

3335-1-02 Officers and committees of the board.

- (A) Number. The officers of the board shall be a chair, a vice chair, and a secretary. No officer of the board shall, at the same time, hold more than one board office. In addition to the officers specified above, the board may elect such other officers as the board may deem necessary. These additional officers shall have such authority and perform such duties as may from time to time be delegated to them by the board.
- (B) Election, term of office, and qualifications.
 - (1) The officers of the board shall be elected at the February or April meeting of the board of trustees. All officers shall take office at the adjournment of the April meeting of the board, or on April 1 if there is no April board meeting, and shall hold their office through the following April meeting of the board of trustees and until their successors are elected and qualified.
 - (2) The chair and the vice chair must be members of the board of trustees. The qualifications of all other officers shall be determined by the board.
 - (3) The vote of a majority of all trustees then in office shall be necessary to elect an officer of the board.
- (C) Election of the chair.
 - (1) Each voting trustee shall be eligible for election as chair of the board.
 - (2) The chair shall be elected to a one-year term, and subject to the review provided by this paragraph, the incumbent, if eligible under his or her term as trustee, may serve a second and a third year.
 - (3) Before the end of the first year, and as applicable, before the end of the second year of the term of the chair, the board committee on trusteeship shall conduct a review of the chair, and after consultation with the members of the board, shall recommend to the board whether the chair should be the only candidate for election as chair for the next year.
- (D) Removal. Any officer of the board may be removed at any time, either with or without cause, by resolution adopted by the board of trustees at any meeting of the board, the notice of which having specified that such removal action was to be considered.
- (E) Chair.
 - (1) The chair, when present, shall preside at all meetings of the board; shall sign the journal of all proceedings of the board; and in general, 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 his or her duties to another member of the board.
- (F) Vice chair.
 - (1) 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 upon, the chair. In addition, the vice chair shall perform such other duties as from time to time may be assigned to him or her by the board or by the chair.
 - (2) Unless specifically provided to the contrary by the board, the vice chair may assign any of his or her duties to another member of the board.
- (G) Secretary.

- (1) Under the direction of the president and with the approval of the board of trustees, the secretary of the board of trustees shall:
 - (a) Be the custodian of and responsible for the official books, records, and all transactions of the board, and such books, records, and transactions shall be open to public inspection in accordance with Ohio law;
 - (b) Be the custodian of the university seal and cause its imprint to be placed whenever and wherever appropriate;
 - (c) Sign, execute and deliver in the name of the university any documents as authorized by the board;
 - (d) Keep the minutes of all meetings of the board and of committees of the board; and
 - (e) See that all notices are duly given in accordance with the provisions of these rules.
- (2) In addition, the secretary shall perform such other duties as from time to time may be assigned to him or her by the board or by the chair.
- (3) The associate secretary of the board shall be responsible for the management of all operational and administrative functions for the office of the board of trustees and in the absence of the secretary, or if a vacancy in the board secretary position exists, the associate secretary shall perform the duties of the secretary of the board and all official actions taken by the associate secretary shall be deemed authorized and approved by the board of trustees.

(H) Committees of the board.

- (1) Academic affairs and student life committee. The academic affairs and student life committee shall consider and make recommendations to the board regarding matters pertaining to the teaching, research, and public service programs of the university and its faculty, staff, and teaching, research, and public service programs of the university and its faculty, staff, and students. Matters to be brought before the committee may include, but shall not be limited to: faculty and staff matters; educational policy; academic structure and organization; student welfare and housing; collective bargaining; university rules and bylaws; naming of university buildings and other spaces; conferring of degrees, certificates, awards, and other honors; the university system of Ohio; regional campuses; athletics; and any other matter assigned to the committee by the board or the chair of the board.
- (2) Fiscal affairs committee. The fiscal affairs committee shall consider and make recommendations to the board regarding matters pertaining to the financial, business, and administrative management of the university. Matters to be brought before the committee may include, but not limited to: capital and operating budgets and policies; issuance of debt; tuition and fees; university master planning; development and maintenance of facilities; real property matters; security and safety of the campuses; purchasing policies; self-insurance trust; the research foundation; campus partners; science and technology campus, inc.; managed health care systems; and any other matter assigned to the committee by the board or the chair of the board.
- (3) Audit and compliance committee. The audit and compliance committee shall consider and make recommendations to the board regarding matters pertaining to auditing of university and related entity operations and oversight of compliance functions. Matters to be brought before the committee may include, but shall not be limited to: internal audit policies, plans, and reports; financial statements; internal financial control systems; oversight and monitoring of compliance programs and activities; enterprise risk management systems and business continuity planning; approval and monitoring of affiliated entities; selection of, and receiving reports from, independent auditors (in conjunction with the auditor of state); and any other matter assigned to the committee by the board or the chair of the board.

- (4) Medical affairs committee. The medical affairs committee shall consider and make recommendations to the board regarding matters pertaining to the university medical center and related health care entities and programs. Matters to be brought before the committee may include, but shall not be limited to: faculty and staff matters; medical center budget and capital plans; medical center strategic plans; clinical activities and plans and patient care matters; James cancer hospital board; university hospitals board; university hospitals east board; OSU Harding hospital board; Ross heart hospital board; medical center system plans and operations; Ohio state university physicians; and any other matter assigned to the committee by the board or the chair of the board. The chair of the medical center board shall be an ex officio non-voting member of the medical affairs committee.
- (5) Development and investments committee. The development and investments committee shall consider and make recommendations to the board regarding matters pertaining to fundraising and development and the management of the university's investments. Matters to be brought before the committee may include, but shall not be limited to: fundraising and development policies; capital campaigns; acceptance of gifts; relations with and activities of the university foundation, Wexner center foundation, and other related organizations; investment policies; management of investments; relationships with financial service providers; and any other matter assigned to the committee by the board or the chair of the board.
- (6) Committee on trusteeship. The committee on trusteeship shall consider and make recommendations to the board regarding matters pertaining to the organization of the board and involvement and role of trustees. Matters to be brought before the committee may include, but shall not be limited to: the board's structure and operation; matters related to the trustee selection process; trustee orientation; review of the chair of the board as provided in paragraph (C)(3) of this rule; the statement of expectations regarding trustee comportment within the board and with the president and internal and external constituencies; the board's academic excellence fund; and any other matter assigned to the committee by the board or the chair of the board.
- (7) Agricultural affairs committee. The agricultural affairs committee shall consider and make recommendations to the board regarding matters pertaining to the university's land-grant mission and its agricultural and related programs. Matters to be brought before the committee may include, but shall not be limited to: agricultural programs and activities; the Ohio agricultural research and development center; agricultural technical institute; the university's extension mission and programs; and any other matter assigned to the committee by the board or the chair of the board.
- (8) Compensation and talent development committee. The compensation and talent development committee shall provide oversight and counsel to the president regarding matters related to the senior leadership of the university, as determined by the board and the president regarding matters related to the senior leadership of the university, as determined by the board and the president. Matters to be brought before the committee may include, but shall not be limited to: roles and responsibilities of senior leadership positions; position specifications and necessary qualifications; compensation strategy and comparative data; transition plans; and any other matter assigned to the committee by the board or the chair of the board. Notwithstanding paragraph (H)(9) of this rule, the chair of the board shall serve as chair of the committee and shall appoint up to three other trustees to serve on the committee. In addition to any other meetings the committee may have, the committee shall meet with the president at least twice each year.
- (9) The chair and vice chair of each committee of the board shall be trustees. The chair of the board shall appoint the chair, vice chair, and other trustee members of each committee. The board or the chair of the board may designate guidelines regarding non-trustee members of committees. Student trustee committee members and non-trustees committee members shall be voting members of the committees on which they serve. In addition to the committees enumerated in this paragraph, the board or the chair of the board may establish ad hoc committees and appoint the members thereof.

- (I) Committees of the board of trustees have no independent decision-making authority. Any matter or resolution recommended by a committee of the board shall be presented to the board for its consideration.
- (J) Except as provided in paragraph (C)(8) of rule 3335-93, no trustee shall, during his or her term in office, serve as a director or officer or in any other capacity of any university affiliated entity or as a director, officer, or member or in any other capacity of any other university or related advisory or governance board, committee, or similar body, unless such service is recommended by the committee on trusteeship and approved by resolution of the board of trustees. (B/T 3/13/78, 1/27/95, 6/15/96, 2/18/00, 9/1/01, 3/10/03, 9/8/08, 1/21/09)