

- (A) Name. The name of this body is the university council.
- (B) Defining shared governance. The university council will operate under the principle of consultative decision-making whereby the opinion and advice of the university council membership are sought, but decision-making authority remains with the board of trustees and its appointed agent, the university president. Thus, the university council will function in a manner consistent with information sharing and discussion rather than joint decision-making. The university council provides open lines of communication and informs university administration on matters of planning, policy, and programs that are pertinent to the fulfillment of the university's mission. University council recommendations shall be referred to the president, as provided for in these bylaws. The faculty senate remains the sole body which proposes curricular and academic changes to the board through the president.
- (C) Duties:
- (1) The university council is the primary shared governance body of the university that deliberates and makes recommendations to the president on matters such as strategic planning, university policy, and other substantive matters that pertain to the strategic direction, and operations of the university. University council helps to ensure that the goals and objectives of the strategic plan are realized.
 - (2) Based on input from university council committees and its own deliberations, university council contributes to ensuring that university policy is based on sound principles of shared governance, sound reasoning and adequate information.
 - (3) The university council receives topic submissions from members of the university community. Through the executive committee, topics are referred to the appropriate committee, campus administrator, or campus unit for discussion and recommendation to university council.
 - (a) All recommendations passed by the university council shall be forwarded to the president.
 - (b) Within forty-five calendar days of receipt of a passed recommendation, the president shall do one of the following:
 - (i) Forward the recommendation to the board of trustees for consideration;

- (ii) Put the recommendation into effect if the president deems it unnecessary to send the matter to the board of trustees;
 - (iii) Send the recommendation back to university council with a request for more information;
 - (iv) Send the recommendation back to university council with an explanation for disapproval.
- (c) The president will notify university council of the disposition of each recommendation, indicating whether the recommendation has been approved, referred to the board of trustees, sent back for more information, or sent back with an explanation for disapproval.
- (4) University council will record its recommendations in minutes of meetings that are publicly available on its website and communicated to its members by email.

(D) Membership of university council.

- (1) University council has three components: The university council, the university council executive committee and subcommittees (e.g., standing, ad hoc, and special).
- (2) The university council and its standing committees shall be composed of representatives from campus groups: faculty senate, deans/senior administration, department chairs/school directors, contract professional advisory committee (CPAC), staff employee advisory committee (SEAC), graduate student government (GSG) and undergraduate student government (USG).
- (3) Council members and standing committee members shall be selected or elected by each of the campus groups as defined in paragraph (D)(2) of this rule in a manner which each campus group deems appropriate. Terms shall be for three years with the exception of USG and GSG which will each have one year terms. Employees who retire from the university and continue employment pursuant to a re-employment agreement may, if they wish, continue to fulfill the duties of their unexpired terms, but may not run for another term. Continuation of terms shall be subject to the approval of the constituency group that selected or elected them.

(4) The university council shall consist of twenty-five voting members:

- (a) Fifteen members: Three members from each of the following constituent groups: faculty senate, SEAC, CPAC, USG and GSG. At least one of the three representatives from each constituency shall be from its representative body. A representative may be from its respective at-large community, i.e., not a member of the representative body.
- (b) One member: dean from the council of deans.
- (c) One member: department chair from the association/caucus of department chairs/school directors.
- (d) Chairs of the standing committees.
- (e) The president and executive vice president and provost shall be ex officio but non-voting members.
- (f) Appointed administrators for support shall be ex officio but non-voting members of their respective committees.

(5) Election of officers.

- (a) The members of the university council who are elected as chair, vice chair and secretary are also the officers of the executive committee.
- (b) Terms of officers are for two years. If the seat is held by a member of USG or GSG, the term shall be for one year.
- (c) Officers must be a representative of faculty senate, CPAC, SEAC, USG or GSG.

(6) Membership of the executive committee.

- (a) The executive committee shall be comprised of eight voting members:
 - (i) The officers of university council are the officers of the executive committee.

- (ii) There shall be five additional members, one from each of the constituency groups (faculty senate, CPAC, SEAC, USG, and GSG). They shall be elected by their constituency's elected/selected representatives to university council from amongst themselves.
 - (iii) Terms for executive committee members shall be for two years except USG and GSG terms which shall be for one year.
 - (b) The executive vice president and provost will be an ex officio non-voting member.
 - (c) Elections shall be held by secret ballot.
- (7) Each standing committee shall consist of twelve elected/selected members, as defined in paragraph (D)(3) of this rule, and one appointed administrator for support:
 - (a) Membership.
 - (i) Ten members: two members from each of the following constituent groups: faculty senate, CPAC, SEAC, USG and GSG. At least one of the two representatives from each constituency may be from its respective at-large community.
 - (ii) One member: dean or their representative from the council of deans.
 - (iii) One member: department chair/school directors from the association of department chairs.
 - (iv) One member: An appointed administrator for support shall be designated and appointed by the executive vice president, and provost. The appointed administrator for support shall be an official from the office of academic affairs or the vice president that is most closely associated with the standing committee's topical areas. The appointed administrator for support is a voting member of the standing committee who is responsible for convening the first meeting every year to elect committee officers and providing administrative support to the officers of the committee sufficient to achieve the work of the committee.

(b) Officers.

- (i) At the first meeting of the university council year, the appointed administrator for support shall coordinate an election for the chair, vice chair and secretary of the committee, if necessary. The appointed administrator for support may not be an officer of a committee.
- (ii) Terms of office for committee officers are two years. If the officer is a student representative, the term shall be one year.
- (iii) The duties of the chair are to preside over committee meetings, which determine their own agenda. The university council or executive committee may refer matters to the committees directly. The chair of the committee shall coordinate support for committee activities with the appointed administrator for support.
- (iv) The duties of the vice chair are to assist the chair in such ways as the latter may request; and in the absence of the chair, the vice chair presides over the meetings of the committee.
- (v) The duties of the secretary are to record, transcribe and distribute the proceedings of the committee to committee members and the university council, assist the chair in such ways as the latter may request, arrange for orderly conduct of the business of the committee, and in the absence of the chair and vice chair, the secretary presides over the meetings of the committee.

(8) Vacancies.

- (a) University council may, at its discretion, declare vacant any university council seat and each standing committee may, at their discretion, declare vacant any standing committee seat for which the relevant council member:
 - (i) Is no longer a member of the group from which they were selected, unless this is due to retirement from the university. Employees who retire from the university and continue employment pursuant to a re-employment agreement may, if they wish, continue to fulfill the duties of their unexpired terms, but may not run for another term. Continuation of terms shall be subject to the approval of the constituency group that selected or elected them.

If this approval is not granted, a vacancy may be declared.

- (ii) Is unable to regularly attend meetings due to conflicting professional duties, imperative personal affairs, illness, or student class schedule.
 - (iii) Has, without notice, missed more than three regular meetings of the university council or of regular meetings of standing committees during the previous twelve months.
- (b) Should a university council vacancy occur the university council chair shall notify the appropriate unit to select a new member to fill the vacant seat for the balance of the unexpired term.
- (c) Should a standing committee vacancy occur, the committee chair shall notify the university council chair to notify the appropriate unit to select a new member to fill the vacant seat for the balance of the unexpired term.

(E) Service support.

- (1) Membership on university council or its committees contributes significantly to the university and is therefore an essential component of university service by faculty, staff, contract professionals and students.
- (2) The administrative and academic units shall recognize that active service on university council and its standing committees, where not in conflict with established unit performance guidelines, is critical to the functioning of the shared governance system of the university and recognize such service accordingly. Administrators who find that such service is in conflict with established unit performance guidelines shall communicate that finding in writing to the executive committee.
- (3) Membership carries expectations of attendance at and preparation for committee meetings. The chair, appointed administrator for support, vice chair, and secretary of each committee has the responsibility to encourage all committee members to contribute in a substantial manner to committee activities.
- (4) Supervisors or instructors of members of university council are expected to support all university council committee member activities and consider such service as both professional development and part of the member's work

duties.

- (5) University council membership work shall be planned to the greatest extent possible and should not diminish unit-level activities.
- (6) Contributions to university council shall be considered in the annual assessment of employee performance and shall be recognized appropriately in the compensation decision-making process. Supervisors may choose to secure feedback from the chair and appointed administrator for support on the level of involvement of their employees in university council activities.

(F) Material and record support.

- (1) Material support. The university shall, subject to approval of the board of trustees, provide suitable office space, a budget for appropriate expenditures including funds for providing reassigned time or stipends to officers, and at least one full-time staff person for support of the university council activities.
- (2) Appointed administrators for support for standing committees are responsible for providing materials support to the committee to which they are assigned.
- (3) Records. All inactive documentary material and related records of the council shall be handled in a manner consistent with rule 3359-11-11 of the Administrative Code.

(G) Meetings.

- (1) Meeting requirements.
 - (a) Meeting agendas of university council and each standing committee shall be distributed with the meeting announcement.
 - (b) Meetings shall be held in physical or digital form where all members are able to communicate synchronously. Email can be used to inform the activities of a meeting, but cannot be used to replace a meeting.
 - (c) Members cannot miss more than three regular meetings of the university council or of regular meetings of standing committees during the previous twelve months without notice. Members cannot designate individuals to substitute for them when they are unable to attend a

meeting.

- (d) For purposes of conducting business, a quorum of the council shall be a majority of the filled council seats.
- (e) For purposes of conducting business, a quorum of any standing committee shall be a majority of the filled committee seats.
- (f) Voting. To ensure the ability of members to provide effective independent inputs, all votes shall be made by secret ballot.
- (g) Scheduling of university council and standing committee meetings shall be determined by their respective chairs. The university council shall meet at least once a month, year round and standing committees shall meet at least once a month, year round.
- (h) All meetings of the university council and standing committees shall be open to the public.

(2) Specific guidelines on meetings.

(a) University council.

- (i) Announcement of meeting dates and an agenda shall be available electronically at least one calendar week prior to each regularly scheduled meeting accompanied by the minutes of the previous meeting.
- (ii) Requests to have items placed on the agenda of the council shall be submitted in writing to the secretary of the council by a university council member at least two calendar weeks prior to a meeting of the council.
- (iii) Special meetings may be called at any time with one week's notice by the chair of the university council.
- (iv) Items referred to the council by the president shall be automatically placed on the agenda of the council.

(b) Standing committees.

An agenda shall be made available electronically at least two full business days prior to each meeting, accompanied by the minutes of the previous meeting.

(H) University council executive committee.

The executive committee is responsible for agenda-setting and coordination of the work of university council to facilitate deliberation, communication and action. Executive committee recommendations shall be considered in a timely manner by the standing committee to which it is referred.

(1) Duties of chair, vice–chair and secretary.

- (a) Duties of the chair of the university council/executive committee: Presides over meetings of the university council and executive committee, calls special meetings of the university council, acts as or designates the official spokesperson for the university council in all of its external communications, forwards to the president all recommendations passed by the university council, supervises the clerical staff of the university council, and undertakes such tasks as are directed by the council. Upon the expiration of the chair's term of office, the ex-chair shall for one year be a non-voting member, ex officio of the university council if that individual they otherwise would not be a member. During that period, the ex-chair shall also be a non-voting member ex officio of the executive committee.
- (b) Duties of the vice chair of the university council/executive committee: Assists the chair in such ways as the latter may request; and in the absence of the chair, the vice chair presides over the meetings of the university council/executive committee.
- (c) Duties of the secretary: oversees the preparation and posting of council agendas and minutes to all constituent groups and interested members of the university community, assists the chair in such ways as the latter may request. In the absence of the chair and vice chair, the secretary presides over meetings of the university council.

(2) Responsibilities of the executive committee.

- (a) The executive committee shall forward university council policy recommendations to the president, and monitor their disposition.

- (b) When policies are enacted by the board of trustees, the executive committee may monitor their implementation or may delegate such monitoring to a standing committee.
- (c) The executive committee shall ensure that all policy questions that come to the university council will be referred to the appropriate standing committee for discussion and recommendations to university council. It shall also ensure that their disposition is managed through a system that will be available to all members of the university community.
- (d) The executive committee shall accept items for consideration by university council or one of the university council standing committees, from the president, or the executive vice president and provost, or from a member of the university council constituency groups.
- (e) The executive committee shall oversee and monitor the operations of the standing committees and ensure that the business of the standing committees and ad-hoc committees are completed in a timely fashion.
- (f) The executive committee shall receive reports of standing committees and transmit them to the university council for disposition. Each such report must be on the university council agenda.
- (g) The executive committee shall recognize and notify, prior to the first meeting of the university council in each council year, all new members as having been duly chosen based on information provided by the presiding member of each constituency group. Notifications are to be provided to the persons selected, the constituency, the chair of the standing committee and such others as the executive committee may designate.
- (h) The executive committee shall participate in meetings with the president at least once per semester (fall, spring, summer).
- (i) The executive committee shall ensure that university council and its committees convene in joint session, once per year.
- (j) Orientation of new university council members: The executive committee shall oversee appropriate orientation of new members (prior to October first of each year) to the university council. Orientation should consist of university council history, organizational structure and operational protocol at a minimum.

- (k) Members of the executive committee serve on the university planning group (or its equivalent). The university planning group (or its equivalent) shall be responsible for creation, updating and execution of the strategic plan.

(3) Special committee and awards and recognition.

- (a) The special committee on awards and recognition (awards special committee) is responsible for overseeing the nomination, selection and recognition of faculty, staff and contract professionals through the achievement award function. Further, the committee is responsible for studying, monitoring and making recommendations on employee achievement and recognition issues in collaboration with staff, contract professionals and faculty in appropriate departments.
- (b) Members of the awards special committee shall consist of volunteers and past award recipients from university council and the campus community. The special committee may ask for additional volunteers to serve only during the selection of finalists in order to ensure a robust and diverse working group for selection of finalists. An appointed administrator for support who is from the rank of vice president and is most closely aligned with the special committee's topical area shall be designated by the executive vice president and provost. This appointed administrator shall provide administrative support to the special committee sufficient to achieve the work of employee awards and recognition. Members shall not serve in the selection of finalists in an award category in which they have nominated a colleague and must recuse themselves due to the conflict of interest.
- (c) At the first meeting of the special committee for the new university council year, the appointed administrator shall facilitate the selection of a chair, vice chair and secretary for the special committee as appropriate based on expiration of terms or vacancies. Terms and conditions for officers and duties for each shall follow those outlined for standing committees.

(I) Standing committees.

(1) General charges/responsibilities of each standing committee:

- (a) Recommends mid and long-range plans for standing committee work.

- (b) Provides recommendations for action on policy, operations, organization and other matters related to the committee domain to the university council.
- (c) Develops procedures and measures to be used to evaluate progress toward achieving the goals of the mid and long-range plan(s).
- (d) Conducts an annual assessment of the progress toward achieving the goals of the mid and long-range plans(s) based on the procedures and measures referenced above.
- (e) Reports monthly to the full university council in writing made available electronically.
- (f) Participates in evaluation of the development of objectives, strategies, initiatives, and action steps for academic support units to enable the academic units to successfully accomplish the academic mission of the university.

(2) The standing committees of university council are:

- (a) Student engagement and success committee.

The student engagement and success committee is responsible for studying, monitoring and making recommendations regarding the university's student engagement and success strategies and practices in collaboration with staff, contract professionals and faculty in appropriate departments.

- (b) Information technology committee.

The information technology committee is responsible for studying, monitoring and making recommendations regarding information technology planning, policies, strategies and practices in collaboration with staff, contract professionals and faculty in appropriate departments.

- (c) Budget and finance committee.

The budget and finance committee is responsible for studying, monitoring and making recommendations to university council on the development of all university budget, finance and purchasing policies

and resource allocations in collaboration with staff, contract professionals and faculty in appropriate departments.

(d) Physical environment committee.

The physical environment committee is responsible for studying, monitoring and making recommendations related to overall campus planning, safety, and the use and assignment of university space, physical facilities and equipment in collaboration with staff, contract professionals and faculty in appropriate departments.

(e) Communications committee.

The communication committee is responsible for: assessing and making recommendations regarding the university's internal/external communication strategies and practices; providing/receiving feedback to/from university council on systemic communication issues; tracking issues that have a direct institution-wide impact and recommend action as appropriate; gathering feedback from the constituents that each committee member represents and bring attention to issues for consideration by the whole committee in collaboration with staff, contract professionals, faculty and students in appropriate departments.

(f) Campus wellness committee.

The campus wellness committee is responsible for developing policy in support of building a campus community that provides a foundation for the life-long wellbeing of each student, employee, partner, and alumnus. It is an institutional priority to continually mold thriving individuals to be citizens that use a lifelong model for reflection, resilience, meaning, and lifelong happiness.

(g) Talent development and human resources committee.

The talent development and human resources committee is responsible for studying, monitoring and making recommendations on the development of all university policies and practices relating to inclusive excellence and to the wellbeing of employees of the university, subject to existing contractual agreements. Issues of wellbeing would include but are not limited to fringe benefits, insurance, employee performance, recreation and wellness and other aspects of working conditions in collaboration with staff, contract professionals and faculty in appropriate departments.

(h) Institutional advancement committee.

The institutional advancement committee is responsible for studying, monitoring and making recommendations on development and alumni issues in collaboration with staff, contract professionals and faculty in appropriate departments.

(J) Rules. The parliamentary authority for the university council shall be "Robert's Rules of Order," in its most recent edition. In any conflict between the university council bylaws and "Robert's Rules of Order," the council bylaws take priority. A person who is not a member of the university council may be appointed parliamentarian by the chair of the university council.

(K) Amendments.

- (1) Amendments to these bylaws may be proposed in writing by a member of university council at any regularly scheduled meeting.
- (2) A vote by the university council on a proposed amendment may be taken only at a subsequent regular or special meeting of the university council.
- (3) To pass, a proposed amendment requires a positive vote by at least two-thirds of the voting members present at a regular or special meeting of the council.
- (4) Amendments shall take effect upon approval by the board of trustees.

(L) Bylaws revision

- (1) University council bylaws will undergo a complete review every three years or earlier if circumstances warrant a review.
- (2) The executive committee of the university council will oversee the process and present recommendations to university council for approval.

(M) Authority of board of trustees. Notwithstanding the preceding, Ohio law vests full authority and responsibility for the operation of the university in its board of trustees which retains and reserves exclusively to itself all rights, powers, prerogatives, responsibilities, and authority vested in it, whether exercised or not. Nothing in this rule shall be construed to limit, reduce, modify, or relinquish any authority or power of the board to govern the university consistent with the powers conferred on the board by law. Any delegation of authority by the board may be

enlarged, reduced, modified, or withdrawn at the discretion of the board.

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Certification: _____
M. Celeste Cook
Secretary
Board of Trustees

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