

The University of Toledo Board Bylaws

O.A.C. Chapter 3364-1

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3364-1-01 Appointment, powers and authority.

(A) The estate, property and funds, and the government, conduct and control of the University of Toledo (sometimes referred to herein as the “University”, the “University of Toledo”, or the “university”) are, by the laws of Ohio, vested in and exercised by a board of trustees (referred to herein as the “University Board of Trustees”). They are appointed by the governor of Ohio and serve without compensation. Two of the trustees will be students at the University of Toledo, and their authority, terms, and selection will be in accordance with rule 3364-1-04 of the Administrative Code and applicable procedures. Rules 3364-1-01 through 3364-1-11 of the Administrative Code and other specific governing rules of the University Board of Trustees are referred to in these rules as the “Bylaws” unless the rule is specifically referenced.

(B) No trustee, board or committee has the authority to commit the University Board of Trustees to any policy or action unless specifically granted this authority by the University Board of Trustees.

(C) The University Board of Trustees retains the ultimate authority to approve and/or initiate:

- (1) The administrative structure of the university;
- (2) The educational programs and academic requirements of the university;
- (3) The appointment, compensation and removal of all university personnel;
- (4) The fiscal policies of the university; and
- (5) University policies.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 7/24/2006, 8/1/2012

3364-1-02 Meetings of the University Board of Trustees

(A) Regular meetings.

Regular meetings of the University Board of Trustees and the standing committees will be held according to a schedule provided before the first day of the beginning of the fiscal year, for the following twelve months.

(B) Special meetings.

Special meetings of the University Board of Trustees may be called by the chairperson or any three members of the board. Notice of special meetings must be given to each member of the University Board of Trustees, and to all media outlets or other individuals who have requested notice, from the secretary of the University Board of Trustees not less than twenty-four hours in advance, stating the time, place and purpose of the meeting.

(C) Emergency meetings.

In the event of an emergency requiring immediate official action, the chairperson may call an emergency meeting. Notice of the emergency meeting shall be given immediately to all media outlets or other individuals who have requested notice of the time, place and purpose of emergency meetings from the secretary of the University Board of Trustees.

(D) Business to be considered at meetings.

Matters may be placed on the agenda of the University Board of Trustees by the chairperson, president or other officers or employees of the university at the president's discretion. Two of the board's members may cause any matter to be placed on the agenda. The secretary or designee will submit a written agenda before each regular meeting of the board, which indicates the time and place. Those items included on the agenda will be considered unless otherwise changed by the chairperson and ratified by a majority vote of those members present and voting. No other items may be presented unless approved by the chairperson and upon a majority vote of the members present.

(E) Place of meetings.

The meetings are to be held in the places prescribed by the chairperson.

Trustees may attend up to half of the regular meetings or, other meeting as allowed by law, each year electronically.

- (a) At least one-third of the trustees attending the meeting shall be present in person at the place where the meeting is conducted;
- (b) All votes taken at the meeting are taken by roll call vote; and
- (c) A trustee who intends to attend a meeting via means of electronic communication notified the chairperson of that intent not less than forty-eight hours before the meeting, except in the case of a declared emergency.

(F) Quorum and manner of acting. A majority of the members of the University Board of Trustees, when duly convened either in person or electronically, constitutes a quorum to transact business, and a majority vote of those present is sufficient to adopt any motion or resolution, except that:

(1) The vote of a majority of all the then existing members of the University Board of Trustees is required to:

- (a) Amend, repeal or create a new bylaw of the University Board of Trustees, or
- (b) Make or ratify the making of any contract involving the expenditure of money not provided by the budget or involving the acquisition or disposal of real estate of the university, or
- (c) Adopt or to revise the annual budget.

In the absence of a quorum, a majority of those present may adjourn the meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given.

Upon a motion for the University Board of Trustees or any standing committee thereof to go into executive session, a roll call vote will be necessary. On all other matters, unless a roll call vote is requested by a trustee present at the meeting, a voice vote will be sufficient.

(G) Board member attendance at regular and special meetings.

Members of the University Board of Trustees are expected to attend at least three-fifths of the regular and special meetings held by the University Board of Trustees. Any member who fails to attend at least three-fifths of the regular and special meetings held by the University Board of Trustees during any two-year period forfeits the member's position on the University Board of Trustees unless such individual meets the limited exceptions set forth in R.C. 3.17.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 7/24/2006, 8/1/2012, 10/6/2016, 7/27/2018, 9/22/2021

3364-01-03 Committees of the University Board of Trustees.

(A) Standing committees.

The members of all committees of the University Board of Trustees are to be appointed by the University Board of Trustees chairperson, unless otherwise ordered by the University Board of Trustees or as provided for below. The chairperson is responsible for appointing the chairperson of each committee. The secretary of the University Board of Trustees will be the secretary of each committee when requested to do so by the committee chairperson. Each committee will contain no less than three members plus the University Board of Trustees chairperson as the University Board of Trustees chairperson is an ex-officio member of all standing committees but shall be counted only for purposes of determining a quorum and shall have the right to make motions and vote when there is a lack of such quorum.

In the event there is not a quorum for a University Board of Trustees committee to transact business based upon current trustees assigned to a committee, the University Board of Trustees chairperson, or in the absence of the University Board of Trustees chairperson, the vice chairperson or the University Board of Trustees committee chairperson, is authorized to appoint another trustee(s) who is in attendance as an alternate University Board of Trustees committee member(s) for purposes of transacting business for that meeting. Should the appointment(s) be made by the vice chairperson, then the vice chairperson may appoint him/herself or another trustee(s) in attendance.

The University Board of Trustees is responsible for setting the duties of each committee. The standing committees are as follows:

(1) Academic and student affairs committee

The academic and student affairs committee will oversee and ensure continuous improvement of university academic activities and student programs with an emphasis on student centeredness. The scope of the committee includes any other matter assigned to the committee by the University Board of Trustees or the chairperson of the University Board of Trustees.

(2) Finance and audit committee

The finance and audit committee is charged with oversight and continuous improvement of the financial soundness of the university including oversight of revenue from all sources, and oversight of all expenses, as well as the margin for both the academic and the clinical enterprises. It will receive and recommend action upon budget proposals from the administration. It will review relevant parameters such as senate bill six ratios, bond ratings, and the cash flow margin for the entire university. It will receive and review reports relative to fund raising and investment performance from the University of Toledo foundation.

The committee is responsible for the overall audit function of the university, including:

- (a) Reviewing the quality of financial reporting with the external auditors and management including financial statement assumptions,

disclosures, and accounting policies.

- (b) Overseeing the university's system of internal controls and the adequacy of financial, accounting and operational practices on financial reporting.
- (c) Reviewing the annual internal audit plan, discussing the extent to which it addresses high-risk areas with the university auditor and management, and approving the final audit plan.
- (d) Assuring the effectiveness of the internal audit function including access required and authorization of the appointment or dismissal of the university auditor.
- (e) Ensuring the independence of the university auditor through the auditor's direct-unrestricted reporting to the committee chair and functional reporting to the university administration.
- (f) Determining the impact to the university of audits of entities outside the scope of this committee (University of Toledo "UT" physicians, UT insurance captive, etc.).
- (g) Overseeing the implementation of the institution's policy on fraud and irregularity including notification to the committee of any action taken under that policy.
- (h) Reviewing the university's compliance with government regulations including legal or regulatory matters materially impacting university operations.
- (i) Helping to achieve increased revenue and to advance areas of the strategic plan.

In addition, this committee will function as the facilities committee, receiving and recommending action upon all proposed facilities recommendations. It will receive and review reports from the Department of Intercollegiate Athletics regarding its finances, operations and processes. It will provide oversight of university external affairs, inclusive of global outreach, engagement and university partnerships and relations with campus neighborhoods, business entities, and other relevant community resources.

The scope of this charge to the committee includes all business operations within the legal bounds of the University of Toledo, including academic and clinical enterprises and UT rocket innovations.

The scope of the committee includes any other matter assigned to the committee by the University Board of Trustees or the chairperson of the University Board of Trustees.

(3) Trusteeship and governance committee

The trusteeship and governance committee ensures the integrity of University Board of Trustees governance and the avoidance of conflicts of interest. It fosters a culture

of excellence, service, and high ethical standards, among university trustees. The committee will also develop and conduct University Board of Trustees assessment and oversee University Board of Trustees development, including orientation of new members. This committee coordinates the University Board of Trustees' annual assessment of the president. The committee will ensure that the highest ethical and legal standards are met. The committee will ensure the implementation of the strategic plan and continuous improvement in appropriate areas are defined and set forth in quantifiable objectives and measures.

In addition, the committee functions as the University Board of Trustees personnel committee, receiving and recommending action upon all personnel actions, with the exception of medical staff membership, credentialing, privileging and renewal of privileges, and providing oversight, direction, and recommendations on human resources, compensation strategy, collective bargaining, succession planning and organizational changes to the university. The Office of Governmental Relations will provide updates on federal, state and local activities, initiatives, and legislation that may affect the university. The scope of the committee includes any other matter assigned to the committee by the University Board of Trustees or the chairperson of the University Board of Trustees.

(4) All other standing committees established by the University Board of Trustees.

(B) Special committees.

Nominating committee

The chairperson of the University Board of Trustees appoints the nominating committee for officers of the University Board of Trustees. Membership on the nominating committee consists of three University Board of Trustees members. Members of the nominating committee are not eligible to hold office for the next fiscal year. The nominating committee's recommendations for a candidate for each office must be presented to the full University Board of Trustees so that the officers for the following year are elected no later than the last regular meeting of each fiscal year (June 30). Nominations from the floor are also accepted prior to the election. New officers take office beginning the first of July.

Other special committees may be appointed by the chairperson of the University Board of Trustees for the purposes as the University Board of Trustees may from time to time authorize and direct.

(C) Non-trustee committee members.

The chairperson of the University Board of Trustees may designate non-trustee committee members to advise the committee. The non-trustee members shall serve in an advisory capacity without voting privileges, shall not be counted for purposes of determining a quorum, and their right to attend executive sessions shall be at the discretion of the committee chair.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 7/24/2006, 10/6/2006, 7/10/2007, 2/11/2011, 8/1/2012, 10/6/2016, 8/6/2018

3364-1-04 Authority, terms and selection of student members of the board.

The student members of the board of trustees have no voting power on the board. Student members are not to be considered members of the board in determining whether a quorum is present. Student members may, at the discretion of the board, attend executive sessions of the board.

Student members of the board are appointed by the Governor of Ohio with the advice and consent of the senate from a panel of six students selected pursuant to a procedure adopted by the University and student government and approved by the board of trustees. No fewer than two members of the panel will be graduate students (including medicine and law).

In the event of a student trustee vacancy, The University of Toledo will contact qualified finalist(s) from the previous year's applicant pool to ascertain their interest in the role. If the finalist(s) are not interested in pursuing the opportunity, the University will contact the representatives from the Student Government and Graduate Student Association for nominations. The University will follow the approved process to fill the vacancy.

Replaces: Former 3364-1-04

Date approved by Board of Trustees: February 10, 2021, February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: July 6, 2006

3364-1-04.1 Authority, terms and selection of national members of the board.

In order to take advantage of the diverse cultural, geographic, business, professional, public service and civic backgrounds, talents and experiences of friends and alumni of The University of Toledo, the position of national member of the board has been established, in accordance with the following guidelines:

- (A) A national member shall be chosen on the basis of any one or all of the following attributes: alumna/alumnus or friend of The University of Toledo; success in his or her chosen field or profession; state, national or international prominence; ability to advocate for higher education; or willingness and ability to offer counsel.
- (B) There shall be no more than three positions for national members of the board.
- (C) Each member shall serve a two-year term and shall be eligible for one additional two-year term.
- (D) National members shall have no voting privileges on the board, shall not be considered in determining whether a quorum is present, and shall not be eligible to be officers of the board or chairs of any board committees; however, national members may serve as members of any board committee to which they are assigned, and they may participate in all activities of the board, including executive committee meetings if invited by the chairperson to participate.
- (E) National members shall be nominated by the trusteeship and governance committee and their selection and removal shall be by a vote of the board. Upon such selection, and if applicable, removal, the chairperson shall cause a letter to be delivered to the national member.
- (F) National members shall not be compensated.

Replaces: None

Date approved by Board of Trustees: April 17, 2017, February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-04.2 Selection and responsibilities of emeritus trustee.

- (A) The title of emeritus trustee may be conferred on outgoing and former trustees who have provided distinguished and meritorious service, outstanding leadership, or significant philanthropic support to The University of Toledo, its mission and vision, during their term as a trustee.
- (B) Candidates for emeritus trustee will be recommended by the trusteeship and governance committee to the full board for approval.
- (C) Emeritus trustee status is honorary in nature and remains in effect for the lifetime of the individual. Emeritus trustees shall have no voting rights, shall not be considered in determining whether a quorum exists, and shall not be eligible to be an officer or chair of any board committee or ad hoc committee.
- (D) Emeritus trustees may attend public board meetings and committee meetings. They may also attend executive sessions when invited by the board chair or committee chair. The chair of the board of trustees may appoint emeritus trustees to serve as non-voting members on board committees or ad hoc committees where their expertise may be of benefit. Additionally, emeritus trustees must be willing to be an advocate for the University and be an example to others as a contributor to fundraising activities on behalf of The University of Toledo and The University of Toledo Foundation.

Replaces: None

Date approved by Board of Trustees: June 18, 2018, February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364, Rule

amplifies: RC section 3364

Prior effective dates: None

3364-1-05 Officers of the board.

The officers of the board of trustees include a chairperson, vice chairperson, and secretary. The chairperson and vice chairperson must be members of the board. The qualifications of all other officers will be determined by the board.

(A) Duties of officers of the board.

(1) The chairperson, when present, will preside at all meetings of the board. The chairperson will, for and on behalf of the University, sign all instruments, diplomas and other documents authorized by the board, will execute those contracts as may require the chairperson's signature, and perform all other duties as the bylaws of the board may from time to time prescribe, and as may be delegated to the chairperson by the board. The chairperson will be an ex-officio member of all standing committees of the board.

(2) The vice chairperson will, in the absence of the chairperson, be vested with the powers, and discharge the duties, of the chairperson.

(3) At each regular or special meeting of the board, in the absence of both the chairperson and vice chairperson, a chairperson of the meeting, chosen by a majority of the board present, will preside.

(4) Unless waived by a majority of the trustees present and voting thereon at or before the meeting at which the election is conducted, the chairperson will be ineligible for election to that office for more than two consecutive one-year terms, and ineligible for election as vice chairperson for a period of one year after serving as chairperson. The vice chairperson will be ineligible for election to that office for more than two consecutive one-year terms, unless waived in the manner set forth in the preceding sentence, but this will not render the vice chairperson ineligible for election to the office of chairperson.

(5) The secretary will be the custodian of the records, books, documents and papers of the board. The secretary will attest, by signing, all instruments, contracts and other documents executed by the chairperson, or, in the chairperson's absence or in the event of a potential or existing conflict of interest, by the vice chairperson, on behalf and in the name of the University and the board. The secretary will be the keeper of the seal of the University and will authenticate all instruments, contracts and other documents, which have been duly executed and attested, by affixing thereto the said seal.

The secretary will attend all meetings of the board of trustees and its committees and will keep accurate and complete records and minutes of the meeting consistent with the requirements of Ohio law respecting the records of public meetings. The secretary will make information available concerning the date, time and place of each regular meeting and the date, time, place and purpose of each special meeting and emergency meeting of the board in the office of the board of trustees and will give notice to all who have requested notices of all regular, special, and emergency meetings of the board in accordance with section 121.22 of the Revised Code and rule 3364-1-02 of the Administrative Code.

The secretary will provide for a system of filing University bylaws in compliance with Chapter 111 of the Revised Code. The secretary will file only those bylaws properly promulgated by the board of trustees in accordance with the bylaws of the board of trustees.

The secretary will be responsible for creating central coordination and management of board records, correspondence and requests and will serve as the records custodian to ensure that the board's records are open to public inspection and available in accordance with Ohio law and retained in accordance with the records retention schedule.

At the discretion of the secretary, individual responsibilities may be delegated to an assistant for board affairs.

(B) Removal of officers of the board of trustees.

Officers of the board may be removed by resolution adopted by a majority of the then existing members of the board.

(C) Rules of order.

The board shall determine its rules of procedure. In the event the board is unable to resolve an issue, 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.

Replaces: Former 3364-1-05

Date approved by Board of Trustees: September 12, 2016, February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: July 6, 2006; May 14, 2012; September 23, 2013

3364-1-06 Avoidance of conflict of interest.

(A) Policy statement.

It is policy of the University Board of Trustees of Toledo to carry out its mission in accordance with the strictest ethical guidelines and to ensure that trustees and employees conduct themselves in a manner that fosters public confidence in the integrity of the University Board of Trustees, its processes, and its accomplishments.

(B) General standards of ethical conduct.

Trustees and employees of the University of Toledo, and members of advisory boards to the university, including, but not limited to members of the UTH Board, as provided in section 3364-1-12 of the Administrative Code, must, at all times, abide by protections to the public embodied in Ohio's ethics laws, as found in Chapters 102₂ and 2921₂ of the Ohio Revised Code, and as interpreted by the Ohio ethics commission and Ohio courts. (A copy of these laws is provided by the University Board of Trustees, and receipt acknowledged, as required in division (D) of section 102.09 of the Revised Code.) Trustees and employees must conduct themselves, at all times, in a manner that avoids favoritism, bias, and the appearance of impropriety. While restrictions or obligations set forth in Chapter 102. of the Ohio Revised Code, section 2921.42. of the Ohio Revised Code and section 2921.43. of the Ohio Revised Code may only apply to the university trustees and ex-officio members of the UTH Board who are employees of the university, all members of the UTH Board, including public members and the appointed members of any and all UTH Board committees, have a duty of loyalty and fidelity to the university, and they must govern their affairs honestly, exercising their best care, skill and judgment for the benefit of the university so as to avoid conflicts of interest and the appearance of impropriety.

While the terms of the statutes and interpretations of the Ohio ethics commission are the binding standard, a general summary of the restraints upon the conduct of all trustees and employees of the University includes, but is not limited to, those listed below. No university trustee or employee, nor any member of an advisory board to the university, including, but not limited to, the UTH Board, will:

- (1) Solicit or accept anything of value from anyone doing business with the university;
- (2) Solicit or accept employment from anyone doing business with the university, unless the official or employee completely withdraws from university activity regarding the party offering employment, and the university approves the withdrawal;
- (3) Use his or her public position to obtain benefits for the official or employee, a family member, or anyone with whom the official or employee has a business or employment relationship;
- (4) Unless a statutory exception applies, be paid or accept any form of compensation for personal services rendered on a matter before, or sells goods or services to, the university;

- (5) Be paid or accept any form of compensation for personal services rendered on a matter before, or sell (except by competitive bid) goods or services to, any state agency other than the university, unless the trustee or employee first discloses the services or sales and withdraws from matters before the university that directly affect officials and employees of the other state agency, as directed in section 102.04 of the Revised Code;
- (6) Hold or benefit from a contract with, authorized by, or approved by, the university, (the ethics law does except some limited stockholdings, and some contracts objectively shown as the lowest cost services, where all criteria under section 2921.42 of the Revised Code are met);
- (7) Vote, authorize, recommend, or in any other way use his or her position to secure approval of a university contract (including employment or personal services) in which the official or employee, a family member, or anyone with whom the official or employee has a business or employment relationship, has an interest;
- (8) Solicit or accept honoraria (see division (H) of section 102.01 and division (H) of section 102.03 of the Revised Code);
- (9) During public service, and for one year after leaving public service, represent any person, in any fashion, before any public agency, with respect to a matter in which the official or employee personally participated while serving with the university;
- (10) Use or disclose confidential information protected by law, unless appropriately authorized; or
- (11) Use, or authorize the use of, his or her title, the name “The University of Toledo,” “University of Toledo Medical Center”, or “UToledo Health”, or the University Board of Trustees' or the university's logo in a manner that suggests impropriety, favoritism, or bias by the University Board of Trustees or the official, employee, or advisory board member.

(C) For purposes of this rule:

- (1) “Anything of value” includes anything of monetary value, including, but not limited to, money, gifts, food or beverages, social event tickets and expenses, travel expenses, golf outings, consulting fees, compensation, or employment. “Value” means worth greater than de minimis or nominal.
- (2) “Anyone doing business with the University Board of Trustees” includes, but is not limited to, any person, corporation, or other party that is doing or seeking to do business with, regulated by, or has interests before the University Board of Trustees.

(D) Compensation and financial disclosure

Members of the University Board of Trustees are to receive no compensation for their services but will be paid their reasonable necessary expenses while engaged in the discharge of their official duties.

Every University Board of Trustees' member or employee required to file a financial disclosure statement must file a complete and accurate statement with the ethics commission by April fifteenth of each year, which is then in turn provided in summary to the university. Any trustees or employee appointed, or employed to a filing position after February fifteenth and required to file a financial disclosure statement must file a statement within ninety days of appointment or employment.

(E) Assistance

The ethics commission is available to provide advice and assistance regarding the application of the ethics law and related statutes. The commission may be contacted by phone or via the internet.

(F) Penalties

Failure of any trustee or employee to abide by this ethics bylaw, or to comply with the ethics law and related statutes, may result in reporting as well as any resulting potential civil or criminal sanctions under the law, or for employees sanctioning or discipline, which may include dismissal.

(G) University policies.

Employees, where applicable, are also subject to other university conflict of interest policies, as well as other university policies with conflict of interest provisions contained therein.

(H) Changes

This bylaw may be amended per rule 3364-1-02 of the Administrative Code.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 7/24/2006, 8/1/2012

3364-1-07 Administration of the University.

(A) Officers and deans of the University.

(1) The officers of the University will consist of the president, provost and executive vice president for academic affairs, executive vice president for clinical affairs, executive vice president for finance and administration and chief financial officer, vice president and general counsel and additional officers as the president may from time to time select. There will be a dean for each college.

(2) The chief executive officer of the University will be the president, and the president will be elected by and hold office at the pleasure of the board of trustees. The duties of all other officers will be determined by the president.

(B) The president.

(1) The president will be the executive head of the University, responsible for the entire administration subject to the oversight of the board of trustees. The president fosters and promotes learning, discovery, and engagement as primary aims of the University. The president will enforce the bylaws of the board of trustees and interpret the proposals and actions of the faculty and other staff and administration for the board of trustees.

(2) The president may attend all meetings of the board of trustees, except executive session if requested by the board, and address to the board matters of institutional importance. The president is the official medium of communication between the University, the board, and its committees, transmitting proposals from the faculty and staff, either as a group or as individuals, to the board. The president will, upon receipt of written communications to the board from any of the faculties or any member thereof, or from the staff, or students or from student organizations, transmit to the board of trustees all written communications addressed to the board. This tenet will not be interpreted, however, as in any way limiting the right of communication between the employees and students of the University and the trustees.

(3) The president or the president's designee will preside at meetings of the University faculty and may call meetings of the University faculty, the faculty senate or the faculty of any of the colleges, departments, divisions or schools. The president will be charged with the general supervision of all the University's interests, activities, and personnel and will be a member ex-officio of each of the faculties, and may call special meetings of any of the faculties or joint meetings of some or the entire faculty.

(4) The president is entrusted with the fostering and promotion of the relationships of the University with the public, with other institutions of learning, with the alumni of the University, and with its faculty and student body.

(5) The president or the president's designee will preside at all commencements and other public academic occasions. The president will sign all diplomas and certificates and will present all degrees authorized to be conferred by the board of trustees.

(6) The president will be responsible for preparation of the annual budget plan to the board of trustees for its consideration and approval prior to June thirtieth of each year.

(7) The president will recommend to the board of trustees for its approval the creation and abolition of colleges, departments and major divisions of the University. The president will employ and remove, subject to the approval of the board, all personnel as are necessary to carry out effectively and efficiently the mission and the operation of the University.

(8) The board of trustees may authorize the president to receive, review and act appropriately upon all constitutions, rules, policies, regulations and amendments and may adopt, amend, repeal these constitutions, rules, policies, regulations and amendments per rule 3364-1-10 of the Administrative Code, and for faculty bodies pursuant to paragraph (B) of rule 3364-1-10 of the Administrative Code.

(9) Subject to the authority vested by law in the board of trustees, the authority and responsibility for the internal administration of the University is delegated to the president. Any authority or responsibility of the president may be delegated to another University officer or to any other member of the faculty or staff of the University. Delegation of major areas of authority or responsibility will be reported to the board of trustees. Although the president may delegate authority to appropriate officials, the president will retain final authority and responsibility for administration of the University.

(10) At the first board of trustees meeting of the academic year, the president will review the administration's goals and objectives of the prior year, propose goals and objectives for the ensuing academic year, and discuss the University's well-being and challenges. The goals and objectives will include quantifiable objectives for enrollment, finance, hospital operating margin, graduation rates, research, institutional advancement, and other such goals and objectives as the administration and the board of trustees may agree upon.

(C) The deans.

Each dean of a college will be charged with the general supervision of its interests and will represent the college at commencement and at all other public academic, professional, and other occasions. The dean will recommend to the president, through the chief academic officer, appointments to, promotions and tenure of, terminations and non-renewals of the college's faculty and staff. The recommendations regarding these matters will include a report from the faculty or from any committee which has advised the dean.

The dean will call meetings of the faculty or staff from time to time and will preside at the meetings. The dean will be responsible for the establishment and maintenance of proper standards of instruction for the college and will recommend to the University faculty (or its elected representatives) degrees, honors and awards, persons who have met the prescribed conditions.

The dean will see that the rules and regulations applicable to the University faculty and by the faculty of the college are effectively and fairly enforced and will sign all diplomas, certificates, requisitions and other papers relating to the college. The dean will take precautions for the preservation and safekeeping of all equipment and other property listed in the inventory of the college as are appropriate.

(D) University internal auditor.

(1) The University internal auditor shall be appointed by the board upon the joint recommendation of the president and the finance and audit committee of the board of trustees, and shall hold office at the discretion of the board. The University internal auditor shall report directly to the committee chair of the finance and audit committee and to University administration on administrative matters.

(2) The University internal auditor is responsible for conducting financial, operational, compliance and investigative audits. The University internal auditor, with advice and assistance from the executive vice president for finance and administration and chief financial officer, and the vice president and general counsel, shall be responsible for developing both short and long term internal audit plans, overseeing that audits are properly planned, staffed and completed, and summarizing and communicating results to management and the board as appropriate. The University internal auditor shall identify where improvements to internal control processes effectiveness and process efficiency should be made to the University's financial, as well as operational, processes.

(3) The University internal auditor shall lead the evaluation and execution of audits associated with the University's compliance requirements, including, for example, compliance with University policies and rules and compliance with laws and applicable state and federal regulatory standards and mandates.

(4) The University internal auditor shall conduct those financial, operational, and investigative audits, as from time to time, may be requested by the finance and audit committee of the board of trustees, president, executive vice president for finance and administration and chief financial officer, or vice president and general counsel, and shall perform and be responsible for the following general financial audits and reviews:

- (a) Audit and verify purchase orders and vouchers for bills and salaries; audit receipts of funds, including student tuition and fees, and the deposits thereof in banks and reconciliation of all bank accounts.
- (b) Audit general funds, auxiliary funds, restricted funds, loan funds, endowment funds, plant funds, and agency funds; and, assist auditors appointed by the board and auditor of state.
- (c) Periodically, and from time to time, inspect securities, inventories, supplies, real property and equipment owned by the University.
- (d) Periodically review and make recommendations for improvements of the system of internal control in effect in all subdivisions and agencies having control of funds and/or property.

(5) The University internal auditor shall perform such other duties as may be assigned by the executive vice president for finance and administration and chief financial officer or the finance and audit committee of the board of trustees.

Date approved by Board of Trustees: September 12, 2016, February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: March 19, 2007; July 6, 2006; May 14, 2012; January 14, 2013

3364-1-08 The annual budget plan.

(A) The fiscal year of the University will begin on July first of each year and terminate on June thirtieth of the next succeeding year.

(B) Each year the president or the president's designee will present to the finance committee of the board for its consideration and approval a proposed budget plan for the ensuing year. The finance committee will review the proposed budget plan with the president and present it to the board for its consideration and approval.

(C) The president will have the authority to adopt reasonable and necessary revisions to the annual budget plan and will forthwith report same to the board.

Replaces: None

Date approved by Board of Trustees: July 6, 2006, February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-09 Commencement, degrees and certificates.

(A) Commencement, degrees and certificates.

Degrees in course and certificates will be conferred at commencement and at all other times as prescribed by the board of trustees of the University upon the recommendation of the University faculty or its elected representatives.

Recommendation of candidates for degrees in course will be made by the University faculty or its elected representatives transmitted to the board by the president. Degrees in course will be conferred by the board of trustees. No student will receive a degree in course until all of the requirements for the student's degree have been met.

(B) Honorary degrees.

Honorary degrees will be conferred by the board of trustees. An honorary degree will not be conferred upon a member of the board of trustees of the University, an officer, faculty member or other employee of the University, provided, however, that this limitation will not apply at the time of a person's retirement or thereafter.

Honorary degrees may be conferred at commencement or at special University events, such as convocations. No honorary degrees will be conferred in absentia.

(C) Diplomas.

The diplomas issued by the board of trustees of the University will be signed by the chairperson, the president of the University, and the dean of the college, as may be appropriate, and the seal of the University will be affixed to each diploma.

Replaces: None

Date approved by Board of Trustees: July 6, 2006, February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: None

3364-1-10 Board bylaws; other rules and regulations.

(A) Bylaws of the board of trustees.

The foregoing bylaws are intended to provide a general framework for the functioning of the board of trustees as a governing body and for the organization, administration and operation of The University of Toledo. These bylaws may be amended per rule 3364-1-02 of the Administrative Code.

(B) Other rules, policies and regulations.

All other constitutions, rules, policies, regulations, procedures or other documents for the organization, administration and operation of the University may be adopted, amended or rescinded by the board of trustees upon its own initiative, or upon recommendation of the president or University faculty and its elected representatives through the president to the board of trustees. The president may, upon authorization by the board of trustees, receive, review and act appropriately upon all constitutions, rules, policies, regulations and amendments and, upon authorization by the board, may adopt, amend or repeal these constitutions, rules, policies, regulations and amendments.

Replaces: Former 3364-1-10

Date approved by Board of Trustees: May 14, 2012, February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: July 6, 2006

3364-1-11 The University of Toledo Medical Center and Clinical Operations.

- (A) **Scope and Mission.** The University of Toledo Medical Center and its hospital facilities and clinics, which include inpatient and ambulatory services, regional clinics and sites, are an integral part of the University of Toledo. The UTH Board, as defined in section 3364-1-12 of the Administrative Code, oversees the operation of the University of Toledo Medical Center, subject to the ultimate authority of the University Board of Trustees.

The mission of the University of Toledo Medical Center is to improve the human condition by providing patient-centered, university-quality care. In partnership with the University of Toledo and UToledo Health, the University of Toledo Medical Center continuously strives to develop and incorporate advancements in health care knowledge to improve the safety and quality of patient care. The shared vision of the University of Toledo and the University of Toledo Medical Center is to redefine the standards of excellence in health care through teamwork, improve the human condition, advance knowledge through excellence in learning, discovery, and engagement, and serve as a diverse, student-centered public research university.

- (B) **Medical Staff Bylaws of the University of Toledo Medical Center.** The medical staff of the University of Toledo Medical Center is governed by the medical staff bylaws of the University of Toledo Medical Center in performing their professional activities and duties. The chief of staff of the medical staff, after approval of the executive committee of the medical staff, will submit recommended changes of the bylaws to the medical staff and the UTH Board for action and final approval as set forth in the medical staff bylaws.

(C) **The Medical Staff.**

- (1) Membership on the medical staff will be extended to professionally competent persons who continuously meet the qualifications, standards and requirements set forth by the UTH Board and as required by the medical staff bylaws. The method for appointment to the medical staff will follow procedures for staff appointments outlined in the medical staff bylaws. Members of the medical staff will perform their duties under the supervision of the clinical service chiefs to which they may be assigned. Only members of the active medical staff and administrative medical staff, as defined by the medical staff bylaws will be eligible to vote or hold office.
- (2) The chief of staff of the medical staff will serve as a representative of the medical staff and will be elected by members of the active medical staff and administrative medical staff. The duties of the chief of staff of the medical staff are more fully set forth in the medical staff bylaws.

(D) **The University of Toledo Medical Center - Clinical Services.**

- (1) Clinical services are organized to coordinate clinical and administrative activities within a clinical service area consistent with the medical staff bylaws. New clinical

services will be established by action of the UTH Board upon a recommendation of the medical staff as required by the medical staff bylaws.

- (2) Service chiefs for each clinical service will be appointed and approved as set forth in the medical staff bylaws. The duties of the clinical service chiefs are set forth in the medical staff bylaws.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

Promulgated under: RC section 111.15; Statutory authority: RC section 3364; Rule amplifies: RC section 3364

Prior effective dates: 8/1/2012, 7/7/2014, 7/25/2021

3364-1-12 The UToledo health board.

- (A) The UToledo health board (“UTH board”) shall be the governing body responsible to the university of Toledo board of trustees ("university board of trustees") for the operation, oversight, and coordination of UToledo health (“UTH”) including, without limitation: (1) the university of Toledo medical center and its hospital facilities and clinics, which include inpatient and ambulatory services, regional clinics and sites, as a part of the university of Toledo (collectively “UTMC”); and (2) clinical health care enterprises, and primary and specialty clinics and practices as may exist or may be developed as a part of the university of Toledo separate from UTMC. The UTH board shall also exercise certain member rights of the university board of trustees with respect to the faculty group practice and other university-affiliated clinical practice entities as set forth in such affiliated entity’s respective governing documents. The UTH board shall be responsible for the development and strategic allocation of resources, planning, and delivery of medical services, and such other powers and duties as detailed in rule 3364-1-12.1 of the Administrative Code. In all cases, the actions of the UTH board shall be subject to the ultimate authority of the university board of trustees. For the avoidance of doubt, except for clinical decision-making which remains in the purview of licensed independent medical practitioners, unless expressly delegated to the UTH board, all authority shall be reserved to and exercised by the university board of trustees.
- (B) The UTH board shall be composed of up to fifteen voting members:
- (1) Two members of the university board of trustees;
 - (2) Two department chairs or faculty members of the university of Toledo who are employed by university of Toledo physicians LLC;
 - (3) One dean of a health sciences college (as defined below), other than university of Toledo college of medicine and life sciences (“UTCOM&LS”);
 - (4) Up to seven public members; and
 - (5) Three ex-officio voting members consisting of:
 - (i) The university president;
 - (ii) The dean of UTCOM&LS; and
 - (iii) The university executive vice president/chief financial officer.
- (C) The UTH board shall also include the following ex-officio nonvoting member:
- (1) The university executive vice president of health affairs.
- (D) Appointed members will be appointed by the chair of the university board of trustees, in consultation with the university president, the chair of the UTH board, and the university board of trustees trusteeship and governance committee, and ratified by the university board of trustees.

- (E) The selection criteria for appointed members shall ensure that the UTH board membership will include persons with a broad array of skill sets, perspectives, and backgrounds, including knowledge in health care delivery, sophisticated business expertise, prior board service, and/or persons who can assist the health system in its outreach to and relationships with the public, communities, and patients served, and governmental entities to ensure optimal operations and advancement of the UTH's strategic mission, vision, and goals. The selection processes shall incorporate the diversity, equity, and inclusion policies of the University.
- (F) Selection of public members will be national in scope. People who are currently employees of the university, the faculty group practice, or any subsidiary or affiliate are not eligible to serve as public members. In addition no person who is currently an employee, board member, or would otherwise present a conflict of interest by being affiliated with any competing hospital or health system shall serve as a public member of the UTH board.
- (G) The term of office for appointed members shall be three years, except that the terms of the initial members shall be staggered, with three year, two year, and one year terms to ensure that no more than one-third of the public members' terms will expire within a given year. No appointed member shall serve more than two full consecutive terms. If an appointed member is appointed to a one year or two year term for such member's initial term, such one year or two year term shall not count toward such member's consecutive term limit. An appointed member who has served two full consecutive terms may be eligible to serve additional terms in accordance with this section provided such public member has cycled off the UTH board for at least a year. For the avoidance of doubt, any ex officio member's term shall be coterminous with such ex officio member's term in the role appointing such ex officio member to the UTH board.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.1 Powers and duties.

The University board of trustees retains ultimate authority and fiduciary responsibility for UTH, including determination of the mission, vision, and strategic objectives for UTH, as well as the establishment of fiscal, personnel, and patient care policies.

Under the ultimate authority of the university board of trustees and consistent with Ohio law, the university board of trustees authorizes and designates the UTH board to act as the governing body on behalf of the university for quality and patient care matters, including, but not limited to, licensing, accreditation, compliance, quality of medical services, and related purposes for any and all of the hospitals and clinics of the university. This shall include, but is not limited to, approval of clinical privileging forms; medical and dental staff appointments; clinical privileges; medical staff operations, including the approval, adoption, and amendment of medical staff bylaws and rules and regulations; and the conducting of peer review and professional review actions for medical staff and credentialed providers within university board of trustees–defined parameters. Except as provided below, a committee of the UTH board will review medical staff membership, credentialing, privileges, and renewal of privileges, and recommend action on such matters to the UTH board for approval. In the months where no regularly scheduled UTH board meeting is held, such committee of the UTH board is delegated the responsibility to act on behalf of the UTH board in regard to medical staff membership, credentialing, privileging and renewal of privileges of medical staff of UTMC. Medical staff membership, credentialing, privileging, and renewal of privileges will be done in accordance with the policies and procedures of the UTH board, the UTMC medical staff bylaws, the standards of the joint commission or other accrediting body, as applicable, the centers for medicare and medicaid services conditions of participation, and state of Ohio or other regulatory obligations on these matters. The committee will make a full report of its activities at the next regularly scheduled UTH board meeting. For the avoidance of doubt, in the absence of a seated committee of the UTH board, the university board of trustees or a committee of the university board of trustees will review and recommend action on medical staff membership, credentialing, privileges, and renewal of privileges of medical staff of UTMC.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.2 Relationship of the UTH board to academic programs of health sciences colleges.

UTCOM&LS, the college of nursing, the college of pharmacy and pharmaceutical sciences, and the college of health and human services (collectively, the “health sciences colleges”) of the university carry out a significant portion of their educational and research activity in facilities of UTH. The university board of trustees shall have exclusive governing authority over the academic and research programs of the health sciences colleges, including the planning, administration, and operations of the health sciences colleges and all other educational and research institutes, centers, and programs. The UTH board shall lend its best efforts to assure that the programs of the health sciences colleges are effectively supported in collaboration with the health system's patient care programs.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.3 Accountability and reporting.

To ensure that the university board of trustees meets its governance obligations under all applicable laws and regulations, the UTH board shall be accountable to the university board of trustees. The UTH board shall submit periodic reports, not less than annually, including but not limited to the quality and patient safety plan, to the university board of trustees describing the execution of its responsibilities, as well as any special reports the university board of trustees may request from time to time. In addition and not limitation of the foregoing, the chair of the UTH board shall report to the university board of trustees at each of the regular meetings of the university board of trustees regarding UTH progress on the implementation of strategic objectives enacted by the university board of trustees, operating and financial performance, patient safety and quality, and compliance.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.4 Meetings and notice.

- (A) The UTH board year, including UTH board member appointments and UTH board officer terms, unless held by virtue of being an ex officio member or officer, shall be from the second day of July to the first day of July of each year to coincide with the terms of membership of the university board of trustees as articulated in section 3364.01 of the Ohio Revised Code.
- (B) Regular meetings of the UTH board shall be held at least four (4) times per year on a schedule established by the UTH board. The regular meetings shall be set and publicly announced.
- (C) Special meetings may be called at the discretion of the chair of the UTH board, the university president, or the chair of the university board of trustees, and shall be called by the chair of the UTH board at the request of three members of the UTH board, provided that notice of any special meeting shall be given in accordance with Ohio law.
- (D) Voting members of the UTH board are expected to attend at least three-fifths of the regular and special meetings held by the UTH board, up to half of which may be attended electronically. Failure to meet such attendance requirement risks forfeiture of board member status.
- (E) Meetings of the UTH board shall be conducted in accordance with the state laws of Ohio and open meetings laws, including, but not limited to, the production and maintenance of minutes for all proceedings of the UTH board.
- (E) Except as otherwise specified in these bylaws, all meetings of the UTH board and its committees shall be conducted in accordance with the latest revision of "Robert's Rules of Order."

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.5 Quorum.

A majority of voting members then in office will constitute a quorum for the conducting of business at any meeting of the UTH board, either in person or electronically, provided, however that this includes at least a majority of the combination of the ex officio voting members and university board of trustees members. If a quorum is present, a majority vote of those members present and voting will be required for approval of actions by the UTH board.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.6 Vacancies.

Whenever a vacancy occurs on the UTH board, the chair of the UTH board shall immediately notify the chair of the university board of trustees and the university president so that the university board of trustees or the appropriate appointing authority identified in Section 3364-1-12 of the Administrative Code may appoint a new member as soon as possible to fill the unexpired term.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364.1-12.7 Removal.

The university board of trustees has the sole authority to remove or suspend UTH board members. The university board of trustees chair, in consultation with the university president, may recommend that the university board of trustees remove or suspend a UTH board member.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.8 Compensation of UTH board and UTH board committee members.

No UTH board member shall receive compensation for services rendered in the capacity as a UTH board member. However, nothing herein shall be construed to preclude any UTH board member or committee member from receiving reimbursement for actual expenses incurred in the course of such service.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.9 Confidentiality and conflicts of interest.

Members of the UTH board and its committees must conduct themselves, at all times, in a manner that avoids favoritism, bias, and the appearance of impropriety, including compliance with the provisions of Ohio Administrative Code Section 3364-1-06.

All members of the UTH board and its committees shall keep confidential all sensitive information of every kind including the strategic goals of groups, entities or subdivisions within UTH to the extent permitted by law. Members of the UTH board and its committees also shall abide by all confidentiality and conflict of interest policies and programs adopted by the university board of trustees from time to time.

Date approved by Board of Trustees: February 8, 2023
Certification: Secretary, Board of Trustees

3364-1-12.10 Officers of the board.

The officers of the UTH board shall consist of a chair and such other officers as the UTH board may deem advisable.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.11 Chair.

The chair will be selected among the voting members of the UTH board and will be appointed by the chair of the university board of trustees, in consultation with the university president, and ratified by the university board of trustees. The chair will preside at all meetings of the UTH board and perform such other duties as the UTH board may delegate from time to time.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.12 UTH board committees.

The UTH board may establish standing or special committees as it deems necessary and with the approval of the university board of trustees. The UTH board will define the powers and responsibilities of such committees. The chair of the UTH board will appoint the members of the UTH board committees. The chair of each UTH board committee will be selected from the voting members of the UTH board. The UTH board or the chair of the UTH board may designate guidelines for the selection and participation of UTH board members of committees.

Date approved by Board of Trustees: February 8, 2023
Certification: Secretary, Board of Trustees

3364-1-12.13 UTH board special or ad-hoc committees.

The UTH board may establish special or ad-hoc committees as needed upon the approval of the university board of trustees.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees

3364-1-12.14 UTH authorization to create other nonprofit organizations.

- (A) Nonprofit organizations. The UTH board may authorize from time to time the establishment of nonprofit organizations for such purposes as it deems appropriate, including with, but not limited to, the intention to enter into joint ventures with other organizations and as auxiliaries. Any such nonprofit organization may be established by separate incorporation or organization, subject to approval of the university board of trustees to the extent required by the university bylaws or other action of the university board of trustees. No nonprofit organization will be established without the approval of the UTH board and the UTH board may, in its discretion, revoke any approval previously granted.

- (B) Organization governance. Each such organization will initially, and as proposed for amendment thereafter, recommend to the UTH board articles, bylaws, policies, procedures and descriptions of permissible activities for the organization that will be subject to the approval of the UTH board. Each such organization will provide the UTH board with an annual report of its activities and will be subject to such direction, control, supervision and reporting requirements as the university board of trustees and UTH board may deem appropriate, including those required by the university or any subordinate or affiliate to preserve its tax exemptions.

Date approved by Board of Trustees: February 8, 2023

Certification: Secretary, Board of Trustees