

3359-1-02 Officers of the board and their duties.

(A) Officers.

The officers of the board shall be a chairperson and two vice chairpersons, who shall be members of the board, a secretary of the board, and an assistant secretary who need not be members of the board. The nominating committee shall meet annually in May, so that its report and recommendations may be voted upon at the board's regular meeting in June annually. The officers shall be elected at the board's regular meeting in June and shall take office at the first regular meeting of the board in each fiscal year beginning the first of July and shall serve until their successors are elected.

(B) Duties of officers.

The duties of the officers of the board shall be as follows:

(1) Chairperson.

- (a) The chairperson shall preside at all meetings of the board and shall decide all questions of order. It shall be the chairperson's duty to see that the bylaws of the board are complied with; that the duties of the executive officers of the university, as prescribed in the regulations of the board, are followed; and that the resolutions and documents of the board are properly executed. The chairperson shall be an ex-officio member of all committees of the board.
- (b) The chairperson shall, for and on behalf of the university and the board, sign instruments, contracts, minutes, resolutions, diplomas, and other documents authorized by the board, or authorize the president of the university or the secretary to so act in the chairperson's behalf.
- (c) The chairperson shall perform such other duties as these bylaws shall hereinafter prescribe or as may be, from time to time, delegated to the chairperson by the board.

(2) Vice chairpersons.

During the absence of the chairperson, a vice chairperson designated by the chairperson shall be invested with the powers and discharge the duties of the chairperson. Should the chairperson fail or be unable to make a designation, the vice chairperson with the most seniority as vice chairperson shall act as chairperson during the chairperson's absence or incapacitation. Should both vice chairpersons have equal seniority as vice chairpersons, the vice chairperson with the most seniority as a board member shall act as chairperson.

(3) Secretary.

- (a) The secretary, as an officer of the board, shall be the custodian of the seal of the university of Akron, of all records, books, deeds, contracts, documents and papers of the board. The secretary shall attest by signing all instruments, contracts, diplomas, certificates, and other documents executed on behalf and in the name of the university and the board by the chairperson of the board and/or the president of the university, and shall have contract authority with respect to the execution of contracts as authorized by the board of trustees or as provided in the rules of the board of trustees.
- (b) The secretary shall attend all meetings of the board and committees of the board and shall keep accurate and complete records of minutes of said meetings in a manner consistent with the requirements of Ohio law respecting the records of public meetings. In implementing this requirement with respect to regular or special meetings of the board, such meetings shall be mechanically recorded and thereafter reduced to writing with the aid and benefit of such recordings. The written minutes shall be submitted for formal approval by the board of trustees to ensure that such minutes are accurate and complete in memorializing the proceedings, decisions, and actions of the board in such meetings. Upon approval of the minutes by the board of trustees, the mechanical recordings shall no longer be required to be kept.

Minutes of the meetings of committees of the board shall also be mechanically recorded, but inasmuch as committees of the board are not authorized to act on behalf of the board of trustees, such mechanical recordings shall constitute the complete record of minutes of said meetings, without the necessity of being reduced to writing or otherwise require formal approval by the respective committee. However, in the event such committee meeting minutes are reduced to writing, then such minutes shall constitute the complete record of minutes of said committee meeting without the necessity of retention of the mechanical recording of such meeting. Such recordings shall be kept according to the applicable records retention schedule. The secretary shall, prior to consideration by the board of approval of the record of any meeting, transmit by mail or deliver to each member a copy of the written record of the regular or special meeting and shall give notice to the members of the board and to the president of the university of all meetings of the board, both regular or special; and, when requested by the chairperson of any committee of the board, shall give notice of the meeting of such committee to the members thereof.

- (c) When elected thereto by the board, the secretary may, if not a member of the board, occupy an administrative position in the university, in addition to being an officer of the board. Otherwise, the secretary, when elected thereto by the board, shall be made an unclassified contract professional employee of the university and shall hold office and be employed thereafter at the sole discretion of the board, and pursuant to terms and conditions established by the board. The secretary shall report directly to the board through the chairperson of the board, and shall work in close cooperation and coordination with the president. This reporting arrangement shall not preclude the right of trustees and the secretary to communicate directly with the other at any time on all matters the board, individual trustees, or chairperson shall require.

- (d) The secretary, with the assistance of the assistant secretary, shall provide for a system of filing university rules in compliance with Chapter 111. of the Revised Code. The secretary shall only file those rules properly promulgated by the board of trustees and the faculty senate, in accordance with the bylaws and regulations of the board of trustees. The secretary, at the direction of the vice president and general counsel, shall be authorized to make such changes to university rules as are necessary to comply with the requirements of law, rule filing requirements by the secretary of state or other legislative agency, provide for consistency in related rules, and avoid duplication and unintended consequences of grammatical or other stylistic provisions in the rules.
- (e) The secretary shall receive and respond to routine correspondence, inquiries, and requests to the board of trustees, with the copies thereof to the chairperson. The secretary shall receive all transmittals to the members of the board of trustees and shall be responsible for providing copies of same to individual board members. Proposals from faculty and staff, either as a group or as individuals, shall be referred to the president pursuant to paragraph (B) of rule 3359-1-05 of the Administrative Code, with a copy thereof to the chairperson. Requests to address the board or any committee of the board shall not normally be considered unless submitted in writing to the 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 purpose of the request and a summary of the topic to be addressed. The chairperson of the board, in consultation with the chairperson of any committee of the board, 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 chairperson determines not to schedule the matter on the agenda of the board or committee of the board, the chairperson shall direct the secretary to provide notice of such request to members of the board for their information.

- (f) The secretary shall confer with each member of the board of trustees concerning the procedure each trustee prefers regarding receipt of anonymous transmittals. Individual trustees may direct the secretary in writing to retain their copies of anonymous transmittals for reference in the board office. Otherwise, the secretary shall forward such transmittals by regular mail or personal delivery. Such transmittals shall not be delivered by facsimile copy.

(4) Assistant secretary.

- (a) When elected thereto by the board, the assistant secretary shall also be made an unclassified contract professional employee of the university and shall hold office and be employed thereafter at the sole discretion of the board, and pursuant to the terms and conditions established by the board. The assistant secretary shall report to the chairperson of the board of trustees on those matters assigned by the chairperson or board of trustees, and to the secretary on those matters and duties prescribed within the responsibility of the secretary. The assistant secretary shall work in close cooperation and coordination with both the president and the secretary of the board. The assistant secretary shall assist the secretary in the execution of duties outlined in these rules for the secretary, and shall substitute in the secretary's absence. This reporting arrangement shall not preclude the right of trustees and the assistant secretary to communicate directly with the other at any time.
- (b) The responsibilities of the assistant secretary shall be assigned by the chairperson of the board and shall include, but not be limited to, the daily management of the board office and operations, direct oversight of board communications, coordination of trustee development and strategic planning initiatives as directed by the chairperson of the board or committee chairs, serve as board liaison in connection with major university initiatives and with campus, community, governmental, or other constituencies as directed by the chairperson of the board.

- (c) The assistant secretary shall attend all meetings of the board and committees of the board and shall assist members of the board as they may request in carrying out their fiduciary duties to the board.

Effective: ~~April 11, 2011~~

Certification: _____
Ted A. Mallo
Secretary
Board of Trustees

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