

# The University of Toledo Board Bylaws

O.A.C. Chapter 3364-1

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3364-101 Appointment, powers and authority

- (A) The estate, property and funds, and the government, conduct and control of the University

### 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 Trustee

(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

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

(A) Standing committee 1.368ap



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

3364-104 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 n de



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

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

### 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

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 3364-05

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 102. and 2921. 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,

- (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

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, or from



(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)



3364-108 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



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

3364-141 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



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 fa2 ( t (t)-2(t)-2 (y c)4 (gom)-2 up p(r)-1 (t4 (2 ( t (t)-4.35[s]-5 o (he)-6 ( )2 (T)1 (H)-94 boacll bei tty ofhall be 4-1 -rt4 (s)-1 (pe) (r)3 (vi)-2 (e)4 ( ope)d (o t)-2



- (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.

UTC&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

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,

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, 2012



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:

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,