions, diplomas and other documents as authorized by the Board. The Chair, in consultation with the President, provides input for Board Agendas and key issues that may be considered by the Board.
- b. The Vice-Chair, in the absence or disability of the Chair, shall be vested with the powers and discharge the duties of the Chair.

Section 3 Non-Trustee Officers: The Secretary and the Treasurer, if so elected, need not be members of the Board. The Secretary and Treasurer, if so elected, by the Board shall serve in such capacity at the discretion of the Board.

- a. Secretary
 - i. The Secretary or Associate Secretary shall receive and respond to routine correspondence, inquiries, and requests to the Board with the copies thereof to the Chair. The Secretary or Associate Secretary shall receive all transmittals to the members of the Board and shall be responsible for providing copies of same to all Trustees to ensure all Board members are apprised. Trustees will direct board-related requests and suggestions to the Board Secretary.

- ii. The Secretary shall maintain and keep all records, books, deeds, contracts, documents and papers of the Board. The Secretary shall attend all meetings of the Board and its Committees and shall make and keep accurate and complete records of minutes of said meetings. The Secretary shall, within two weeks of each meeting, or as soon thereafter as practical, transmit by mail or where appropriate through electronic means a copy of the record of the meeting to each member.
- iii. The Secretary shall give notice to the members of the Board and to the President of the University of all meetings of the Board, and its Committees. The Secretary shall provide all other notices required by law and these bylaws. Notice may be provided by mail or electronic means.
- iv. Requests to address the Board or any Committee of the Board shall not normally be considered unless submitted in writing to the Secretary or Associate Secretary at least two weeks prior to any regularly scheduled meeting. Such requests shall include information requested by the Secretary, including, but not limited to, the name of the person making the request, the purpose and subject matter of the request and a summary of the topic to be addressed.

The Chair of the Board, in consultation with the Chair of any Committee of the Board and the President, as appropriate, shall, for and on behalf of the Board or Committee, determine if and when the matter should be scheduled upon the agenda of the Board or Committee of the Board. In the event the Chair determines not to schedule the matter on the agenda of the Board or Committee of the Board, the Chair shall direct the Secretary or Associate Secretary to provide notice of such request to members of the Board for their information.

The Board Chair has the authority to allow the person to speak and to limit the amount of time that person may speak. After the person finishes speaking, he/she will not be permitted to participate in the discussion unless that person is responding to a question from a Trustee that would be directed first to the Chair and then to the visitor.

If the request to address the Board relates to a personnel matter or a legal matter that would normally be discussed during a closed "Executive Session," the Board Chair is authorized to deny the request to speak to the Board, indicating the topic is not one that would be discussed in a public meeting.

- v. When requested by the Chair of any Committee of the Board, and after consultation with the Chair of the Board of Trustees the Secretary, if so directed, shall likewise attend such meetings, make and maintain minutes of the meeting, as set forth above.
- vi. The Secretary shall perform the functions outlined in a job description approved by the Board of Trustees and report directly to the President as an employee of the University. The Secretary shall have an indirect reporting relationship to the Board and will facilitate Board meetings and

communications and perform other functions as set forth in the job description.

b. Treasurer

- i. A Treasurer, if so elected, shall keep the financial books and records of the University, deposit University funds and make appropriate payments, maintain proper records of monies received and spent and submit to the Board an annual statement of accounts and perform such other duties as the Board may designate.
- ii. The Treasurer, before entering upon the discharge of his duties, shall give bond to the State of Ohio for the faithful performance of his duties and the proper accounting for all monies coming into his care. The amount of the bond shall be determined by the Board and shall be approved by the Attorney General for the State of Ohio, providing that it shall not be for a sum less than the estimated amount of money that may come into the Treasurer's control at any time.
- iii. The Treasurer reports to the Board and works in close cooperation and coordination with the President of the University.

ARTICLE V

The University President

Section 1. Chief Executive and Chief Academic Officer

The President is the Chief Executive and Chief Academic Officer of the University and reports to the Board in that capacity. As such the President is charged with the responsibility and is vested with the authority to lead the University; properly promulgate those administrative and academic policies that will support the proper functioning of the University; develop and implement a University strategic plan; oversee all of the University's administrative and academic operations; act as the University's-spokesperson (or his designee); and, perform such other duties as may be delegated by the Board. The Board hereby authorizes the President to execute all contracts; leases and other documents on behalf of the University. The Board further authorizes such Administrative Officers of the University as identified by the President to execute contracts and other documents on behalf of the University.

Section 2. Meetings of the Board and Committee Membership

The Board hereby grants to the President the right to attend all meetings of the Board, except those meetings where he/she may have a perceived or real conflict of interest. The President is hereby invested with Ex Officio Membership on all Board Committees.

Section 3. Communications with the Board

The President will keep the Board appropriately informed about significant issues affecting the University; and of public events and opportunities where Trustee presence will further the interests of the University. The Trustees shall refrain from representing the University without the President's knowledge and involvement; and they will communicate with the President in a timely

manner if significant information or issues are brought to their attention by someone other than the President or another Administrative Officer in the normal course of business.

Section 4. Performance Review

The annual Presidential Performance Review will be conducted by the full Board in an Executive Session at the last regularly scheduled meeting of the fiscal year. The Board will review the performance of the President based on the Goals submitted by the President and reviewed and approved by the Board. The process for the review will include a self-assessment by the President; goal setting for the coming fiscal year; a discussion between the President and the Board; and, a private session in which feedback to the President is provided by the Chair and Vice Chair of the Board immediately following the meeting at which the Performance Review is conducted. Any changes in compensation will be approved by the Board at an open and public session of the Board. The General Counsel will provide staff support for the performance review process.

ARTICLE VI

Legal Counsel: The General Counsel of the University, when designated as an Assistant Attorney General for the State of Ohio, shall act as counsel to the Board of Trustees and is authorized to practice law on behalf of the University. The Board of Trustees, its individual members, the President of the University and those so designated by the foregoing are entitled to privileged attorney-client communications with the General Counsel.

ARTICLE VII

Meetings of the Board

Section 1 Regular Meetings: Regular meetings of the Board shall be held at least four times a year.

Section 2 Special Meetings: Special meetings may be called at the discretion of the Chair. In addition, the Chair shall call a special meeting upon the written request to the Chair of any three Trustees or the President. The notice for the special meeting shall specify the date, time, place and purpose thereof. The Chair shall cause the Secretary to give notice of the special meeting no less than seventy-two (72) hours prior to the time of the commencement of the meeting. Notice may be given in oral or written form by telephone, facsimile, hand delivery, regular mail or by e-mail if so authorized by the member or those persons entitled to notice.

Section 3 Emergency Meetings: An emergency is an unforeseen combination of circumstances or the resulting state that calls for immediate official action. An emergency meeting may be called by the Chair, any three Trustees in consultation with the President or the President in consultation with the Chair. The individual calling the meeting shall direct the Secretary to notify immediately those persons entitled to notice of the date, time, place and purpose of the meeting. Said notice may be in either oral or written form; it may be served either in person or by telephone, facsimile, hand delivery, regular mail or e-mail. Emergency meetings are specifically excluded from the attendance requirement set forth above.

Section 4 Conformance with the Ohio Public Meeting Act: All regular, special, emergency, committee meetings and executive sessions of the Board shall be held in conformance with the requirements of Ohio law governing public meetings. Public meetings shall not include attendance by a majority of Board members of the Board or a majority of Board members of any

Committee or subcommittee of the Board at information sessions, campus events, social or other activities which do not involve a prearranged discussion of University business by such members of the Board.

Section 5 Public Notice of Meetings:

- a. Any person or news medium may receive notification of the date, time and place of all regularly scheduled or emergency Board meetings and the date, time, place and purpose of all special Board meetings; by delivering an oral or written request to the Secretary of the Board. Oral requests may be made in person or via electronic means during normal business hours.
- b. Any news media representative may obtain notice of the date, time, place and purpose of all special meetings of the Board by requesting in writing that such notices be provided. All requests for such notification shall be addressed to the Secretary of the Board of Trustees.

Section 6 Order of Business: Unless otherwise specifically stated in the notice of meeting, any business may be transacted at any meeting of the Board. Usually the order of business of all regular meetings of the Board will be as follows unless otherwise designated by the Chair:

- a. Roll call;
- b. Disposition of minutes of previous meeting(s);
- c. Guest speaker/presentation (as necessary);
- d. Report of the President;
- e. Reports of the Standing Committees of the Board;
- f. Report of the Vice Presidents (as necessary);
- g. Old Business;
- h. New Business;
- i. Election of Officers (as necessary);
- j. Executive Session (as necessary);
- k. Adjournment.

Section 7 Quorum and Voting: A majority of the number of Trustees of the Board fixed by law must be present in person at such meeting in order to constitute a quorum for the transaction of business. Except as otherwise specifically provided by statute or these Bylaws, the act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. In the absence of a quorum, a majority of those present may adjourn a meeting from time to time until a quorum is had.

Section 8 Seconding of a Motion: In accordance with Robert's Rules of Order, when a motion emanates from a committee report which contains a recommendation, the recommendation is made as a motion at the conclusion of the committee Chair's (or designee) presentation. No second is required for such a motion, since it is made on behalf of the committee.

Section 9 Record of Meetings: A record of all Board meetings shall be made and kept by the Secretary of the Board and made available to the public upon request.

Section 10 Rules of Order: Robert's Rules of Order shall be accepted as authority on all questions of parliamentary procedure not determined by the most current version of the Bylaws.

Any motion shall be reduced to writing upon request of a Trustee. The General Counsel, or another person designated by the Chair, will act as a parliamentarian and will be available to consult with and advise the Board on all matters of parliamentary procedure.

ARTICLE VIII

Contracts, Loans, Checks and Deposits

Section 1 Contracts: The Board may authorize, the President or other University Officers to prepare proposals for contracts with any person, firm or other entity, sign contracts between the Board and any such person, firm or other entity, execute bonds and undertakings required for the faithful performance of such contracts and deliver vouchers and receipts in connection therewith.

Section 2 Loans: No loans shall be contracted on behalf of the Board and no evidence of indebtedness shall be issued in its name unless authorized by the Board.

Section 3 Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange or insurance certificates shall be signed or endorsed by such Officer or Officers, agent or agents of the Board and in such manner as shall be determined by resolution of the Board from time to time.

Section 4 Deposits and Accounts: All funds of the University, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board may select, or as may be selected by an Officer or Officers, agent or agents of the Board to whom such powers may from time to time be delegated by the Board and under such restrictions or terms or conditions as the Board may prescribe. For the purpose of deposit and for the purpose of collection for the account of the University, checks, drafts, and other orders for the payment of money which are payable to the order of the University may be endorsed, assigned and delivered by any Officer or agent of the Board.

ARTICLE IX

Committees

Section 1 Standing Committees of the Board:

- a. The Standing Committees of the Board and the matters committed to their charge shall be as set forth below. The Chair of the Board shall appoint Trustees to these Committees with input from the President. The Chair of the Board shall be an Ex Officio member of all Committees. The Chair of the Board has the same rights as

other Committee members. The President of the University shall be an Ex Officio, non-voting member of all Committees.

- b. Insofar as practicable, the Committees shall be constituted and Committee Chairs appointed by the newly elected Chair of the Board within the first thirty days after the September Board Meeting. Committee members and Chairs shall serve until their successors are appointed.
- c. The Chair of the Board shall appoint a Chair and may appoint a Vice-Chair of each Committee. The Chair of the Board should consider the senior members of the Board for these positions. If the Chair of the Committee is unavailable to chair the meeting, then the Vice-Chair shall conduct the meeting. If the Chair and Vice-Chair are not available, then the Chair of the Board of Trustees may preside over the Committee meeting if matters must be timely considered, or the Chairperson of the Board may appoint a Chair *Pro Tem* to preside over the Committee meeting.
- d. The Chair of the Board may appoint the members of the Committee, including a temporary appointment of a Trustee who may take the place of any absent member of the Committee for purposes of satisfying the quorum requirements or voting requirements for the period stated by the Chair.
- e. The President shall designate an appropriate administrative staff member who will assist the Chair of each Standing Committee in the preparation of the agenda and supporting documentation. The Chair shall allow sufficient time for the preparation of this documentation in accordance with the notice provisions contained in Article V herein. Supporting documentation for all actions requiring Board approval will be delivered to the members a minimum of five (5) working days in advance of the meeting.
- f. The Chair may also appoint special Committees and task forces as necessary. In discharging their responsibilities, the Committees shall conform to the policies established by the Board, report their recommendations to the Board, and refer to the Board all matters of broad significance to the University.

Section 2 Responsibilities of Standing Committees:

- a. The Executive Committee shall consist of the Chair of the Board, the Vice-Chair, and two additional Board members, one of whom shall be the immediate past Chair, if available. It shall provide oversight on behalf of the Board and recommend actions for consideration, as necessary, by the full Board. The Chair of the Board shall serve as Chair of the Executive Committee unless the Chair designates another member of the Committee to serve in that capacity.
- b. The Academic and Scientific Affairs Committee shall discharge the supervisory duties as prescribed by the Board with respect to matters pertaining particularly to educational and research programs. The Board of Trustees hereby acknowledges that the President, in conjunction with the faculty, will work together to develop and implement new programs and to implement changes to existing programs. The Board also notes that if the President deems it advisable or necessary to seek the endorsement, consensus or approval of the Board for a specific, significant, or unique programmatic approach, the Board will do so upon the recommendation of the President. The Academic and Scientific Affairs Committee shall review and

recommend to the Board awarding of degrees to students from the University and monitor the academic policies of the University.

- c. The Finance, Fiscal Policy and Investment Committee shall discharge the duties as prescribed by the Board with respect to the financial affairs of the University including consideration and recommendation of all policy matters relating to the University budget and financial operations; internal and external audit functions and reporting; personnel matters; facilities planning and oversight that involve the expenditure or commitment of funds related to capital planning and capital projects for the University. The internal auditor reports to the President who will present any significant findings to the Board unless the President has a conflict of interest. In the event of a Presidential conflict of interest, the matter will be referred to the Chair and the Vice-Chair of the Board.

As required by Ohio Revised Code § 3345.05 (C) and (D), the Finance, Fiscal Policy and Investment Committee shall serve as the University's Investment Committee. As such it shall meet at least quarterly. The Committee shall review and recommend revisions to the Board's Investment Policy and shall advise the Board on its investments. The Committee shall be authorized to retain the services of an investment advisor who meets the qualifications set forth in the University's Investment Policy and in accordance with Ohio Revised Code § 3345.05 (D).

- d. The Institutional Advancement Committee includes the responsibility for the activities of University Advancement including resource development, communications, public relations and alumni relations. It shall be responsible for advising the Board on policy formulation, strategies and priorities for increasing the financial resources of the University in keeping with its long-range programmatic and capital plans.

The Committee partners with and supports the development efforts of the Northeast Ohio Medical University Foundation.

In addition, the Committee will assist the President in establishing liaison with foundations, business and industrial organizations to the mutual benefit of such organizations together with the University. These relationships may involve programs or research projects which support scientific requirements in which the faculty and staff of the University have expertise.

- e. Nominating Committee is a three member Committee. Membership on the Nominating Committee will include a Trustee whose term on the Board is expiring, a Trustee who has indicated no desire to serve either as Chair or Vice Chair, and one other member. The Chair of the Committee will be the Trustee whose term is expiring. The Chair of the Nominating Committee will appoint the other members of the Committee in consultation with the Chair of the Board.

- f. Trusteeship Committee

The Executive Committee shall appoint the Trusteeship Committee that will meet on an "as needed" basis to:

- i. Consider proposed changes in the Bylaws of the Board, and make recommendations to the Board, as appropriate, for its attention or action;

- ii. Provide for periodic Board self-evaluation and assessment;
- iii. Consider other matters as appropriate to a Trusteeship Committee, or as assigned by the Executive Committee or the Board.

Section 3: The Board may establish such ad hoc and Standing Committees as it may deem appropriate, to make recommendations to the Board.

Section 4: The Chair of the Board may appoint Non-Trustees to serve on Committees of the Board of Trustees. However, since the governing power of the Board is not delegable the Non-Trustee members do not have the right to vote. It is permissible to have Non-Trustees serve in an advisory capacity on all Committees.

ARTICLE X

Conflict of Interest, Conflict of Loyalty

No Trustee shall participate in deliberations or vote on a University contract, action or trans-action when the Trustee has a financial, personal or fiduciary interest in any person or entity affected by such contract, action or transaction. The Board will consistently follow protocols for addressing conflicts. The Trustee having the prohibited interest shall make full disclosure thereof and shall abstain from any deliberations and votes on any such matter. If a Trustee recuses himself or herself, that Trustee may be asked to leave the Board room during the discussion and votes on that matter.

Any contract, action or transaction in which one or more Trustees have a prohibited interest may be approved by an affirmative vote of a majority of voting Trustees who are not interested in the contract, notwithstanding the fact that the disinterested Trustees constitute less than a quorum of the Trustees.

ARTICLE XI

Amendment

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the Trustees, provided that the notice of any meeting at which such action is proposed to be taken shall state the substance of the Bylaw to be made or repealed or the alteration or amendment. Unless waived in writing by all Trustees, notice of any such meeting shall be mailed, delivered personally or by any appropriate electronic means to each Trustee at least thirty (30) days before the date of the meeting.

March 10, 2009
Institutional Advancement Committee Abolished March 5, 2010
August 20, 2009 Final/Board Approved
September 16, 2011 Final/Board Approved
September 5, 2014 Final/Board Approved
(Statement of Purpose and Institutional Advancement Committee included)
June 9, 2016 Final/Board Approved

ⁱ Legislative Note: The structure of the Board of Trustees was modified by House Bill 562, passed June 24, 2008, effective September 22, 2008.