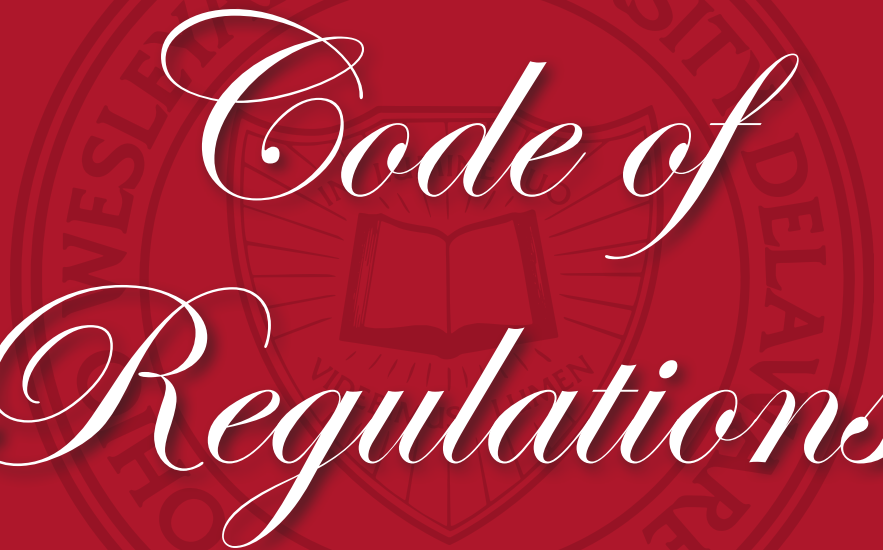


Ohio Wesleyan University

BOARD OF TRUSTEES



*Code of  
Regulations*

2019

Ohio Wesleyan University  
AMENDED AND RESTATED CODE OF REGULATIONS

The following constitutes the Code of Regulations of Ohio Wesleyan University, a corporation not for profit of the State of Ohio.

PREAMBLE

Should any word be used herein that denotes only one gender, it shall be construed to include both the feminine and masculine genders.

**Protocol for the Board and its activities shall be governed by Roberts Rules of Order.**

**ARTICLE I**

**THE BOARD OF TRUSTEES**

*Section 1.* The Board of Trustees shall be composed of the following voting members:

- a. The President of Ohio Wesleyan University.
- b. The presiding Bishops of the West Ohio Area of The United Methodist Church and the East Ohio Area of the United Methodist Church.
- c. Not more than eight members elected by the Board of Trustees to represent both United Methodist annual conferences (the West Ohio Conference and the East Ohio Conference of the United Methodist Church) equally. The confirmations shall be certified by the Secretary of each Conference to the Secretary of the Board of Trustees and entered upon the records of this Board. When special circumstances arise and present the opportunity to elect a distinguished United Methodist from another annual conference, the Organization Committee, following consultation with the Ohio bishops, may nominate a United Methodist from outside of Ohio to fill positions normally designated for the Ohio Annual Conference.
- d. Not more than fifteen members of the Ohio Wesleyan Alumni Association elected in accordance with such regulations as this Board of Trustees may prescribe. Of these Trustees, three shall be Graduating Class Trustees and the remaining shall be from the unrestricted category and nominated from any class, elected as follows:
  1. One Graduating Class Trustee shall be elected by each graduating class for one term of three years, beginning at the October meeting following Commencement and ending following Commencement in the third subsequent year. The Trustee must be a member of the graduating class with graduating requirements completed by the summer term of the Commencement year. Nomination shall be by petition of the candidate signed by no fewer than ten percent of the class members. Election shall be by majority popular vote with members of the class enrolled at the time of the election being allowed to vote. The officers of the class shall work with the Director of Alumni Relations in conducting the election.
  2. Alumni Trustees shall be elected each year by the Ohio Wesleyan Alumni Association in a simultaneous but separate election. Members of all classes are eligible to vote in these elections. Nomination and election procedures shall be established by the Alumni Board

of Directors, provided that the President of the University and the Chairperson of the Organization Committee of the Board of Trustees shall participate, without vote, in the nominating process. The results of the election of such Trustees shall be certified by the proper officials of the Alumni Association to the Secretary of the Board of Trustees and entered upon the records of this Board. The terms of such Trustees shall begin upon such certification and with the administration of the qualifying oath of each Trustee and end upon certification of the election of their successors in the third succeeding year. Alumni Trustees are eligible to serve two three-year terms.

- e. Not more than twenty Trustees-at-Large elected by the Board of Trustees, each by a majority vote for a term beginning with the administration of the qualifying oath of each such Trustee and ending at the close of the annual meeting in the third subsequent year. These Trustees shall be elected on nomination by the Organization Committee, with opportunity for additional nominations from the floor.
- f. The Chairperson and Vice-Chairperson are exempt from the numerical limitations on the number of Trustees contained in Sections 1 c, d, and e above.

*Section 2.* Vacancies may occur through death, disability, resignation, removal, or failure to elect. Whenever any Trustee shall be absent from three successive meetings of the Board without good cause assigned at the fourth, or whenever a majority of all the Trustees shall declare any one of their body incompetent, the Board shall declare such person's seat vacant. All vacancies in the Alumni Trusteeships and Conference Trusteeships shall be filled for the unexpired term. Vacancies in the Conference Trusteeships shall be filled in accordance with the regulations prescribed by this Board. Vacancies in Alumni Trusteeships shall be appointed by the Alumni Association Board of Directors in accordance with the regulations prescribed by this Board. Vacancies among the Trustees-at-Large shall be filled by election of the Board of Trustees. No Trustee, other than the Chairperson of the Board, Vice-Chairperson of the Board, and University Counsel, and Chairs, Co-chairs, or Vice Chairs of a Capital Campaign, while serving as such, shall be elected for more than three successive full terms by the Conference or the Board of Trustees. Except as provided above, the Alumni Association Trustees shall be elected for not more than two successive terms, with Graduating Class Trustees eligible to serve only one three-year term.

*Section 3.* The Board of Trustees shall have the right and authority at any time, and from time to time, to elect Life Trustees, who shall have the right to attend all meetings of the Board and serve on all committees, with the right to participate in all discussions in meetings of the Board and any committees on which they are serving, but with no right to vote or to make motions unless such Life Trustee is Chairperson of a committee, in which case the Life Trustee shall have the same right to vote and make motions as voting members of the Board. The election of Life Trustees shall be limited to those persons who have served faithfully and with distinction as Trustees. Each former Chairperson of the Board who becomes ineligible for re-election to the Board by any of the three electing constituencies as provided in Section 2 above shall thereupon become a Life Trustee. A Life Trustee nomination will be considered only after the member has been off the Board of Trustees for one year. The exception would be for the Chairperson of the Board of Trustees who has served two terms and is automatically appointed a Life Trustee.

*Section 4.* Volunteer chairs or presidents as designated by the Board shall each have the right to attend meetings of the full Board of Trustees, subject to the provisions of Article III, Section 3, with the right in all meetings to participate in any or all discussions and to submit any matters for consideration, but without the privilege of voting or proposing motions.

*Section 5.* The Chairperson and the Vice-Chairperson of the Faculty Committee on University Governance shall attend meetings of the Executive Committee of the Board of Trustees, subject to the provisions of Article VI, Section 2.f., and the Faculty Committee on University Governance shall attend meetings of the full Board of Trustees, subject to the provisions of Article III, Section 3, with the right in all meetings to participate in any or all discussions and to submit any matters for consideration, but without the privilege of voting or proposing motions.

## **ARTICLE II**

### **RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

- Section 1.* The responsibilities of the Board of Trustees shall be those that are traditionally the responsibilities of a University Board of Trustees and shall include, but not be limited to, the following: to hold and manage all the property, endowments, and funds of the University; to elect a President of the University, who shall act as the Executive Officer of the Board of Trustees; to grant degrees to those who meet the requirements of the University; to promote the general interests of the University; to establish policies generally to govern the operation and management of the University; and to review the courses of instruction and approve the appointments, changes in rank, and compensation of all members of the University Faculty and Staff.
- Section 2.* In the discharge of its responsibilities, the Board of Trustees may delegate such functions and powers as it considers appropriate to the President of the University and through the President to subordinate administrative officers and the Faculty. The Board may rescind such delegations whenever in its judgment circumstances require such action.
- Section 3.* The policies established or approved by the Board of Trustees shall be administered by the President or by the administrative officers under the President's supervision.
- Section 4.* It is the policy of this University to avoid any conflicts of interest on the part of a member of its Board of Trustees and all its committees (including subcommittees, joint committees and ad hoc committees), and to effectuate that policy:
- a. A member of the Board of Trustees or its committees shall be considered to have a conflict of interest if (1) such person has existing or potential financial or other interests that impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the University, or (2) such person is aware that a member of his or her family, or any organization in which such person (or member of his or her family) is an officer, director, employee, member, partner, Trustee, or controlling stockholder, has such existing or potential financial or other interests. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the Trustee or committee member.
  - b. Any possible conflict of interest on the part of any member of the Board of Trustees or its committees shall be disclosed to the other members of the Board and made a matter of record annually and also when the interest becomes a matter of Board action. Disclosure shall be made through such procedures as the Executive Committee of the Board may from time to time require, and that committee shall determine the sufficiency and effect of the disclosures.
  - c. Any member of the Board of Trustees or its committees having a possible conflict of interest on any matter shall not vote or use personal influence on the matter and shall not be counted in determining the quorum for the meeting, even when permitted by law, either in a meeting of the Board or of its committees. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the situation in regard to the quorum.
  - d. The foregoing requirements shall not be construed to prevent the member of the Board or

committee involved from briefly stating his or her position in the matter, nor from answering pertinent questions of other Board or committee members, since this knowledge may be of great assistance to them.

- e. Any new member of the Board or committee will be informed of this policy upon becoming a member by providing such person a copy of this Article II, Section 4, and that person shall thereupon complete the required disclosure statement.

**ARTICLE III**  
**MEETINGS OF THE BOARD OF TRUSTEES**

*Section 1.* In the spring of each year, unless another location is determined, the annual meeting of the Board of Trustees shall be held in Delaware, Ohio. At least thirty days' notice shall be given of any annual meeting. Special meetings may be held at such times and places and upon such notice as may be determined by the Board or the Executive Committee. At least ten days' notice shall be given of all special meetings.

*Section 2.* Eleven members of the Board of Trustees shall constitute a quorum to do business. Life Trustees shall not be counted in determining a quorum.

*Section 3.* By a majority of those present, the Board may at any time during any meeting thereof go into executive session and exclude all persons except members of the Board of Trustees and Life Trustees.

## **ARTICLE IV**

### **OFFICERS AND ELECTION OF OFFICERS OF THE BOARD OF TRUSTEES**

*Section 1.* The officers of the Board of Trustees shall be a Chairperson, a Vice-Chairperson, a Secretary, an Assistant Secretary, a Treasurer, and University Counsel. In addition to the Vice-Chairperson referenced in the preceding sentence, who may be referred to as the “First Vice-Chairperson,” the Board has the authority to elect, from time to time on an ad hoc basis, a Second Vice-Chairperson for special assignments at the direction of the Chairperson. The Chairperson is the same officer designated in the Charter of Ohio Wesleyan as “President,” and whenever it is deemed necessary or proper for the Chairperson to use said title of President or to sign or execute any documents under such title, the Chairperson may use the designation of President of the Board of Trustees of Ohio Wesleyan University. Any document signed or executed by the Chairperson shall have the same legal effect as if signed or executed under the title of President of the Board of Trustees of Ohio Wesleyan University.

*Section 2.* Officers of the Board of Trustees shall be elected at the annual meeting of the Board. All officers other than the Chairperson shall be elected for a one-year term. All officers shall continue in office until their successors shall be elected and shall accept office.

*Section 3.* The Chairperson of the Board of Trustees shall be elected for a term of two years. The Chairperson of the Board shall not be eligible for election for more than two consecutive terms.

*Section 4.* Vacancy in an office may occur through death, disability, resignation, removal, or failure to elect. The Executive Committee is authorized to fill any such vacancy for the unexpired term, by appointment at a meeting thereof, whenever, in the opinion of the Committee, the interests of the University might be prejudiced by failure to fill such vacancy until the next succeeding meeting of the Board of Trustees. At any meeting thereof, the Board may fill any such vacancy then existing.



**ARTICLE V**  
**DUTIES OF OFFICERS OF THE BOARD OF TRUSTEES**

*Section 1.*

- a. The Chairperson of the Board, or if absent, the Vice-Chairperson, or in the absence of both of them, the University Counsel, or in the absence of all, a member of the Board to be chosen as chairperson for the time being, shall preside at all meetings of the Board. The Chairperson shall perform all duties herein prescribed and such other duties as usually do, or should, pertain to that office. The Vice-Chairperson shall perform the duties of the Chairperson in such person's absence or disability. The University Counsel shall render such legal advice and perform such other legal functions as may be requested from time to time by the Board or its other officers. Any duty the Chairperson or the Vice-Chairperson should perform as herein prescribed, which requires attention, and which, in the absence or disability of the Chairperson and the Vice-Chairperson, cannot wait without detriment, shall be performed by the President of the University.
- b. The Chairperson of the Board shall have authority to execute in the name and on behalf of the corporation, this Board, and the University all deeds, conveyances, leases, powers of attorney, annuity contracts, life income contracts, building contracts, and any other written instrument necessary or proper. The Chairperson may transfer this authority or any other authority given such person by the Code of Regulations to the Vice-Chairperson of this Board or to the Treasurer of this Board, but the transfer must be in writing. All such transfers shall be filed and kept by the Secretary of the Board.

*Section 2.*

- a. The Secretary of the Board shall keep the office of the Secretary at the University in Delaware, Ohio, and shall keep full and complete minutes of the proceedings of the Board of Trustees, which, after approval, shall be entered in a suitable book provided for that purpose. The book of record shall be safely and securely kept, when not in actual use, in a fireproof safe, and the Secretary shall never permit the same to be taken from such person's custody. In the absence or disability of the Secretary, and until and unless the Board otherwise provides, the Assistant Secretary shall perform the duties of this office.
- b. The Seal of the Corporation shall be kept in the custody of the Secretary of this Board at the University. It shall be affixed by the Secretary of this Board. In the absence or disability of the Secretary it may be affixed by the Assistant Secretary of this Board, and in the absence or disability of the Assistant Secretary, then by the Treasurer.
- c. Any certificate of authority that is either necessary or convenient in the business of the University, whether such authority arises from the Code of Regulations, from action of this Board, from motion by a standing committee, from an officer of this Board, or from any combination of the same may be made and delivered by the Secretary of this Board and may include quotations from any minutes or the substance of such minutes. In any instances where minutes are involved that are not kept by the Secretary of this Board, the Secretary

is authorized to inspect the same, or to call for copies or for a certificate of action, and base the Secretary's certificate thereon. Any and every such certificate according thereto from said Secretary (or, if absent or disabled, by the Assistant Secretary) shall bind this Board as to the facts stated therein.

*Section 3.* The Treasurer shall be solely responsible to the Board of Trustees and shall perform such duties as are traditionally the responsibility of the treasurer of a Board of Trustees excepting those hereinafter delegated to any other officer of the University. The Treasurer shall give bond in such sum and with such security as shall be approved by the Executive Committee.

*Section 4.* Every officer shall hold office until a successor shall be chosen and qualified, and the Board may at any time remove any officer or faculty member for cause, upon notice, and upon hearing, if hearing be desired or required.

*Section 5.* Unless otherwise provided by action of this Board, the Chairperson of this Board and the Treasurer or the Counsel designated by this Board and the Treasurer, may employ and retain an attorney or attorneys for the University. To any attorney so employed, the Treasurer is authorized to entrust the custody of securities, title papers or other valuables required in University business in which such attorney is engaged, taking, however, in each case, the attorney's receipt therefore, and not permitting unreasonable detention of the same. Instead of originals, copies thereof shall be furnished whenever they will serve the purpose.

**ARTICLE VI**  
**COMMITTEES OF THE BOARD OF TRUSTEES**

*Section 1.* The Standing Committees of the Board of Trustees shall be:

- a. Executive Committee
- b. Organization Committee
- c. Finance and Operations Committee
- d. University Advancement Committee
- e. Academic Affairs Committee
- f. Student Affairs Committee
- g. Enrollment and Marketing Committee

*Section 2.* EXECUTIVE COMMITTEE

- a. Membership

The Executive Committee shall consist of the Chairperson of the Board (Committee Chairperson), the Vice-Chairperson of the Board (Committee Vice-Chairperson), the immediate past Chairperson of the Board, the President of the University, the presiding Bishops of the United Methodist Church of Ohio, the chairpersons of Standing Committees C, D, E, F, and G of the Board, and at least two members of the Board appointed by the Organization Committee. The selection of those members who are committee chairpersons and those who are appointed by the Organization Committee shall be subject to ratification by the Board.

- b. Invited Participants

The following persons shall be invited to attend Executive Committee meetings with voice but without vote: Chairperson and Vice-Chairperson of the Faculty Committee on Governance, administrative personnel and volunteer leadership as invited by the President of the University, University Counsel, and Secretary to the Board, who shall serve as Secretary of the Executive Committee.

- c. Term of Office

Executive Committee members shall be appointed by the Organization Committee normally for a one-year term. Retiring members are eligible for reappointment.

- d. Quorum

Six voting members shall constitute a quorum for conducting official business of the Executive Committee.

e. Meetings

Regular meetings of the Executive Committee shall be held three times annually at times to be fixed by the Committee. The Committee shall determine the dates of its regular meetings and shall notify members by mail, fax or e-mail at their last known address at least seven days in advance of the meeting. Special meetings may be called by the Chairperson of the Board, by the Vice-Chairperson, by the President of the University, or by any four other members of the Executive Committee. Such meetings may be called by e-mail, fax, or telephonic notice when longer notice cannot be given, and may be called summarily upon announcement at a regular or special meeting of the Board.

f. Responsibilities

The Executive Committee shall act in all respects for the Board of Trustees in the intervals between the meetings of the Board. It shall receive reports from all committees of the Board, the President, and the University Treasurer, and thus keep in constant touch with the affairs and general financial status of the University and the operation of the budget of the University. It shall have general supervision of such work of the University as is appropriate to the Board itself and may take such action with respect to the officers, committees, and activities of the Board and of the University as are necessary, except that it may not elect or remove the President of the University or elect members of the Board of Trustees. The Executive Committee may adopt, change from time to time, and enforce rules of procedure for the dispatch of its business. It may call a special meeting of the Board. It shall lay before the Board at its next meeting accurate minutes of all actions taken by the Executive Committee since the immediately preceding meeting of the Board and shall mail to all Trustees copies of all minutes as soon as possible after each meeting of the Executive Committee.

*Section 3. OTHER STANDING COMMITTEES*

a. Selection of Members

Organization Committee – Members of the Organization Committee shall be appointed by the Chairperson of the Board, Vice-Chairperson of the Board and the President of the University.

All other Standing Committees – Trustee members of all other standing committees shall be appointed by the Organization Committee.

b. Terms of Office

Normally, committee assignments shall be for a period of one year. Retiring members are eligible for reappointment. A vacancy occurring by reason of death, incapacity, expiration of membership on the Board, or resignation prior to completion of the term of service on a committee shall be filled for the unexpired portion of the term by appointment by the Chairperson of the Board in consultation with the President of the University.

c. Chairpersons

Organization Committee – The Vice-Chairperson of the Board shall serve as chairperson.

All other Standing Committees – Committee Chairpersons shall be chosen by the Chairperson of the Board in consultation with the Chairperson of the Organization Committee and the President of the University.

d. Ex-Officio Members

The Chairperson and Vice-Chairperson of the Board and the President of the University are ex officio members of all standing committees of the Board, of subcommittees of the standing committees and of ad hoc committees of the Board.

e. Meetings

Regular meetings of standing committees shall be scheduled at least three times each year, except where otherwise provided, at times to be fixed by each committee, and usually are held at the time of the full Board meeting. Each committee shall determine the dates of its regular meetings and shall notify members by mail, fax, telephone or e-mail at their last known address at least seven days in advance of the meeting. Special meetings may be called by the Chairperson of the Board, by the Vice-Chairperson, by the President of the University, or by the Chairperson of the Committee. Such meetings may be called upon by e-mail, fax, or telephonic notice when longer notice cannot be given by the Chairperson of the Committee, and may be called summarily upon announcement at a regular or special meeting of the Board.

f. Life Trustees

Life Trustees may be appointed by the Chairperson of the Board to serve on any committees of the Board except the Executive Committee unless serving as a committee chair, provided, however, that all such appointments shall be for a one-year term. Such Trustees so appointed shall have full right to discuss all matters before the committee but shall have no right to vote or make motions unless such Trustee is serving as chairperson of a committee.

g. All Standing Committees

All standing committees shall report directly to the Board of Trustees.

h. Quorums

Except for the Executive Committee and the Audit Committee, three voting members shall constitute a quorum for conducting official business of the other standing committees.

*Section 4. ORGANIZATION COMMITTEE*

a. The Organization Committee shall consist of the Vice-Chairperson of the Board, who shall be Chairperson of this Committee, at least six members of the Board, and ex officio members. The Secretary of the Board shall serve as the Secretary of the Organization Committee without vote.

b. Responsibilities

- (1) To develop and maintain a Trustee philosophy for Ohio Wesleyan and to determine the criteria for evaluating Trustee effectiveness.
- (2) To examine periodically (at least yearly) the composition and characteristics of the Board and to evaluate the effectiveness of the body and of the individual Trustees.
- (3) To work with the President of the University and the staff to generate, review and receive nominations for the various categories of Board membership and to present recommendations to the full Board.
- (4) To orient and introduce newly elected Trustees to the particular responsibilities of trusteeship at Ohio Wesleyan.
- (5) To develop a program of “continuing education” for all Trustees on the matter of changing responsibilities of an effective Trustee. Such a program may include workshops, seminars, retreats, and conferences.
- (6) To meet as soon as practical following the election of Trustees by the several constituencies in order to constitute Trustee committees for the following year.
- (7) To make nomination for the positions of all officers of the Board of Trustees.

#### *Section 5. FINANCE AND OPERATIONS COMMITTEE*

##### a. Membership

The Finance and Operations Committee shall consist of at least nine members of the Board and ex officio members. The Vice President for Finance and Administration and Treasurer or a person designated by the Vice President for Finance and Administration and Treasurer shall serve as Secretary to this Committee without vote.

##### b. Responsibilities

- (1) In conjunction with the President of the University and the Vice President for Finance and Administration and Treasurer, the Finance and Operations Committee shall prepare for presentation to the Board of Trustees a detailed budget for the University’s operation showing estimates of income, receipts and other monies that will be available from all sources for expenditure during the fiscal year and proposed expenditures classified as the Board of Trustees may direct. The Finance and Operations Committee is authorized to call upon the officers of the University and the Committees of the Board for their estimates of the amounts that should be allowed for their activities during the fiscal year covered by the budget. This estimate shall indicate (i) the amounts that will be available for capital expenditures, including and distinguishing between funds that are already encumbered by Board authorization and contracts and those that will be available for new projects, and (ii) the amount that will be available for the current operations of the University.
- (2) The Finance and Operations Committee, with the President of the University, shall have general charge of all long-range financial planning on the part of the Board.

- (3) The Finance and Operations Committee, acting with the President of the University and the Vice President for Finance and Administration and Treasurer and upon approval of the Board or the Executive Committee, shall have power to act with respect to any and all University funds.
- (4) The Finance and Operations Committee may adopt rules or give instructions for the governance of the President of the University or of the Vice President for Finance and Administration and Treasurer in matters of investing funds and acquiring or disposing of property belonging to or held for the University.
- (5) The Finance and Operations Committee shall report its actions to the next meeting of the Board of Trustees.
- (6) The Finance and Operations Committee shall establish from within its members subcommittees dealing with specific topics as the Finance and Operations Committee deems necessary. At a minimum, there shall be standing subcommittees on Endowments, Facilities, and Audit as described below.

c. Standing Subcommittees of the Finance and Operations Committee

(1) Facilities Subcommittee

The Facilities Sub-Committee shall consist of at least four members of the Board and ex officio members. The Vice President for Finance and Administration and Treasurer or a person designated by the Vice President for Finance and Administration and Treasurer shall serve as Secretary of the Facilities Sub-Committee, without vote. The Facilities Sub-Committee, with the President of the University, shall be responsible for:

- (a) Developing and revising, as necessary, a general campus plan consistent with the overall objectives of the University.
- (b) Planning and recommending to the Finance and Operations Committee specific projects necessary to implement the campus plan. Such projects would include the purchase or sale of properties, construction of new buildings and major renovations or enlargements of existing buildings and grounds.
- (c) Overseeing the execution of construction and renovation of major facilities authorized by the Board.

(2) Investments Subcommittee

The Investments Subcommittee shall consist of at least four members of the Board and ex officio members. The Board members shall always constitute the majority of committee membership. The Vice President for Finance and Administration and Treasurer or a person designated by the Vice President for Finance and Administration and Treasurer shall serve as Secretary of the Investments Subcommittee, without vote. The Investments Subcommittee shall meet at least three times per year.

- (a) The Investments Subcommittee, acting with the Vice President for Finance and Administration and Treasurer, shall have power to act so as to control, manage, purchase, sell, exchange and otherwise dispose of any and all Endowments and Annuities as defined in Article VII, Section 3.d.
- (b) The Committee shall at all times be governed by prudent business principles, shall maintain the integrity of all Endowments and Annuities and shall achieve the purposes for which they were donated. The Vice President for Finance and Administration and Treasurer shall neither invest nor dispose of any Endowments and Annuities without the concurrence of the Investments Subcommittee, which may adopt rules or give instructions for the government of the University Treasurer in such matters, with which such person shall comply.
- (c) The Investments Subcommittee shall have power to receive reports and review life income contracts and annuity bonds or contracts, written in any amount.
- (d) The Investments Subcommittee shall report to the next meeting of the Board of Trustees any and all transactions by the Sub-Committee that are not included in the Vice President for Finance and Administration and Treasurer's report for the same period.

(3) Audit Subcommittee

The Audit Subcommittee shall consist of at least four members of the Board and ex-officio members, all of whom shall be independent of management and shall have a practical knowledge of finance and accounting and be able to read and understand financial statements or be able to do so within a reasonable period of time after appointment to the Subcommittee. At least one member of this Committee shall serve concurrently on the Finance Committee. The Vice President for Finance and Administration and Treasurer or a person designated by the Vice President for Finance and Administration and Treasurer shall serve as Secretary of the Audit Subcommittee without vote.

(a) Quorum

Two voting members shall constitute a quorum for conducting official business of the Audit Subcommittee.

(b) Responsibilities

- i. The Audit Subcommittee shall cause to be made and shall report to the Board audits of the books and accounts of the University at least annually and shall cause audits to be made of any other accounts kept in the name or on behalf of the University.
- ii. The Audit Subcommittee shall engage, as necessary, independent auditors to audit and review the University's annual financial statements and any other audits or reviews as deemed appropriate and necessary. The Audit Subcommittee shall receive the reports of such independent auditors.



(c) Meetings

The Audit Subcommittee shall meet at least one time per year.

*Section 6. UNIVERSITY ADVANCEMENT COMMITTEE*

a. Membership

The University Advancement Committee shall consist of at least seven members of the Board, representatives of volunteer groups as invited by the Chair of the Committee, and ex officio members. The Vice President for University Advancement shall serve as Secretary of this Committee, without vote.

b. Responsibilities

The University Advancement Committee shall be responsible for overseeing and reviewing those areas of University activity assigned to the Vice President for University Advancement, including alumni relations and annual, capital, endowment and estate fundraising.

- (1) In matters relating to fundraising, the Committee should take an active role in the planning and execution of those programs necessary to achieve the long- and short-range financial goals of the University. The Committee should work with the Vice President for University Advancement, the Finance and Operations Committee, and other appropriate Committees in defining specific priorities and objectives for the University's fundraising program. The Committee will make recommendations with regard to those objectives to the Board of Trustees.
- (2) In matters relating to alumni relations, the Committee should assist the Alumni Office in the development and support of appropriate programs consistent with the University's strategic direction. The Committee will report periodically on these initiatives to the Board of Trustees.

*Section 7. ACADEMIC AFFAIRS COMMITTEE*

a. Membership

The Academic Affairs Committee shall consist of at least seven members of the Board and ex officio members. The Provost or a person designated by the Provost shall serve as the Secretary of the Committee, without vote.

b. Responsibilities

- (1) The Committee shall annually review and evaluate:
  - (a) The academic purposes, policies and programs of the University.
  - (b) University policies on faculty employment, promotions, tenure, salary increment, leaves of absence, and sabbatical leaves.

- (c) Academic standards and policies for admission, retention, and graduation of students.
- (2) When it shall deem it appropriate, the Committee will make recommendation to the Executive Committee or to the Board of Trustees.

*Section 8. STUDENT AFFAIRS COMMITTEE*

a. Membership

The Student Affairs Committee shall consist of at least nine members of the Board of Trustees, including at least two Graduating Class Trustees, and ex officio members. The Vice President for Student Affairs or person designated by the Vice President shall serve as the Secretary of this Committee, without vote.

b. Responsibilities

The Committee shall review and evaluate purposes, policies and programs related to student cocurricular matters.

- (1) The Committee shall study policies legislated by the Wesleyan Council on Student Affairs and when it shall deem it appropriate, the Committee will make recommendations to the Board of Trustees.

*Section 9. ENROLLMENT AND MARKETING COMMITTEE*

a. Membership

The Enrollment and Marketing Committee shall consist of at least seven members of the Board, including at least one Senior Class Trustee and ex officio members. The Vice President for University Enrollment or a person designated by the Vice President for University Enrollment will serve as secretary to the committee without vote.

b. Responsibilities

- (1) The Enrollment and Marketing Committee shall actively monitor the development of University marketing and enrollment goals and results. The committee will review University-wide promotion and positioning strategies, admission and recruitment related strategies, and financial aid strategies for the support of both new and continuing students, as it relates to the University's size, shape, and revenue goals.

## ARTICLE VII OFFICERS OF THE UNIVERSITY

### *Section 1.* THE PRESIDENT OF THE UNIVERSITY

- a. The President of the University shall be the Chief Executive Officer of the University and shall be elected by the Board of Trustees, aided by recommendations of a Search Committee described in Article X, Section 2. All Administrative officers, Faculty, and other Staff members shall be responsible to and subject to the direction of the President for the performance of their duties. The President shall be responsible only to the Board of Trustees and its Executive Committee. As President of the University, the President or a representative designated by the President shall be a member, *ex officio*, of all standing committees of the Faculty, the Board of Trustees and joint committees.
- b. The President shall perform such duties as are traditionally the responsibility of a University President and such other duties as may be delegated to that office by the Board of Trustees. These duties shall include, but not be limited to, the following:
  - (1) The President shall enforce all rules and regulations of the Board of Trustees and shall have such authority as is necessary to enforce them, including the power to relieve any officer of internal administration, faculty member, or employee from performance of such person's University's functions, pending action by the Executive Committee or Board upon appeal by the person thus relieved, or upon charges, which charges the President shall file with the Executive Committee of the Board not later than the next regular meeting.
  - (2) The President shall be responsible for providing leadership in the development of policies concerning the educational aims and purposes of the University, academic standards, curriculum, and policies concerning admission, retention, and graduation of students.
  - (3) The President shall be responsible for such administrative organization, executive offices and staff positions as will best enable the President to discharge the numerous duties of that office.
  - (4) The President shall be responsible for the preparation by the Vice President for Finance and Administration and Treasurer of the internal annual operations budget of the University, shall submit it with recommendations to the Executive Committee and shall administer the budget as approved. With the Finance Committee, the President also shall be responsible for long-range financial planning for the University.
  - (5) The President shall be the channel of official communication and recommendations between Faculty, faculty members, other officers and employees of the University and the Board of Trustees. Such communication and recommendations shall be in writing and addressed to the President, and shall be transmitted by the President, with such recommendations as the President cares to make, to the Executive Committee at its meeting next following receipt of the communication by the President.

- (6) The President shall be responsible for the preparation of written reports to the Board of Trustees and its Executive Committee on changes in administrative organization and personnel, on actions by the Faculty and on all other matters affecting the state of the University.
- (7) The President, in consultation with the Chair and Vice-Chair of the Board of Trustees, shall establish a senior leadership team of individuals assigned to lead and oversee the various administrative divisions of the university. Those leaders with the title of Vice President shall be considered Officers of the University and shall be appointed by the President after consultation with the Chair and Vice Chair of the Board of Trustees and other appropriate constituencies.

*Section 2.* CHIEF ACADEMIC OFFICER

- a. The Provost is the chief academic officer of the University. The Provost shall be the presiding officer of the Faculty except when the President chooses to preside. In the President's absence, the Provost shall perform the President's functions unless the Executive Committee of the Board of Trustees makes other arrangements for the University.
- b. The Office of the Provost shall be organized into such subordinate offices as the President and the Provost may consider necessary for the proper performance of the functions and responsibilities of that office.

*Section 3.* TREASURER

- a. The Treasurer shall punctually collect and receive all money and may receipt all money, securities and valuables, including real estate, payable or deliverable to the University or the Board of Trustees, which are designated by the Board or the donor as endowment funds or which function as endowments and which are annuity funds and life income funds, and also all undesignated money, securities and valuables, including real estate, received by the University, until their use shall be designated by the Board. Such money, securities and valuables, including real estate, are in this Code referred to as "Endowments and Annuities." The Treasurer shall be the custodian of Endowments and Annuities, shall punctually file and cause to be recorded all papers evidencing ownership that should be filed or recorded, and shall keep all deposits that are Endowments and Annuities in the University's name in such banks or trust companies as have been or may be designated by the Board of Trustees. The Treasurer is authorized to vote all shares of stock that are Endowments and Annuities.
- b. The Treasurer shall be responsible for the true and faithful application of all Endowments and Annuities and any income therefrom, in accordance with the directions of the Board and the donors of the same.
- c. The Treasurer, within the policies prescribed by the Endowments Committee, shall, among other things, oversee the management, sale, disposition, investment, and reinvestment of all Endowments and Annuities.

## ARTICLE VIII THE FACULTY

*Section 1.* The Faculty of Ohio Wesleyan University shall consist of the Professors, the Associate Professors, the Assistant Professors, the Instructors, the President, the Provost, the Vice Presidents of the University, the University Chaplain, and others officially admitted by the Faculty.

*Section 2.* It shall be the primary function of the Faculty to instruct the students in the arts and sciences, and in all branches of liberal and professional instruction, according to the highest academic standards. Under the leadership of the President and subject to review procedures provided elsewhere in the Code, the Faculty shall have primary responsibility for the following additional functions:

- a. Academic standards and policy for the admission, retention and graduation of students.
- b. Curricula necessary to achieve the educational aims of the University and periodic review of those curricula.
- c. General policy and regulations for the conduct of intercollegiate athletics and other formalized intercollegiate activities.
- d. Faculty employment, promotions, tenure, merit increases, leaves of absences, and grants-in-aid for research.

*Section 3.* The Faculty may determine its own By-Laws within the framework of the policies established by the Board of Trustees and consistent with the Charter of the University and this Code of Regulations.

### *Section 4.* OFFICERS OF THE FACULTY

- a. The Faculty shall elect a Secretary at the April meeting of the Faculty to serve for a term of two years commencing on the June first following such election. Such Secretary and the President of the University and the Provost shall be the officers of the Faculty.
- b. The Provost shall receive communications directed to the Faculty and shall issue communications from the Faculty and shall, with the aid of the Secretary of the Faculty, prepare the agenda for all Faculty meetings.
- c. The Secretary of the Faculty shall prepare and keep full and complete minutes of all Faculty meetings.

*Section 5.* The Faculty shall be organized into such academic departments and divisions as are necessary for proper administration of personnel policies and the property planning, direction, and teaching of courses. Chairpersons of such departments or divisions shall be responsible to the President or the Provost as the President may determine, and shall be appointed by the President after consultation with the members of the academic department or division immediately concerned.

### *Section 6.* STANDING COMMITTEES OF THE FACULTY

Standing committees of the Faculty shall be designated, elected and directed by the Faculty, shall have as ex officio members the President of the University and the Provost, and each shall elect its Chairperson and Vice-Chairperson from the elected members. The term of service of faculty members of such committees, their eligibility to serve on more than one committee and to be re-elected, and the method of filling vacancies shall be determined by the Faculty. Such committees shall be concerned primarily with academic philosophy and policy, not with administration. The standing committees of the Faculty shall include the Committee on University Governance, which shall consist of four members elected from the Faculty. It shall be the responsibility of the Chairperson and Vice-Chairperson of this Committee to attend meetings of the Executive Committee of the Board of Trustees, and of the whole Committee to attend meetings of the Board of Trustees, subject to the provisions of Article VI, Section 2.f. and Article III, Section 3 hereof. This Committee also shall cooperate with the administrative officers of the University in fiscal planning and budgeting of the University.

## **ARTICLE IX**

### **WESLEYAN COUNCIL ON STUDENT AFFAIRS**

- Section 1.* The membership of WCSA will include 32 students, three Faculty (selected by the Faculty), two administrators (appointed by the President of the University), and any appointed ex officio members. Voting members of WCSA will consist of the Student Body President and Vice President, WCSA Secretary, Treasurer, Class Representatives, Senior Class President, Geographical Representatives, and At-Large Representatives.
- Section 2.* It shall be the primary function of the Wesleyan Council on Student Affairs, subject to review as specified in Section 3 below, to formulate basic policies on all matters related to student life within the residential units and student activity areas, such as student clubs, organizations, government and programs. The Wesleyan Council on Student Affairs shall have primary responsibility for the maintenance of student activities and the allocation of the student activities fee. On its own initiative it may study, disseminate reports and opinion, and pass resolutions, recommendations and requests on issues that are before the University community.
- Section 3.* Policies enacted by the Wesleyan Council on Student Affairs will be subject to review by the Board of Trustees, the President of the University, the Faculty and the student body. The review procedures for each constituency shall be established by the Wesleyan Council on Student Affairs in consultation with that respective group and all review procedures must be approved by the Board of Trustees.
- Section 4.* The Wesleyan Council on Student Affairs shall determine its own Constitution and By-Laws subject to policies established from time to time by the Board of Trustees and consistent with the Charter of the University and this Code of Regulations.

## ARTICLE X JOINT COMMITTEES

### *Section 1.* JOINT TRUSTEE-FACULTY LIAISON COMMITTEE

#### a. Membership

The Committee shall be organized under the Academic Affairs Committee of the Board and shall consist of five members of the Board appointed by the Trustee Organization Committee and five members of the Faculty elected by the Faculty. The first-named Board member on the Committee shall serve as Chairperson of the Committee.

#### b. Responsibilities

The Committee shall meet informally not fewer than three times each year to consider matters of common interest.

### *Section 2.* HONORARY DEGREES COMMITTEE

#### a. Membership

The Committee shall be organized under the Academic Affairs Committee of the Board and shall consist of the President of the University (Chairperson), the Chairperson of the Board, six Trustees appointed by the Organization Committee of the Board, and six faculty members elected by the Faculty.

#### b. Quorum

Three Board members and three faculty members shall constitute a quorum for conducting official business of the Honorary Degrees Committee.

#### c. Responsibilities

- (1) To collect the names and credentials of persons who may be recommended for honorary degrees.
- (2) To evaluate the credentials of honorary degree candidates.
- (3) To recommend to the Faculty and to the Board of Trustees the names of persons to be considered for honorary degrees and to recommend the particular degree to be conferred upon them.

### *Section 3.* THE PRESIDENTIAL SEARCH COMMITTEE

#### a. Membership

The Presidential Search Committee (referred to in Article VII, Section 1.a.) shall consist of five Trustees elected by the Executive Committee of the Board of Trustees, five members elected from the Faculty, one member of the Administration appointed by the President (or by the Executive Committee of the Board of Trustees in the event of the inability of the President to



make such appointment), one member of the Board of Directors of the Alumni Association, and two students appointed by the Wesleyan Council on Student Affairs.

b. Responsibilities

- (1) To seek out persons to consider as candidates for the position of President of the University.
- (2) To collect and evaluate credentials and other pertinent information relating to candidates.
- (3) To conduct personal interviews with highly qualified candidates.
- (4) To recommend to the Board of Trustees a person for the position of President of the University.

## ARTICLE XI INDEMNIFICATION

*Section 1.* If authorized as provided by Section 3 hereof, the University shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit, or proceeding by or in the right of the University) by reason of the fact that such person is or was a Trustee, officer, or employee of the University, or is or was serving at the request of the University as a director, Trustee, officer, employee, or agent of another corporation (nonprofit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the University, and with respect to any criminal action or proceeding, such person had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding, judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which such person reasonably believed to be in or not opposed to the best interests of the University and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that the conduct was unlawful.

*Section 2* If authorized as provided by Section 3 hereof, the University shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit (including all appeals) by or in the right of the University to procure a judgment in its favor by reason of the fact that such person is or was a Trustee, officer, or employee of the University, or is or was serving at the request of the University as a director, Trustee, officer, employee, or agent of another corporation (non-profit or for profit), partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the University except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the University unless, and only to the extent that the Court of Common Pleas or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

*Section 3.* Except in a situation governed by Section 3, any indemnification under Section 1 and 2 (unless ordered by a court) shall be made by the University only as authorized in the specific case upon a determination that indemnification of the director, Trustee, officer, or employee is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who are not and were not parties to or threatened with such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a majority of such quorum of disinterested Trustees so directs, in a written opinion by independent

legal counsel (compensated by the University) other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the University or any person to be indemnified within the past five year, or (3) by the Court of Common Pleas or the court in which such action, suit or proceeding was brought.

*Section 4.* Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals) or threat thereof, may be paid by the University in advance of the final disposition of such action, suit or proceeding as authorized by the Trustees (whether a disinterested quorum exists or not), upon receipt of an undertaking by or on behalf of the Trustee, officer or employee to repay such expenses unless it shall ultimately be determined that he is entitled to be indemnified by the University.

*Section 5.* The indemnification provided by the Article XI shall not be deemed exclusive of or in any way to limit any other rights to which any person seeking indemnification may be or may become entitled as a matter of law, by the Articles, Regulations, agreements, insurance, vote of Trustees or otherwise, with respect to action in such person's official capacity and with respect to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Trustee, officer or employee and shall inure to the benefits of the heirs, executors and administrators of such a person.

*Section 6.* Section 1 through 6 of this Article XI shall apply to such agents of the University as are designated at any time by the Board of Trustees.

*Section 7.* If any part of the Article XI shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

## ARTICLE XII GENERAL REGULATIONS

*Section 1.* The ceremonies concerning degrees granted by the Board of Trustees shall be performed in connection with the annual Commencement, except that the Executive Committee of the Board may, in any case, designate different times for such ceremonies.

*Section 2.* Minutes of all meetings of the Faculty, the administrative staff, and the committees thereof, shall be kept in a durable form by a secretary designated by each group or committee, which minutes always shall be accessible to the President of the University, the Provost, or the Chairperson of the Board of Trustees. Any meeting of such group or committee may be attended at pleasure by the President of the University, the Provost or a designee of the Executive Committee of the Board of Trustees.

Meetings of such groups and committees or of any group or committee authorized to act under the Code of Regulations may be held at regular, fixed times and places to be entered into the minutes, and of these meeting no other notice need be given; of all other meetings, oral or written notice shall be given in any practicable manner determined by the Chairperson or presiding officer of such group or committee, unless otherwise provided in this Code of Regulations.

*Section 3.* All decisions or actions, either required or brought about by or on behalf of any group or committee authorized under this Code of Regulations, shall be by the decision or action of a majority of the members of such group or committee who are present at a meeting at which there is a quorum.

A quorum shall be a majority of such group or committee or any smaller number that may be authorized by this Code of Regulations, except that in the case of standing committees, of the Board of Trustees for which no provision for a quorum is made in Article VI of this Code, those persons present shall constitute a quorum. Members of any such group or committee may participate in a meeting of such group or committee by means of communications equipment, and such participation shall constitute presence at such meeting when permitted by law. Any decision or action which may be made or taken at a meeting of any such group or committee (including the Board of Trustees) may be made or taken without a meeting, in the same manner authorized by law for action by the Trustees without a meeting.

*Section 4.* When a matter requiring action by a chairperson of any group or committee authorized to act under the Code of Regulations is not reasonably done by such person, the President of the University, upon learning thereof, shall cause prompt attention to be given thereto and if need be shall cause all to be done that should be done and cause a proper record of the matter to be made in the minutes of such group or committee.

*Section 5.* No member of the teaching staff or other employed officer of the University shall engage in any full or part-time occupation or office that shall interfere with the faithful discharge of such person's duties to the University. All outside employment for compensation other than addresses and casual consultation shall be reported to and approved by the Provost of the University prior to acceptance.

*Section 6.* The Chairperson of the Board may appoint for advisory purposes, without vote, additional persons, whether or not members of the Board, who may sit with any committee or subcommittee thereof.

*Section 7.* This Code of Regulations, insofar as it is not declaratory of Charter provisions, may be altered, amended or suspended at any regularly called meeting of the Board of Trustees by a vote of two-thirds of the members of the Board then present.

# Ohio Wesleyan University

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