

**Meetings of the board.****(A) Meetings.**

- (1) Regular meetings shall be held in accordance with meeting schedules adopted and, from time to time, amended by a vote of the majority of the board. The time and place of meetings shall be set by the board.
- (2) Special meetings shall be called by the secretary upon the request of the chairperson or any two members of the board on not less than five days' notice. Emergency meetings may be called by the secretary upon request of the chairperson in accord with the provisions of Ohio law respecting public meetings.
- (3) Unless otherwise specifically stated in the notice of the meeting, any business may be transacted at any meeting of the board.
- (4) 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.

**(B) Quorum.**

- (1) For all regular, special, and emergency meetings of the board, a majority of the board, when duly convened, shall constitute a quorum as provided in section 3359.01 of the Revised Code.
- (2) For committee meetings of the board, any three voting members of the committee shall constitute a quorum; and when such quorum is established in this manner, only those voting members of the committee may vote upon recommendations of the committee.
  - (a) In the event fewer than three voting members of a committee shall be present, the quorum may be established with at least one voting member of the committee plus any two additional voting members of the board of trustees who shall be in attendance at the committee meeting. When quorum is established in this manner, all voting members of the board of trustees present at such committee meeting shall be entitled to vote upon recommendations of the committee.

- (b) All members of the board of trustees may attend any meeting of any committee of the board of trustees.

(C) Electronic meeting attendance.

- (1) "Electronic communication" means live, audio-enabled communication, as further defined in division (A) of section 3345.82 of the Revised Code, which permits trustees to attend meetings remotely.
- (2) Trustees may attend board meetings via electronic communication, subject to the following requirements:
- (a) A trustee shall attend in person at least one-half of the regular meetings of the board annually; and
- (b) All meetings conducted using electronic communication shall meet the following minimum standards:
- (i) At least one-third of the trustees attending the meeting shall be present in person at the place where the meeting is conducted;
- (ii) All votes taken at the meeting shall be taken by roll call vote; and
- (iii) A trustee who intends to attend a meeting via means of electronic communication must notify the chair of that intent not less than forty-eight hours before the meeting, except in the case of a declared emergency.
- (3) A trustee who attends a meeting via means of electronic communication will be considered to be present at the meeting, will be counted for purposes of establishing a quorum, and may vote at the meeting, consistent with the authority of division (C) of section 3345.82 of the Revised Code.

~~(C)~~ (D) Order of business.

Unless otherwise ordered by the chairperson, the usual order of business at regular meetings shall be as follows:

- (1) Call to order.
- (2) Report of the chairperson.
- (3) Report of the president.
- (4) Consideration of minutes of previous meeting(s).

- (5) Consideration of recommendations of standing committees.
- (6) Report of special, advisory or other committees.
- (7) Unfinished business.
- (8) New and miscellaneous business.
- (9) Special presentation(s).
- (10) Adjournment.

~~(D)~~(E) Rules of Order.

The most current edition of "Robert's Rules of Order" shall be accepted as authority on all questions of parliamentary procedure not determined by these bylaws. Any motion shall be reduced to writing upon request of a member. The chairperson shall have authority to rule on all questions of order and answer parliamentary inquiries. The chairperson may appoint a parliamentarian, who may or may not be a member of the board, to consult with and advise the chairperson, other officers, committees, and members on matters of parliamentary procedure. However, the chairperson has a duty to make a final ruling on all questions of order and, in doing so, has the right to follow the advice of the parliamentarian, or to disregard it.

Effective: 08/23/2021

Certification:

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M. Celeste Cook  
Secretary  
Board of Trustees

Promulgated Under: 111.15

Statutory Authority: 3359

Rule Amplifies: 3359

Prior Effective Dates: 11/04/1977, 02/16/1987, 11/20/1989, 12/22/1989,  
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