



Ohio Administrative Code

Rule 3349-1-01 Bylaws of the board of trustees.

Effective: April 12, 2026

(A) Article I

- (1) 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 as codified in Ohio Revised Code 3350.10 that was later amended to create the Northeastern Ohio medical university, NEOMED or university. The governance of the university is vested in its board of trustees who are appointed by the governor of Ohio with the advice and consent of the Ohio senate.

(B) Article II

(1) University mission, vision, and values

- (a) Mission: Create transformational leaders and improve health.
- (b) Vision: Forge the future in innovative medical education and research excellence.
- (c) Values: Leadership, innovation, and community care provided with:
 - (i) Integrity: We uphold the highest ethical standards, acting with honesty, accountability, and transparency.
 - (ii) Collaboration: We believe transformation arises from interdisciplinary teamwork, strong partnerships, and the sharing of knowledge, all of which drive innovation and improve outcomes.
 - (iii) Excellence: We are committed to the highest standards of academic and research excellence, continuously striving for innovation and distinction.
- (d) Statement of commitment: Pursuant to Ohio Revised Code 3345.0216, NEOMED declares that it will educate students by means of free, open, and rigorous intellectual inquiry to seek the truth; equip students with the opportunity to develop the intellectual skills they need to reach their own, informed conclusions; will not require, favor, disfavor, or prohibit speech or lawful assembly; create a community dedicated to an ethic of civil and free inquiry, which respects the autonomy of each member, supports individual capacities for growth, and tolerates the differences in opinion that naturally occur in a public higher education community; treat all faculty, staff, and students as individuals, to hold them to equal standards, and to provide them equality of opportunity, with regard to



3349-1-01

2

those individuals race, ethnicity, religion, sex, sexual orientation, gender identity, or gender expression.

(C) Article III

(1) Members, terms, vacancies, powers, and compensation

(a) Number 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 in good standing at the university appointed in accordance with Ohio Revised Code 3350.10(B) who shall be non-voting members.

(b) Emeritus trustee

(i) In accordance with university rule 3349-1-04, the university may confer the honorary, non-voting status of trustee emeritus upon a former NEOMED trustee in recognition of exceptional service and contributions to the board. Because this designation is reserved for truly meritorious service, it is expected to be awarded sparingly.

The term of service for an emeritus trustee shall be for such period, not exceeding five years, as may be mutually agreed upon by the board and the emeritus trustee at the commencement of the appointment. Such term may be renewed upon mutual agreement of the board and the emeritus trustee.

(ii) Trustees emeriti will receive formal recognition by board resolution; they may attend board meetings and university events, including commencement, with special seating and program recognition; and have opportunities to participate in ad hoc groups or committees where their expertise may be of value.

(iii) The scope of duties for each trustee emeritus will be mutually agreed upon by the board and the individual, always with the goal of advancing the mission and interests of the university.

(c) Advisory trustee

(i) In accordance with university rule 3349-1-05, the university has established the non-voting position of advisory trustee to recognize individuals whose knowledge, skills, and professional experience will enhance the mission and work of Northeast Ohio medical university. Each advisory trustee will serve a three-year term and



3349-1-01

3

may be reappointed for up to two consecutive terms, for a maximum of six years.

- (ii) Advisory trustees will be accorded privileges that include invitations to attend meetings of the university board and the annual retreat; invitations to attend executive sessions of the board, at the discretion of the board chair; invitations to university events, including commencement, with special seating, formal introduction, and program recognition; and, opportunities to participate in ad hoc groups or committees where their expertise may be of value.

(d) Student trustees

- (i) Two of the eleven trustees shall be current students in good standing of the university, and their selection and terms shall be in accordance with Ohio Revised Code 3350.10(B).
- (ii) 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; however, they may, at the discretion of the chair, be invited to attend and participate.
- (iii) The student members of the board shall be appointed by the governor, with the advice and consent of the senate, from a group of no more than five candidates selected pursuant to a procedure adopted by the university's student government and approved by the university's board of trustees. The term of office of a student member is for two years, each term ending on the same day of the same month of the year as the term it succeeds. If 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.

(e) Term of office

- (i) For trustees appointed prior to July 1, 2025, except as provided in division (A)(3) of this section and except for the student members, terms of office shall be for nine years. For trustees appointed on or after July 1, 2025, except for the student members, terms of office shall be for six years.



3349-1-01

4

(f) Vacancies

- (i) 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 after 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.

(g) Training

- (i) Ohio Revised Code Sec. 3333.045 established a framework for training trustees at two-year and four-year public institutions in Ohio. The legislation requires the chancellor to develop and annually deliver educational programs designed to address the role, duties, and responsibilities of a member of a board of trustees. Sec. 3345.045 sets forth the topics required in subsections A-Q.

- (a) New trustees, appointed after June 27, 2025, must complete educational programming on topics A-Q within two years of appointment and every two years thereafter. Programming is strongly encouraged but not required in final year of term.

- (b) Current trustees, appointed prior to June 27, 2025, with more than one year remaining, must complete educational programming on topics A-Q every two years. The initial two-year timeframe began on June 27, 2025. Programming is strongly encouraged but not required in final year of term.

- (c) Current trustees with less than one year remaining are strongly encouraged but not required to take the training.

- (d) Non-voting trustees are strongly encouraged but not required to take the training.

- (e) Student trustees are strongly encouraged but not required to take the training.

- (ii) Trustees may complete these training requirements as set forth in the statute and on the Ohio department of higher education website.

(h) General powers



3349-1-01

5

- (i) 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 rules 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, administrators, officers and other employees as the board may deem necessary.

(i) Compensation of trustees

- (i) Trustees shall receive no compensation for their services but shall be paid their reasonable expenses necessary while engaged in the discharge of their official duties.

(D) Article IV

(1) Officers of the board and their duties

(a) Officers

- (i) The trustee officers of the board are the chair and vice chair. Nomination 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.
- (ii) The nominating committee shall prepare a slate of candidates for the offices of chair and vice chair to be presented to the board at its September meeting. Nominations, including self-nominations, may also be made from the floor prior to the election. The chair and vice chair shall be elected annually by the board at its September meeting.
- (iii) An officer will serve a one-year term. If an officer has served 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



3349-1-01

6

consecutive terms in an office, may serve in that office again after a one-term hiatus.

- (iv) The term of the newly elected trustee officer will commence immediately following adjournment of the meeting at which the officer is elected; and they shall hold office until the conclusion of the September meeting, or a successor is elected.

(b) Duties of the chair and vice chair

- (i) 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 have authority to decide all questions of order. The chair shall be responsible for ensuring the proper execution of all resolutions, actions, and directives of the board. The chair is authorized to execute, on behalf of the university and the board, such instruments, contracts, minutes, resolutions, diplomas, and other official documents as may be duly approved or authorized by the board. In consultation with the president, the chair shall participate in the preparation of agendas and the identification of significant matters to be brought before the board for consideration.

- (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.

(c) Non-trustee officers

- (i) The offices of secretary and treasurer, if appointed by the board, may be held by individuals who are not members of the board and shall serve at the pleasure of the board.

- (a) Secretary

- (i) Trustees will direct board-related requests and suggestions to the board secretary.

- (ii) The secretary shall maintain and keep all records and books 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 other appropriate electronic or standard delivery method, a copy of the minutes of the meeting to each trustee.

- (iii) The secretary shall give notice of all meetings of the board and its committees to the trustees and to the president. The secretary shall provide all other notices required by law and these bylaws. Notice may be provided by mail, or any other electronic or standard delivery method. Requests to address the board or any committee of the board shall not ordinarily be considered unless submitted in writing to the secretary at least two weeks prior to any regularly scheduled meeting. Such requests shall contain 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.
- (iv) The chair of the board, in consultation with the chair of any relevant committee of the board, and the president, shall, on behalf of the board or committee, determine whether and when the matter will be placed on the agenda of the board or committee of the board. If the chair decides not to schedule the matter on an agenda of the board or committee of the board, the chair shall direct the secretary to provide notice to the requester and to members of the board for their information.
- (v) The chair shall have the discretion to recognize any person who seeks to address the board and to prescribe the time permitted for such remarks. After the individual has spoken, no further participation shall be allowed except to respond to a specific question from a trustee, which shall be addressed through the chair.
- (vi) If the request to address the board relates to a matter that meets one of the exceptions to the public meeting law, the matter will only be discussed in a closed executive session of the board, and the chair shall deny the request, indicating the topic is not one that will be discussed in a public meeting.



(vii) As an employee of the university, the secretary shall report to the president but shall work in close cooperation and coordination with the board of trustees and facilitate its work.

(b) Treasurer

(i) A treasurer, who is ordinarily the chief financial officer of the university, if so appointed by the board, shall keep the financial books and records of the university, deposit university funds, make appropriate payments, maintain proper records of revenues and expenses, and submit to the board an annual statement of accounts and perform such other duties as the board may designate.

(ii) In accordance with Ohio Revised Code Section 3350.11, the treasurer, before entering upon the discharge of the official duties of treasurer, shall give bond or insurance to the state of Ohio for the faithful performance of the official duties of treasurer and the proper accounting for all money coming into the treasurer's care. The amount of the bonds or insurance shall be determined by the board but shall not be for a sum less than the estimated amount which may come into the treasurer's control at any time, less any reasonably deductible amount.

(iii) The treasurer, if the chief financial officer of the university, reports to the president and works in close cooperation and coordination with the board of trustees.

(E) Article V

(1) The university president

(a) The president is the chief executive 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 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 spokesperson; and, perform such other duties as may be outlined in the faculty bylaws and those delegated by the board. The board hereby authorizes the president to execute all



3349-1-01

9

contracts, instruments, leases, licenses, 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, instruments, leases, licenses, and other documents on behalf of the university.

(b) Ex-officio non-voting member of the board

(i) The president is hereby invested with ex-officio, non-voting, membership on the board and all committees. The board hereby grants to the president the right to attend all meetings of the board, except those meetings where the president may have a perceived or real conflict of interest.

(ii) Communications with the board

(a) 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.

(iii) Annual presidential performance review

(a) The board of trustees is responsible for the annual evaluation of the president. The board shall assess performance, provide constructive feedback, and ensure alignment with the mission and strategic objectives of the university. The president shall prepare and submit an annual self-assessment addressing performance relative to established goals and criteria.

(b) The evaluation and compensation committee, in consultation with the board chair, shall establish the evaluation criteria, oversee the evaluation process, establish the timeline, review all relevant materials, deliberate and prepare a written report for consideration by the board of trustees in executive session.

(c) The evaluation and compensation committee shall review annually the compensation of the president. The committee



3349-1-01

10

may request an analysis of the market competitiveness of the president's compensation, recommend annual performance goals, and establish criteria for awarding annual base salary increases, performance bonuses and other forms of compensation, and recommend adjustments to the president's compensation, to the full board.

(d) The general counsel provides support for the annual performance review process. The general counsel may engage such external advisors or consultants as the compensation and evaluation committee deems necessary to facilitate the evaluation and compensation review process, and will maintain as confidential, to the extent permitted by law, the evaluation and compensation report and related materials.

(e) Any changes in compensation will be approved by the board at an open and public session of the board.

(F) Article VI

(1) General counsel

(a) 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.

(G) Article VII

(1) Meetings of the board

(a) Regular meetings

(i) Regular meetings of the board shall be held at least four times a year.

(b) Special meetings

(i) Special meetings may be called at the discretion of the chair. In addition, the chair shall call a special meeting upon the written request 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 date, time, place and purpose of the special meeting no less than seventy-two hours prior to the time of the commencement of the meeting.

Notice may be given in oral or written form by electronic means, personal delivery, mail or other standard delivery method, to those persons entitled to notice.

(c) Emergency meetings

- (i) 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, 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 by electronic means, personal delivery, or mail or other standard delivery method. Emergency meetings are specifically excluded from the attendance requirement set forth above.

(d) Attendance at meetings

- (i) In accordance with Ohio Revised Code 3.17, a trustee who fails to attend at least three-fifths of the regular and special meetings of the board during any two-year period forfeits 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.

(e) Attendance by electronic means

- (i) In accordance with Ohio Revised Code 3345.82 and university rule 3349-1-06, the Northeast Ohio medical university may conduct meetings of the board of trustees utilizing electronic communication. Trustees are permitted to attend two of the four annual meetings virtually. If a trustee must attend more than two meetings annually utilizing electronic means, they will be counted in the quorum but will not be permitted to vote.

(f) Conformance with the Ohio open meetings act



3349-1-01

12

- (i) 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.
- (ii) The board of trustees may hold executive sessions in accordance with the requirements of the Ohio open meetings act. An executive session may be convened only after a majority of a quorum of the board determines, by roll-call vote during a public meeting, to hold such a session for a purpose permitted by law.
- (iii) The chair of the board shall preside over the executive session and may designate which individuals shall be permitted to remain during the session, consistent with the purpose for which it was convened. No official action shall be taken in executive session.

(g) Public notice of meetings

- (i) 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.
- (ii) 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.

(h) Order of business

- (i) Unless otherwise specifically stated in the notice of meeting, any business may be transacted at any meeting of the board. The ordinary order of business at all regular meetings of the board will be as follows unless otherwise designated by the chair:



- (a) Roll call;
- (b) Review of agenda and recusal, as necessary;
- (c) Disposition of minutes of previous meeting;
- (d) Guest speaker or presentation, as necessary;
- (e) Report of the president;
- (f) Reports of the standing committees of the board;
- (g) Report of the vice presidents, as necessary;
- (h) Old business;
- (i) New business;
- (j) Election of officers, as necessary;
- (k) Administrative appointment, as necessary;
- (l) Executive Session, as necessary and;
- (m) Adjournment.

(i) Quorum and voting

- (i) A majority of the number of voting trustees of the board then appointed must be present in person or by electronic means 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 the meeting from time to time until a quorum is achieved.

(j) No second required for a committee recommendation

- (i) 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 on the matter. No second is required for such a motion since it is made on behalf of the committee.



3349-1-01

14

(k) Record of meetings

- (i) 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.

(l) Rules of order

- (i) 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. The general counsel, or another person designated by the chair, will function as a parliamentarian and will be available to consult with and advise the board on all matters of parliamentary procedure.

(H) Article VIII

(1) Contracts, loans, checks, and deposits

(a) Contracts

- (i) The board may authorize the president or other university officers authorized by the president 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.

(b) Loans

- (i) 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.

(c) Deposits and accounts

- (i) All funds of the university, not otherwise employed, shall be deposited from time to time in general or special accounts as the board may select, or as may be selected by the president or other university officers as the president may designate, 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



3349-1-01

15

be endorsed, assigned, and delivered by the president or other university officer as the president may designate

(I) Article IX

(1) Committees

(a) Standing committees of the board

- (i) 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 voting 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. Only the voting members of the committee are counted in the quorum.
- (ii) As far 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.
- (iii) 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 or appoint the chair pro tem to preside over the committee meeting.
- (iv) Only the voting members of the committee are counted in the quorum. 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.
- (v) 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 working days in advance of the meeting.

- (vi) The chair may also appoint special committees, ad hoc committees, and task forces as necessary to accomplish the work of the board. 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.

(b) Responsibilities of standing committees

- (i) 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 provost, 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 act upon the recommendation of the president. The academic and scientific affairs committee shall review and recommend to the board the awarding of degrees to students from the university and monitor the academic policies of the university.
- (ii) The evaluation and compensation committee consists of three voting members of the board appointed by the chair. The committee leads the annual performance review of the president. It ensures that the performance review is fair and evidence-based; it is responsible for making recommendations to the board for the establishment of the president's annual performance goals, the process of annual performance reviews, and for setting the compensation of the president.
- (iii) 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.

- (iv) 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).

- (v) The institutional advancement committee has oversight of 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 NEOMED foundation. The chair of the institutional advancement committee may serve as a liaison to the NEOMED foundation board and provide strategic direction on behalf of the NEOMED board of trustees. In addition, the committee will assist the president in establishing liaisons 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



3349-1-01

18

requirements in which the faculty and staff of the university have expertise.

- (vi) The 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.
- (vii) The trusteeship committee will meet on an as needed basis to consider proposed changes in the bylaws of the board, and make recommendations to the board, as appropriate, for its attention or action, perform periodic board self-evaluation and assessment, and other matters referred to it by the chair.
- (viii) Non-trustees may be appointed by the chair to serve on committees of the board. 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.

(J) Article X

(1) Conflict of interest, conflict of loyalty

- (a) 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.
- (b) 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 trustees.



3349-1-01

19

(K) Article XI

(1) Amendment

- (a) 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, repealed, altered, or amended unless waived in writing by all trustees, notice of any such meeting shall be delivered personally, by mail, or any appropriate electronic, or standard delivery method to each Trustee at least thirty days before the date of the meeting.