

CONSTITUTION OF KENT STATE UNIVERSITY

(A) Preamble. The university was established by the general assembly of the state of Ohio by an enactment to be found in Chapter 3341. of the Revised Code. Pursuant to section 3341.02 of the Revised Code the government of the university is vested in a board of eleven trustees, two of whom shall be students at the university. The purpose of this rule is to mandate procedures which will regulate the internal operations of the board so as to facilitate the board in exercising the powers conferred upon it by the laws of the state of Ohio.

(B) Aims of the university.

- (1)** The university is dedicated to teaching the many who want to learn, to advancing knowledge and to providing appropriate public service. The university, with the singular advantages of a large residential state university located in the heart of the most heavily populated section of Ohio, is both a community of scholars and an important intellectual, cultural, scientific and technological resource for its area.
- (2)** The university's primary concern is the student. It endeavors to provide the academic atmosphere, the human association and the discipline vital to the student's sound intellectual growth and character development. The various programs of curricular and extracurricular activities are designed to stimulate curiosity, broaden perspective, enrich awareness, deepen understanding, establish disciplined habits of thought, provide preparation for a vocation and help in realizing the potential of students as individuals and as responsible and informed members of society.
- (3)** The university will continue to develop as an active institution of learning whose scholars extend the boundaries of knowledge and whose practitioners of the arts and professions help it to shape the culture of the area it serves. The university supports the research and other activities of its faculty and students, and recognizes not only the intrinsic value of such creativity but also its beneficial effect on teaching at both the undergraduate and graduate levels.
- (4)** The university, like other large American state universities, combines service with teaching and research and makes available its rich variety of cultural, educational, technical and other resources to its area, to the state of Ohio, to the nation and to the international community.

(C) Student trustees. Student trustees serve a two-year term. They are appointed by the governor from a group of five names selected by the student trustee selection committee under a procedure adopted by the undergraduate student senate and the graduate student senate, administered through the office of the vice president for enrollment management and student affairs and approved by the board of trustees. Student trustees do not have the right to vote on measures that come before the board, are not considered as members in determining whether a quorum is present, are not to be officers of the board, and are not entitled to attend executive sessions of the board. However, they will be appointed as members of standing committees and special committees in the same manner as are nine-year trustees, and, except for the limitations listed above, they will be expected to participate fully in exercising the rights and responsibilities of those trustees appointed to nine-year terms.

(D) Powers of the board. The board shall have the power, not inconsistent with law or this rule, to do all things necessary for the proper maintenance and successful and continuous operation of the university.

(E) Officers and organization.

(1) Officers and term of office. Officers of the board shall be a chairman, a vice chairman and a secretary, who shall be members of the board. They shall be elected annually for one-year terms, at the first meeting of the board after the seventeenth of May. The chairman of the board will annually appoint a nominating committee, the function of which is to consult with each trustee to solicit nominations for each office. The nominating committee's recommendations for a consensus candidate for each office will be presented to the full board at the first meeting of the board after the seventeenth of May. At that time, the chairman will accept the committee's recommendations. The chairman will then entertain a motion from the floor to nominate a slate of candidates. After appropriate procedures, the candidates shall be elected by the board. New officers shall take office immediately following adjournment of the meeting at which they are elected, and shall not be elected to a particular office for more than two consecutive terms. Any officer of the board, having served two consecutive terms in any of the offices, can be reelected to that same office only after one year or more has elapsed from the date of expiration of such officer's latest previous term in that office. At the conclusion of an officer's term in one board office, such officer may be elected to another board office. Vacancies occurring in the offices of the board, for reasons other than expiration of term of office will be filled by election at the next meeting.

- (2)** Chairman. The chairman shall preside at meetings of the board. The chairman shall perform all general duties incident to the office of the chairman, and such other duties as may be assigned to the chairman by the board. The members of all committees of the board shall be appointed by the chairman, but all standing committees shall be subject to the approval of the board. Unless specifically provided to the contrary by the board, the chairman may assign any of the chairman's duties to another member of the board.
- (3)** Vice-chairman. At the request of or in the absence or disability of the chairman, the vice-chairman shall perform all the duties of the chairman and, while so acting, shall have all the powers and authority of the chairman.
- (4)** Secretary. The secretary shall be the custodian of and responsible for the official books and records of the board and shall keep the minutes of all meetings and proceedings of the board. The secretary shall give notice of all meetings of the board and shall be responsible for delivery of the agenda in accordance with the provisions of this constitution. The secretary shall perform such other duties as may be assigned by the board from time to time.
- (5)** Removal of officers. Subject to the notice and agenda requirements specified in paragraph (F) of this rule, any officer of the board may be removed as such officer by resolution adopted by at least six members of the board.
- (6)** Board committees. Subject to the approval of the board, the chairman may appoint members of the board to such committees as is deemed necessary.

(F) Meetings of the board.

- (1)** Regular meetings. The board shall meet at least quarterly each year; provided, however, that one of the meetings shall be held subsequent to the seventeenth of May but prior to the fifteenth of July. At the time of adjournment of each regular meeting the board shall provide, by resolution, the time and place for the holding of the next regular meeting. The secretary of the board shall post written notice of each regular meeting to the residence or business address of each member of the board no less than fourteen days prior thereto. Notice shall include the time and place for the regular meeting.
 - (a)** Public notification of meetings. No later than one week prior to the date of all regular meetings, such date, time, and location of the meeting, as well as the agenda, will be distributed by the office of university news and information to the media and other interested parties. The same office will announce the

date, time, place, and purpose of any special meetings of the board at least twenty-four hours prior to that special meeting. In the event of an emergency meeting, university news and information will notify the media immediately of the time, date, place and purpose of the emergency meeting.

(b) Any person may, upon request, obtain advance notification of all meetings at which any specific type of public business is to be discussed.

(2) Business to be considered at regular meetings.

(a) An agenda of matters to be considered shall be constructed by the president in collaboration with the chairman or by the president with the authorization of the chairman and delivered by the secretary or the secretary's designee to each board member at least five days prior to a regular meeting of the board.

(b) Along with the agenda, any proposed action which will substantially affect university policy, including, but not limited to the consideration of major appointments and the annual budget, shall be presented to board members in a form sufficient to advise them adequately as to the content of the proposed action.

(c) With the permission of the board, the president may add emergency matters to the agenda at any time.

(d) Any matter coming to the board other than from a board member or the president shall be presented to the chairman in writing at least two weeks prior to the meeting at which it is proposed for consideration. Any persons wishing to speak at a meeting must give at least two weeks written notice to the chairman and must set forth the subject on which they wish to speak. The chairman shall determine which requests shall be placed on the agenda and may make other appropriate disposition of said requests.

(3) Special meetings. Special meetings of the board may be called by the chairman of the board or upon the request of the president or upon the written request of three members of the board. Unless the chairman determines that an emergency situation exists, written notification of a special meeting shall be received by each board member at least two days prior to the commencement of the meeting. The notice shall specify the business to be conducted at the special meeting as well as the time and place for such meeting. No business other than that specified in the notice may be conducted at a special meeting. Attendance of a board member at any special meeting shall constitute a waiver of notice.

(4) Special hearings. Hearings outside of official meetings may be arranged by the board.

(5) Quorum. A majority of the board, when duly convened, shall constitute a quorum for the transaction of business. At any meeting at which a quorum is present, a majority vote of those present shall be required for any official board action. No member may vote except in person at the meeting. By law, student trustees are not to be counted in the determination of a quorum.

(6) Organization of meetings. The chairman shall preside over all meetings. In the absence of the chairman, the vice-chairman shall preside. In the absence of both the chairman and the vice-chairman, a member of the board then present shall be chosen by a majority of the board members present to preside over the meetings. The secretary or the secretary's designee shall keep the minutes.

(7) Order of business. Unless otherwise ordered by the chairman, the usual order of business at board meetings shall be as follows:

(a) Roll call;

(b) Call to order;

(c) Reading and disposition of minutes of previous meeting;

(d) Reports and recommendations of the president;

(e) Committee reports;

(f) Consideration of communications;

(g) Unfinished business;

(h) New business; and

(i) Adjournment.

(8) Rules of order. The latest revised edition of "Robert's Rules of Order" shall be accepted as authority on all questions of parliamentary procedure not determined by this rule. Any motion shall be reduced to writing on the request of any member.

(G) Administration of the university.

(1) Board of trustees. In accordance with the laws of the state of Ohio, the board is the governing body of the university and shall do all things necessary for the proper maintenance and successful and continuous operation of the university. From time to time, as may be appropriate and deemed necessary, the board will delegate

certain authority for the administration of the university to designated administrative officers. Such delegation shall be specified in a manner to be determined by the board and shall be accompanied by periodic review of the exercise of such authority.

(a) Reserved powers. At all times and as prescribed by law, the board shall retain the ultimate authority to approve and/or initiate:

(i) The administrative structure of the university;

(ii) The educational programs and academic requirements of the university;

(iii) The appointment, compensation and removal of all university personnel;

(iv) The fiscal policies of the university; and

(v) University policies.

(b) Advisory procedures. Approval by the board of policies, procedures and internal governance arrangements to assure collegiality shall be requisite. However, no delegation of the authority of the board may interfere with or limit the ability of the board to initiate or authorize action in the exercise of its reserved powers.

(2) The president of the university. The board shall annually elect a president of the university to hold office at the discretion of the board. The president shall be the executive head of the university and to the president is committed the general supervision of its interests and the president may act with freedom within the lines of university policy approved by the board. The president shall submit such reports to the board as the board may request. The president shall appoint, subject to the approval of the board, such personnel as are necessary to carry out effectively and efficiently the mission and the operation of the university.

(3) The administrative officers of the university. With the approval of the board, the president shall appoint the major administrative officers of the university. The president shall also be responsible for assuring responsible participatory roles for faculty, students and staff, as appropriate, in the selection and review of major academic administrators. The highest academic administrator shall be responsible for assuring similar roles for permanent faculty and students in the selection and review of subordinate officers in his or her line of responsibility. Such administrative officers shall provide leadership for the university in accordance with their assigned

responsibilities and the exercise of authorities delegated to them by the president and the board.

(4) Policies of the university. The major functions of the university shall be guided by rules, and regulations as defined and established herein.

(a) "University policies" are defined as policy statements, rules and regulations governing instructional and educational programs, university research, student life, administrative operations, finance, and personnel management which have broad application for the entire campus community. Such policies as directly affect the educational mission of the university may be considered or reviewed at any time by the faculty senate and require the approval of the appropriate chief administrative officer, the president and the board.

(b) The authority for formulating policies which do not have broad application for the entire campus community may be delegated by the board to the president and administrative officers of the university.

(i) "Administrative policies" are defined as rules and regulations governing internal operations in concert with university policies. Such policies require the approval of the appropriate chief administrative officer and/or the president.

(ii) "Operational procedures and regulations" are defined as necessary operational guidelines to implement policies or programs of the university. Such operational procedures and regulations may be established in concert with policies of the university by the appropriate administrative officer of the university.

(c) Policy development. Policy recommendations may be initiated by the board, the president, an administrative officer, any committee or council, the faculty senate and its committees, or individual members of the university community, its students, faculty, and staff through established procedures. The board shall be the final authority in resolving conflicts or disputes in the interpretation of university policies.

(d) Policy review. Each vice president of the university shall be responsible for presenting all new policies or revisions of old policies which affect their divisions to the appropriate subcommittee of the board of trustees. They shall:

(i) In the case of a university policy requiring board action, submit the policy as an action item at the appropriate time prior to a board of

trustees meeting;

(ii) In the case of administrative or operational policy, submit the policy for review by the trustees no later than the first board meeting following the effective date of the new policy or revision;

(iii) Inform the campus community who will be affected by the new policy or revision, that the policy is subject to review by the board of trustees at its next scheduled session; and

(iv) No action taken by the university administration under these sections will diminish the ultimate authority of the board to govern the university.

(e) Policy implementation. The university counsel office shall be responsible for the administration of university policies and shall facilitate their development. It shall:

(i) Provide for a standardized policy format;

(ii) Maintain a university register of policies and procedures and provide for the publication and distribution of the same so as to be accessible to all members of the university community;

(iii) Provide for and facilitate effective and responsible participation in policy formulation, implementation and review by appropriate and affected constituencies of the university community;

(5) University committees and councils. The president, with the approval of the board, may establish various committees and councils representing various constituencies to assist in the development of policies for the governance of the university. At all times the role of any such body shall be defined as that of recommending policy, serving in a consultative and/or advisory capacity to the president or appropriate administrative officer. Committee and council recommendations relating to academic standards and policies, instruction, research, professional standards, or faculty personnel policies shall be referred to the faculty or to its elected faculty senate, as chartered by the board, prior to submission to the president for action or for recommendation to the board, as appropriate. The establishment of such committees and councils shall not be construed to limit the ability of the board, the president, the faculty senate, or the administrative officers of the university to initiate and review action in the accomplishment of their assigned responsibilities.

(a) "University committees" are defined as representative bodies concerned with a specialized function of university life. Such committees may be a committee

of the faculty senate, a subcommittee of a university council or report directly to an administrative officer or the president.

(b) "University councils" are defined as university-wide bodies representing a constituency or constituencies of the university and related to a major function of the university. Such councils shall report through the appropriate administrative officer of the university. The constitution, charter, bylaws and/or guidelines for such deliberative bodies require the approval of the president and the board.

(c) "University commissions" are defined as ad hoc committees to accomplish a given or assigned task within a defined period of time. Such commissions may be established by a university council, within the limits of its assigned responsibilities, or by the faculty senate, an administrative officer of the university, the president, or the board.

(6) Collegial, school and departmental organization. Each college or school and its subordinate units and any other instructional unit shall prepare guidelines for the management of its affairs. These guidelines should be recommended by the faculty of the unit and approved by the chief administrative officer of the subordinate unit, the appropriate collegial dean, and the provost. Such guidelines shall be consistent with the policies and procedures contained in the university register and may not limit the ability of the board to initiate or authorize action in the exercise of its powers.

(7) Supersession.

(a) The provisions of paragraph (G) of this rule shall supersede all previous actions and, in the event of conflict in existing policies or charters, the provisions of paragraph (G) of this rule shall be the final arbiter in conflicts arising between the provisions of paragraph (G) of this rule and any policies or charters of the university.

(b) Existing internal governance arrangements and university policies are not contravened by this constitution where those arrangements and policies are congruent with the above provisions.

(H) Bylaws of the board of the university. The bylaws of the board are operative by constitutional authority of said body.

(I) Amendments to constitution. This constitution may be altered, amended, or repealed at any meeting of the board pursuant to the procedures set forth for the consideration of

business and section 111.15 of the Revised Code.

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