POLICIES AND PROCEDURES OF THE BOARD OF TRUSTEES

Preface

The name of Lima Technical College was officially changed to James A. Rhodes State College on June 24, 2002. The following Policies represent the history and work of the Lima Technical College Board and the Rhodes State College Board of Trustees. They also mark another significant step forward in the continued growth and development of the College.

The Trustees' By-Laws which prescribed the organizational and operational structure of the Board had not been systematically reviewed since they were adopted by the first Board of Trustees in 1971. In the Fall of 1995, under the leadership of chairwoman Mary Alice Dicke, the Board undertook the task of reviewing the By-Laws both operationally and, more importantly, conceptually. There was a consensus among the trustees that as the College approached the myriad challenges of a new millennium, visionary leadership was essential to assure the continued success of the College in fulfilling its mission.

Using John Carver's and Miriam Mayhew's, *A New Vision of Board Leadership: Governing the Community College* as a reference starting point, the Board embarked upon the two-year long endeavor to redefine itself and its relationship to the College.

The Principles of Policy Governance outlined by Carver and Mayhew were critically reviewed and discussed at regular and special board meetings. Although the ten principles were never officially adopted by the Board as a governance model, they had a definite influence on the direction which the Board took in formulating the following policies.

Individual Board members and at times committees of the Board labored for more than a year in fashioning a new set of Board Policies to replace the By-Laws. Throughout the process, the Board received encouragement, support, and technical assistance from the College's President James J. Countryman and members of his staff. After numerous meetings and several iterations, the Board voted on April 15, 1997 to replace the existing set of By-Laws with the following set of Board Policies. In addition to Mrs. Dicke, members of the Board of Trustees who participated in the deliberations and upon whose efforts and contributions the success of the task was dependent include: Dr. Kenneth Clemens, Dr. Wilfred Ellis, Mr. Lauchlin Hines, Dr. Thomas Leech, Mr. Jerry Pitts, J.D., Mr. Richard Rapp, Mr. William Timmermeister, Ms. Kathleen Vuchetich, and Mr. Richard Ward.

As a harbinger of the optimism attending the dawn of a new millennium, these policies reflect an enlightened approach to board governance, an approach based on trust, empowerment, cooperation, delegation, and ends determination. In short, they are a vision into the future of board College relationships.

Policy Maintenance and Revision History

The Policies and Procedures of the Board of Trustees are maintained in their current approved form and stored in PDF format. Historical documentation of policy revisions and prior Board actions is preserved in the **Board of Trustees Archived Policy Revision Records**.

Classification of Policy Revisions

For purposes of documenting the history of Board Policies and Procedures, revisions are classified into three categories: **Substantive, Editorial, and Historical**.

- **Substantive** revisions reflect changes to policy content, intent, authority, or requirements.
- **Editorial** revisions include modifications to terminology, grammar, punctuation, sentence structure, or formatting that improve clarity and consistency without changing the policy's intent.
- **Historical** entries document prior policy reviews and actions based on documentation of both policy revisions and prior Board action records and/or relevant supporting documentation.

These classifications are reflected in the **Policy Revision History** accompanying each policy.

SECTION 1

ENDS

1.1 BOARD MISSION

1.2 BOARD GOALS

1.3 COLLEGE VISION, MISSION, & CORE VALUES

CATEGORY: ENDS

POLICY: BOARD MISSION POLICY NO. 1.1

Adopted: May 18, 2021

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Substantive – Board leadership and governance aligned with Core Values

The Board of Trustees will exercise its statutory authority to assure that James A. Rhodes State College fulfills its mission by serving as the area's primary provider of regionally responsive and globally current technical training, education, and consulting. Furthermore, the Board will provide visionary leadership and governance in maintaining the Core Values of Equity, Quality, Integrity, Innovation, Passion, and Compassion.

CATEGORY: ENDS

POLICY: BOARD GOALS POLICY NO. 1.2

Adopted: April 15, 1997

Policy Revision History

Date	Nature of Revision

As the governing authority of James A. Rhodes State College, the Board of Trustees has established the following goals:

1. To demonstrate a spirit of collaboration and mutual purpose in advancing the mission of the College.

2. To serve as a unified and harmonious voice in promoting the College's purpose and vision to area residents.

3. To serve as an informed and responsible representative of the people's interests.

4. To successfully conduct its business in accordance with the Board's Annual Calendar.

CATEGORY: ENDS

POLICY: COLLEGE VISION, MISSION & CORE VALUES POLICY NO. 1.3

Adopted: May 18, 2021

Policy Revision History

Date	Nature of Revision
September 21, 2010	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Substantive – Updated Vision and Core Values

VISION STATEMENT: Rhodes State College aspires to be the College of choice where students have an equitable opportunity to achieve their career and educational goals. Our people will be the source of innovation, and Nature of Revision for the enriched value added to our students, communities, and partners

Rhodes State's Vision Statement creates a sense of direction and opportunity for the College, articulating our desired future. Our Vision pushes us to move beyond our current practice.

MISSION STATEMENT: Rhodes State College changes lives, builds futures and improves communities through life-long learning.

The Mission Statement is designed to describe what we should actually achieve. The defined criteria for effective mission achievement are clarified in the College's Extended Statement of Institutional Purpose (ESIP) and are depicted on the Pillars for Institutional Effectiveness. The effectiveness of each mission criteria is measured through key performance indicators.

CORE VALUES:

- **Equity** – Committing to programs, services, policies and practices which support the successful entry and participation of diverse populations of students, faculty, and staff.
- **Quality** – Providing excellence in programs and services that exceeds expectations.
- **Integrity** – Acting in an honest, responsible, and ethical manner; the foundation for trust.
- **Innovation –** Responding with agility, urgency, and design, bringing value to our internal and external communities.
- **Passion** – Expressing an enthusiastic and caring "fire" that brings meaning to our work and makes a positive difference in the lives of others.
- **Compassion** – Helping students and each other manage hardship by invoking a positive action; contributing to resiliency and well-being.

Our core values are the underlying principles and basis for our plans, policies and actions. We hold ourselves accountable for adhering to these core values as we seek to fulfill the mission of Rhodes State College and move toward our Vision.

SECTION 2

GOVERNANCE PROCESS

2.1 BOARD JOB DESCRIPTION

2.2 BOARD GOVERNING STYLE

2.3 BOARD CODE OF CONDUCT

2.4 BOARD OPERATING STRUCTURE

2.5 BOARD ANNUAL CALENDAR

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CATEGORY: GOVERNANCE PROCESS

POLICY: BOARD JOB DESCRIPTION POLICY NO. 2.1

Adopted: May 18, 2021

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
September 21, 2010	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Substantive - Established three-year policy review cycle (Para. 1, #3); authorized monthly employee appointments as needed (Para. 2, #1.a); expanded degree offerings to include AA and AS degrees (Para. 2, #5)

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The Board of Trustees is the custodian of the public trust and as such is responsible to the community for assuring that the College anticipates the needs of the future and translates those needs into meaningful educational and training programs. In discharging its fiduciary responsibility to the people, the Board of Trustees will:

1. Represent the public and serve as a link between the College and the people;

2. Work cooperatively and responsibly with College administration, faculty, and staff;

3. Review and revise, during the College's three-year planning cycle, Board rules and/or policies in the areas of Outcomes, Executive Limitations, Board and President Relations, and Governance of the Board;

4. Monitor and evaluate presidential performance;

5. Influence state and federal legislation related to the achievement of the College's mission and outcomes;

6. Work closely with the James A. Rhodes State College Foundation;

7. Preserve, enhance, and promote the positive image of the College;

8. Respond appropriately to all legal issues;

9. Operate in accordance with all state and federal statutes and regulations.

As specifically provided by the Ohio Revised Code 3357.09 et. seq., the Board of Trustees shall perform the following duties:

1. Upon the recommendation of the President, take action upon the following personnel matters:

   a. Appointments of all regular faculty, administrative, professional, technical and support staff, as needed, on a monthly basis;

   b. Appointments of all special faculty and part-time employees;

   c. Salaries for all personnel

2. Employ the President and establish his/her salary and terms of contract.

3. Take action on financial matters as specified in the policies: *Asset Protection*, *Financial Planning*, and *Financial Condition*.

4. Take action on the adoption of new one-year certificate and associate degree programs and the discontinuation of existing one-year certificate and associate degree programs.

5. Grant appropriate associate degrees or certificates to students successfully completing college programs; Associate of Arts and Associate of Science Transfer degrees; and appropriate applied bachelor's degrees to students successfully completing applied bachelor's degree programs.

6. Take action on policies for the effective operation of the College, including rules and regulations for the utilization of buildings and grounds by other public agencies, and exercise such powers as are necessary for the efficient management of the College.

CATEGORY: GOVERNANCE PROCESS

POLICY: BOARD GOVERNING STYLE POLICY NO. 2.2

Adopted: May 18, 2021

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
September 21, 2010	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Editorial – Para. 2

Statutory authority for the governance of James A. Rhodes State College is vested in the Board of Trustees per **ORC 3357 et. seq**. The Board, however, delegates significant authority and responsibility for administering and managing the technical College to the President.

The Board's governing style will emphasize informed participation by its members and will encourage a diversity of views in developing and approving College and Board policies. The Board will be guided in its governance of the College by strategic leadership and an outward vision rather than involvement with internal operations. In its relationship with the College, the Board will recognize and respect the clear distinction between Board and staff roles. Finally, notwithstanding individual member's views and opinions, the Board will speak and act officially as one.

More specifically, the Board will:

1. Act in a manner indicative of the civic responsibility inherent in the office of trustee and be accountable to the public for the competent, conscientious, and effective discharge of its duties;

2. Establish and enforce a level of conduct essential to excellence in governance. Specific expectations will be set for Board members in the areas of attendance, adherence to ethical practices, principles of policy-making, understanding of and respect for the distinction in roles between the Board and college staff; and acting officially as a Board;

3. Maintain currency in global and local trends and issues;

4. Govern and inspire the organization to develop written policies encompassing the broadest organizational values and perspectives;

5. Monitor and regularly discuss the Board's own processes and performance, and ensure the continuity of competent governance through orientation, education, and development, which includes:

    a. The Board, not the staff, will be responsible for Board performance;

b. Self-monitoring will include at least an annual, documented evaluation of activity and performance vis-à-vis its Governance Process and Board-Staff Relationship policies;

c. Continuous development will include an orientation program for new members, attendance at state and national meetings of trustee organizations, and periodic Board discussions of process improvement;

d. The reassurance that permits the methods, skills, and supports are in place and are sufficient to ensure governing with excellence; and

e. Orientation and training for new and existing Board members to maintain and increase skills and understandings.

6. Require presidential accountability.

CATEGORY: GOVERNANCE PROCESS

POLICY: BOARD CODE OF CONDUCT POLICY NO. 2.3

Adopted: May 18, 2021

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
September 21, 2010	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Editorial - Clarified provisions (A.4.a–c); unified Board authority (#5); meeting attendance notification (#10)

Members of the Board of Trustees are expected to display the highest level of ethical and professional conduct in their official capacity as Board members. This commitment to ethical and professional conduct extends to the recognition of the proper use of Board authority and of the need for appropriate decorum during Board meetings or when acting in the official capacity of a Board member. The members of the Board of Trustees must comply with **Ohio Ethics Laws ORC 102** and **ORC 129.21**

In addition, the Board has adopted the following standards of conduct to be observed by all members:

1. As representatives of the people of the Lima area, members of the Board must serve the people's interest free from any conflict of interest.

2. A member's obligations and responsibilities to his/her position on the Board must supersede any other special or self-serving interest or interest in any organization or agency for which he/she is an advocate or representative.

3. Board members must avoid any conflict of interest or appearance of conflict of interest with respect to their fiduciary responsibility. Board members shall conduct themselves at all times in compliance with Ohio Revised Code Sections 102.03, governing restrictions on public officials, and 2921.42, governing unlawful interests in public contracts.

    a. There shall be no self-dealing or conduct of private business or personal services between any Board member and the College. Conduct of private business or personal services between any Board member and any public agency other than the College shall be in compliance with Ohio Revised Code Section 102.04.

    b. Board members shall file the financial disclosure statements required by the Ohio Ethics Commission in a timely manner each year. Board members are required to attend bi-annually ethics training sessions.

4. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board Policies.

    a. An individual Board member's interaction with the President or staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above in Board policies.

    b. An individual Board member's interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any Board members to speak for the Board.

    c. An individual Board member will express no judgments on the President's or staff performance.

5. The Board of Trustees will always speak officially as one voice.

6. Board members will not permit themselves to be used to circumvent established lines of authority or interfere in the normal procedures for the processing of complaints or grievances.

7. Board members will not violate confidentiality including discussions which occur at legally held closed meetings.

8. Although the Board expects its members to represent diverse opinions and viewpoints and encourages them to express their ideas and thoughts at Board meetings, individual opinions shall not be presented to the public as official Board positions, policies, or actions.

9. Board members are required to be punctual and prepared for all meetings, and they are expected to participate productively in Board discussions.

10. Board members are required to attend regular and special meetings of the Board. Board members are required to attend three-fifths of all regular and special meetings, as required by **ORC 3.17(A)**. Board members absent for scheduled meetings shall provide notice of their ability to attend the meeting for purposes of maintaining a quorum.

11. Board members shall refrain from making public statements about presidential or staff performance.

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CATEGORY: GOVERNANCE PROCESS

POLICY: BOARD OPERATING STRUCTURE POLICY NO. 2.4

Adopted: December 19, 2023

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
September 21, 2010	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Editorial - Conflict of Interest (B.1c); Standing Committees (B.8a)
September 21, 2021	Substantive - Added electronic attendance provision (A.6a–d**; ORC 3345.82**)
December 19, 2023	Substantive - Revised trustee appointments (B.2b) and Executive Committee (B.8a) to align with **ORC 3357.05**

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A. Meetings of the Board of Trustees

1. Scheduling and Calling of Meetings

   a. The Board Chair shall schedule and call all regular and special meetings of the Board of Trustees.

   b. Individuals may ascertain the time and place of all regular meetings of the Board and the time, place, and purpose of all special meetings of the Board by either;

      i. Writing to the following address: Rhodes State College, 4240 Campus Drive, Lima OH 45806, c/o President's Office, or

      ii. Telephoning the following number during normal Business hours: (419) 995-8200.

2. Public Notice and Record of Meetings

   a. The secretary of the Board of Trustees shall see that notice is given of the date, time, and place of all regular and special meetings in accordance with **ORC 121.22** and any other rules adopted by the Board of Trustees.

   b. The minutes of any meeting of the Board of Trustees shall be approved at the ensuing meeting. All minutes, whether approved or approved with corrections shall be signed by the Board Chair, imprinted with the College seal, filed promptly, and made open to public inspection.

   c. The Board shall provide any person, including the news media, upon request and payment of cost, reasonable advance notice of all meetings.

d. Any representative of the news media may obtain notice of all regular and special meetings of the Board of Trustees by requesting in writing that such notice be provided. Such notice will only be given, however, to one representative of any particular publication or radio or television stations.

e. The President's Office shall notify media representatives advance notice of all regular and special meetings of the Board of Trustees.

f. The minutes of regular or special meetings of the Board of Trustees of Rhodes State College shall be recorded and open to public inspection after adoption by the Board of Trustees. The minutes of executive sessions need only reflect the general subject matter of discussion.

3. Organization of Meetings

a. At each regular and special meeting of the Board, the Board Chair, or in the absence of the Board Chair, the Board Vice Chair, or in the absence of both, a Board Chair chosen by the majority of the Board present shall preside.

c. A majority of the Board shall constitute a quorum for any regular or special meeting, and the action of the majority of the trustees present at any such meeting at which a quorum is present shall represent the action of the entire Board of Trustees.

If, during the course of a regular or special meeting, a quorum ceases to exist, a majority of the members still present may adjourn the meeting until a quorum is present.

c. The order of business at any regular or special meeting of the Board of Trustees shall follow the agenda provided to each member of the Board prior to the meeting.

The agenda shall be set by the Board Chair after consulting with the President and any Board member or other individual(s) who may wish to have an item of business placed on the agenda. The agenda for regular meetings shall normally consist of the following:

- Date, Time, and Location
- Call to Order
- Roll Call
- Approval of Minutes
- Financial Reports
- Institutional Report(s)
- Board Committee Report(s)
- Additional Items
- President's Report & Board Education
- Time and Place of Next Meeting
- Adjournment

Changes to the agenda and the order of business of a meeting may be made upon approval by a majority of the quorum present at that meeting.

d. Board of Trustees Rules of Order

- **Main Ideas:**
  1. Everyone has the right to speak on the item within the agenda. Everyone has the right to know what is going on at all times.
  2. Only urgent matters may interrupt a speaker.
  3. The (trustees) discuss only one thing at a time.

- **How to do things:**
  1. **You want to bring up a new idea before the group.**
     After recognition by the Board Chair, present your motion. A second is required for the motion to go to the floor for debate, or consideration.

  2. **You want a motion just introduced by another person to be killed.**
     With recognition from the (Board Chair) simply state "I object to the consideration." This motion requires a second. The maker of the motion must offer an explanation in brief. Good counsel between parties (maker and objector) to reach an amicable conclusion. If necessary, a vote may be required to resolve the matter.

  3. **You want to change some of the wording in a motion under debate.**
     After recognition by the Board Chair, move to amend by:
     a. Adding words,
     b. Striking words, or
     c. Striking and inserting words.
     d. This should be in agreement with the maker of the motion.

  4. **You like the idea of a motion under debate, but you need to reword it beyond simple word changes.**
     Move to substitute your motion for the original motion. If it is seconded, debate will continue on both motions and eventually the body will vote on which motion they prefer.

  5. **You want more study and/or investigation given to the idea under debate.**
     Move to refer to a committee. Try to be specific as to the charge to the committee.

6. **You want more time personally to study the proposal under debate.**
   Move to postpone to a definite time or date.

7. **You are tired of the current debate.**
   Move to limit debate to a set period of time or to a set number of speakers.

8. **You want to take a short break.**
   Move to recess for a set period of time.

9. **You want to end the meeting**
   Move to adjourn**.**

e. A resolution, rule, or formal action of any kind by the Board of Trustees is valid only when adopted in a regular or special meeting of the Board of Trustees. A resolution, rule, or formal action adopted in an open meeting of the Board of Trustees that results from deliberations in meetings of the Board of Trustees not open to the public is invalid unless deliberations were for the purpose specifically authorized as stated and were conducted at an executive session of the Board of Trustees held in compliance with these regulations.

4. Business to be Considered at Meetings

The Board Chair in consultation with the President shall set the final agenda.

a. Any proposed agenda item offered by a member of the Board shall be presented to the other Board members through the secretary at least one week prior to the meeting at which the action is to be considered by the Board.

b. Any proposed agenda item offered by the President shall be presented to all Board members through the secretary at least one week prior to the meeting at which the action is to be considered by the Board.

c. The President, however, shall have the authority to make interim personnel appointments which are necessary to the successful operation of the College, in which case the Board may act on such personnel action(s) without regard to the notification requirement referenced above.

5. Meetings of the Board of Trustees

The Board of Trustees may convene for specific types of meetings:

a. Regular meetings will be convened by the Board Chair at a time and place established by the Board of Trustees during its annual organization meeting. During the regular meetings, the Board may consider action on items duly presented before the Board.
b. Special meetings may be convened by the Board Chair or designee to consider

action on specific items for which the meeting was called. A notice of the meeting, including a list of items to be considered, shall be conveyed to the members of the Board at least three days in advance of the meeting.

c. Special emergency meetings may be convened by the Board Chair or designee to consider action on specific items for which the meeting was called. Items to be considered must be of an emergency nature. A notice of the meeting, including a list of items to be considered, shall be conveyed to the members of the Board as far in advance of the meeting as practicable.

d. The Board of Trustees may hold an executive session only at a regular or special meeting, in accordance with **Section 121.22 of the Ohio Revised Code**, for the sole purpose of any of the following.

i. To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official;

ii. To consider the purchase of property for public purposes;

iii. To consider the sale of real or personal property by competitive bid if disclosure of the information would result in a competitive advantage to the person whose personal, private interest is averse to the general public interest;

iv. To discuss a pending or imminent court action with the College's attorney;

v. To prepare for, conduct, or review a collective bargaining strategy;

vi. To discuss matters to be kept confidential by federal law, federal rules, or state statues; or

vii. To discuss details of security arrangements and emergency response protocols where disclosure could be expected to jeopardize the security of the College.

6. Electronic Attendance

a. Definitions:

i. Electronic Communication: Live, audio-enabled communication that permits the trustees attending a meeting, the trustees present in person at the place where the meeting is conducted, and all members of the public present in person at the place where the meeting is conducted to simultaneously communicate with each other during the meeting.

b. Pursuant to **O.R.C. 3345.82**, the Board of Trustees can conduct a meeting defined under Policy No. 2.4 ("meeting") using electronic communication so long as the following criteria in sections (c) and (d) below are met:

c. Board Members Responsibility:

i. Each Board member must be present annually for one-half of the regular meetings of the Board.

ii. If a Board member intends to attend a Board meeting through electronic communication, the Board member must notify the Board Chair no less than 48 hours before the meeting. In the event of an emergency, the Board member must notify the Board Chair as soon as practical. If the Board Chair intends to attend electronically, the Chair shall notify the Board Vice Chair.

d. Meeting Attendance and Conduct:

i. During a meeting conducted by electronic communication, 1/3 of the Board members must be present in-person. If the Board Chair determines within 48 hours of a scheduled meeting this criterion will not be met, they shall either:

a) Work with Board members previously intending to attend by electronic means to attend in-person to meet the 1/3 requirement.

b) Reschedule the meeting.

ii. During a meeting conducted by electronic communication, votes of the Board are conducted using a roll call.

iii. The Board will follow all other established procedures during a meeting conducted by electronic communications.

B. Officers of the Board of Trustees

1. Members

a. There shall be seven trustees.

b. Non-compensation. No member of the Board acting in his/her capacity as a trustee shall receive compensation for services rendered. Expenses incurred by Board members involved in approved business or meetings of the Board, may be paid from College resources, in accordance with rules and procedures adopted by the Board.

c. Conflict of interest. Each member of the Board shall have a duty to reveal to

the Board any interest, whether economic or otherwise, that he/she has in a matter that comes before the Board. Members who have such an interest shall not participate in discussion of the matter and abstain from voting, and shall not be counted for purposes of determining a quorum. The Board Chair may ask a Board member with any interest to leave during consideration of the matter being discussed.

2. Composition

The Board of Trustees shall consist of the following:

a. Gubernatorial Appointees. Two (2) Trustees shall be appointed by the Governor with the advice and consent of the Senate.

b. Local Appointees. Pursuant to **ORC 3357.05**, effective October 3, 2023, five (5) Trustees shall be appointed by a Trustee Selection Committee with the advice and consent of the senate.

3. Election, Term of Office, Qualifications

a. The respective elections will take place at the first meeting of the Board following the close of the academic year. The officers of the Board shall take office at the regular September meeting following their election or, in the event there is no regular September meeting, at the first regular or special meeting thereafter.

b. Officers are elected by existing members of the Board in a manner supported by the majority.

c. The officers of the Board shall hold their offices until the beginning of the regular September meeting two years later or until their successors assume office.

d. The Board Chair and Vice Board Chair must be members of the Board of Trustees. The Board shall determine the qualifications of all other officers, except that the treasurer shall not be a member of the Board.

4. Vacancies

If, for any Nature of Revision, a vacancy occurs in the office of the Chair during his/her term of office, the Vice Chair shall succeed to the office of chair immediately and shall have all powers and perform all duties of the office during the period of vacancy. If there is a continuing vacancy of the position of Vice Chair, the Board shall elect a successor at the next regular meeting of the Board following the declaration of such vacancy by the Chair.

5. Date of Appointment and Expiration

Based upon the date of original appointments, new appointments become effective

on the date indicated by the appointing authority. Likewise, terms expire on the date if so indicated by the appointing authority. Any trustee shall continue subsequent to the expiration date of his/her term until his/her successor takes office, or until a period of sixty days has elapsed, whichever occurs first.

6. Oath of Office

Each member of the Board of Trustees, before entering upon his/her official duties, shall take and subscribe to an Oath that s/he will honestly, faithfully, and impartially perform the duties of his/her office.

7. Number of Officers

The officers of the Board of trustees shall be the Board Chair, Vice Board Chair, and secretary. Any member of the Board may serve as an officer(s) of the Board, except no member of the Board of Trustees may serve as treasurer in accordance with **ORC 3357.10**. One individual, other than a Board member, may serve as treasurer and secretary of the Board, however.

8. Committees

The Chair shall appoint executive, standing and ad hoc committees as necessary and as the Chair deems advisable. Executive and Standing committees will be appointed annually through a motion by the Board Chair and approval by a majority of the Board. Ad hoc committees will be appointed to address more specific, short term issues and their charters will expire at the conclusion of their charges.

a. Executive Committee:

i. Pursuant to **ORC 3357.05**, effective October 3, 2023, the Executive Committee of a technical college's board of trustees has special responsibilities and authorities. As such, the Executive Committee of Rhodes State College shall appoint the members of the Trustee Selection Committee.

ii. Such a committee will be comprised of three (3) members, all of whom shall be voting members. The Executive Committee shall be composed of the Board of Trustees Chair (who shall also be the chair of the Executive Committee), Vice Chair, and immediate past Chair (or the immediate past Vice Chair, if the past Board Chair is no longer serving).

iii. Such a committee will meet as needed to review non-gubernatorial trustee appointments needing filled over the next year and schedule an Executive Session with the full board to nominate individuals to be considered by the Trustee Selection Committee.

b. Standing Committees: (Financial/Audit, Nominating)

i. A standing committee is one charged with a broad mandate for on-going oversight over a defined area related to the college.

ii. Each such committee will be comprised of not less than two (2) Trustees. At the discretion of the Board Chair, individuals other than a member of the Board may serve in a non-voting advising capacity.

iii. Such a committee will meet not less than twice per calendar year or at the call of the committee Chair. A committee Chair will report on the committee's deliberations to full Board of Trustees at its first regular meeting subsequent to a committee meeting.

iv. Such a committee will make policy recommendations to the full Board of Trustees consistent with its charge and suggestions to the Administration for corresponding procedures.

c. Ad Hoc Committees:

i. An ad hoc committee is one created to address a specific, short-term and non-recurring issue related to the College.

ii. Each such committee will be comprised of not less than two (2) Trustees. At the discretion of the Board Chair, individuals other than a member of the Board may serve in a non-voting advising capacity.

iii. Such a committee will meet at the call of the committee Chair. A committee Chair will report on the committee's deliberations to the full Board of Trustees at its first regular meeting subsequent to a committee meeting.

iv. Such a committee will make policy recommendations to the full Board of Trustees consistent with its charge and suggestions to the Administration for corresponding procedures.

9. Nominating Committee

The Board Chair will select a Nominating Committee for election of officers.

a. The Nominating Committee will be composed of two Board members and the President of the College.

b. The Nominating Committee will be selected no later than the first regular meeting of the Board of Trustees following the close of the academic year.

10. Terms and Responsibilities of Board Officers

a. Officers will be elected bi-annually. The Board Chair and Vice Chair will serve

no more than three consecutive terms in each position.

b. The Board Chair or designee serves and is active on the Foundation Board.

11. Additional Officers

In addition to the officers noted in B.1. above, the Board of Trustees may designate such officers as the Board may deem necessary. The Board shall determine the qualifications of these officers, and these officers shall have such authority and perform such duties as may from time to time be delegated to them by the Board.

12. Removal of Officers

Any officer may be removed at any time for malfeasance or non-feasance by a resolution adopted by the majority of the Board of Trustees at any meeting of the Board, the notice of which specifically noted that such removal action was to be considered.

13. Board Chair

a. The primary responsibility of the Board Chair is to preserve the integrity of the Boards policies and process. Except on rare and authorized occasions, the Board Chair shall represent the Board to all external entities and shall be the only Board member to speak officially for the Board, and when so doing shall speak as the voice of the majority of the Board.

b. The Board Chair shall preside at all regular and special meetings of the Board; shall sign the minutes of all the proceedings of the Board; shall appoint the members of all committees of the Board; and shall perform the duties which customarily and/or necessarily pertain to the office or which from time to time may be assigned by the Board.

c. The Board Chair shall maintain the integrity of the Board's process and represent the Board to outside parties; shall ensure that discussion at Board meetings is limited to those issues which, according to Board policy, belong to the Board to decide; and shall strive to achieve consensus among members on Board decisions by stimulating a thorough discussion of the issues.

d. The Board Chair is authorized to use any reasonable interpretation of the provisions in Governance Process and Board-President relationship policies in carrying out his/her role.

e. The Board Chair shall have no authority to act independently of or contrary to Board policies or approved Board actions.

f. Unless specifically provided to the contrary upon the approval the Board, the Board Chair may delegate any duties of the Board Chair to another member of the Board.

14. Vice Chair

    a. At the request of, or in the absence or disability of the Board Chair, the Vice Chair shall perform the duties of the Board Chair, and while so acting, shall be vested with the powers and authority of, and be subject to the restrictions and responsibilities placed upon, the Board Chair.

    b. The Vice Chair will perform other duties as the Board may assign.

15. Secretary (Duties maintained by Recording Secretary)

    a. The secretary shall be the custodian of and be responsible for the official records and documents of the Board and the official seal of the College.

    b. See that all notices of regular and special meetings of the Board are given in accordance with **A.2**. of this policy and with **ORC 121.22**.

    c. See that the minutes of all regular and special Board meetings and meetings of committees of the Board are kept and, upon approval by the Board, make them available for public inspection.

    d. See that the review of the minutes of all regular and special meetings of the Board is presented to the Board Chair within one week following the meeting.

    e. See that the actions of the Board are authenticated by affixing an imprint of the official College seal to records of the Board.

16. Treasurer

    a. The treasurer of the College shall be the *ex officio* treasurer of the Board.

    b. The treasurer of the College shall perform the duties of his/her office as prescribed in **ORC 3357.10**.

    c. The treasurer of the College shall present to the Board, whenever it shall require, an account of the financial condition of the College and all financial transactions, and as soon as possible after the close of each fiscal year, make and submit to the Board a like report for such fiscal year.

    d. The treasurer of the College shall perform such other duties as from time to time the Board may assign.

CATEGORY: GOVERNANCE PROCESS

POLICY: BOARD ANNUAL CALENDAR POLICY NO. 2.5

Adopted: February 15, 2022

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
September 21, 2010	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Revised monthly agenda timelines (Aug. 3.c,d,f; Oct. 3; Nov. 3; Feb. 4; May 5; Other 2)
February 15, 2022	Aligned annual calendar with Spring Enrollment census date reporting

The Board shall schedule regular monthly meetings from August through May. Meetings in June and July and any other special meetings of the Board may be called by the Board Chair.

To assure that all required business is completed annually, the Board shall follow the monthly schedule provided below. The schedule is intended to serve as a non-binding guide and may be revised or modified at the discretion of the Board. Institutional Planning updates should be an agenda item for each official meeting.

August Joint Meeting with Foundation Board

1. Confirm the date for President's Evaluation (to occur within 12 months from President's date of employment)
2. Approve personnel actions
3. Review *Statement of Financial Condition*
4. Create committees and appoint representatives to the following:
    a. Executive Committee (three Board Members to include the Board Chair, Vice Chair, and immediate past Board Chair (or the immediate past Vice Chair, if the past Board Chair is no longer serving)
    b. Finance/Audit Committee (two Board Members, President, Treasurer)
    c. OACC representative (representative, one alternate)
    d. Nominating Committee (two Board Members, President)
5. President's Report & Faculty/Staff presentation
6. Election of Officers

September

1. Approve personnel actions

2. Review *Statement of Financial Condition*
3. President's Report & Faculty/Staff presentation

October

1. Approve personnel actions
2. Review *Statement of Financial Condition*
3. Receive Fall Semester enrollment report
4. Approve retroactive salary increases (if necessary)
5. President's Report & Faculty/Staff presentation

November

1. Approve personnel actions
2. Review *Statement of Financial Condition*
3. Review financial statements from previous fiscal year
4. Approve purchase of institutional insurance
5. President's Report & Faculty/Staff presentation

December

1. Approve personnel actions
2. Review *Statement of Financial Condition*
3. President's Report & Faculty/Staff presentation

January

1. Approve personnel actions
2. Review *Statement of Condition*
3. President's Report & Faculty/Staff presentation

February

1. Approve personnel actions
2. Review *Statement of Condition*
3. Receive Spring Semester Enrollment Report
4. President's Report & Faculty/Staff presentation

March

1. Approve personnel actions
2. Review *Statement of Condition*
3. President's Report & Faculty/Staff presentation
4. Approve tuition and fees

April

1. Approve personnel actions
2. Review *Statement of Condition*
3. Review presidential goals and objectives for the next fiscal year
4. Approve audit report
5. President's Report & Faculty/Staff presentation
6. Approve tuition and fee**s** (if not approved in March)

May

1. Nominating Committee Selected by the Board Chair for Election of Officers
2. Approve personnel actions
3. Review *Statement of Condition*
4. Approve awarding of degrees and certificates
5. Acknowledge faculty promotions [information only]
6. Approve budget of spending authority
7. Discuss Board Calendar for the next fiscal year
8. President's Report & Faculty/Staff presentation

June and July

No Regular Meetings Scheduled (Special Meetings May Be Called)

Other Business to be considered as needed

1. Approve purchases over $50,000
2. Approve tuition and fees

SECTION 3

BOARD-PRESIDENT RELATIONSHIP

3.1 PRESIDENTIAL JOB DESCRIPTION

3.2 PRESIDENTIAL AUTHORITY

3.3 PRESIDENTIAL CODE OF CONDUCT

3.4 MONITORING PRESIDENTIAL PERFORMANCE

CATEGORY: BOARD-PRESIDENT RELATIONSHIP

POLICY: PRESIDENTIAL JOB DESCRIPTION POLICY NO. 3.1

Adopted: April 15, 1997

Policy Revision History

Date	Nature of Revision
May15, 2007	Historical – Board of Trustees Archived Policy Revision Records

The President is the chief executive officer of the College, subject to the control of the Board of Trustees. The President is the Board's single official link with the operating organization. The President's performance will be considered synonymous with the organizational performance of the institution as a whole.

The President's job contributions can be stated as performance in two areas:

1. Organizational accomplishment of the Board's policies on mission, goals, and strategic plan; and

2. Organizational operation within the boundaries of law and policies of the Board of Trustees.

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CATEGORY: BOARD-PRESIDENT RELATIONSHIP

POLICY: AUTHORITY ON THE PRESIDENT POLICY NO. 3.2

Adopted: April 15, 1997

Policy Revision History:

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records

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The authority of the President is derived directly and exclusively from the Board of Trustees. Any Board authority delegated to the staff by the President shall be considered the authority of the President and he/she shall be held accountable thereto. In discharging his/her duties and responsibilities, the President shall adhere to all policies and by-laws of the Board, except in cases where the Board, acting in the best interest of the College, approves a waiver of a specific policy or by-law.

The following provisions further delineate the terms of Presidential authority:

1. The Board shall establish specific goals for the President to achieve, but it may limit the extent of authority the President may exercise in achieving those goals.

2. Although the Board may change its by-laws and policies which may alter the authority of the President, the Board shall respect and support the actions of the President in achieving his/her goals while he/she acts under the prevailing authority of his/her office.

3. Only official actions of the Board are binding upon the President, and therefore:

    a. Decisions or instructions of individual board members, officers, or committees are not binding on the President except in cases where the Board has officially approved such exercise of authority; and

    b. The President may deny to any Board member(s), acting independently of the Board, requests for information or assistance which, in his/her opinion, would be disruptive or require an inordinate amount of staff time and/or funds.

CATEGORY: BOARD-PRESIDENT RELATIONSHIP

POLICY: PRESIDENTIAL CODE OF CONDUCT POLICY NO. 3.3

Adopted: ~~May 15, 2007~~ April

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records

As chief executive officer of the College, the President shall:

1. Comply with the Ohio Ethics Laws 102 and 129.21;

2. Exhibit professional conduct and avoid discrediting or embarrassing the College.

CATEGORY: BOARD-PRESIDENT RELATIONSHIP

POLICY: MONITORING PRESIDENTIAL PERFORMANCE POLICY NO. 3.4

Adopted: May 18, 2021

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
September 21, 2010	Historical – Board of Trustees Archived Policy Records
May 18, 2021	Substantive - Established annual presidential evaluation; replaced Ohio Board of Regents with ODHE

The evaluation of presidential performance shall be equivalent to evaluating institutional performance vis-à-vis Board policies and strategic initiatives and institutional goals, and compliance with the provisions of the presidential job description, mutually agreed upon presidential goals and objectives, and statutory and regulatory requirements. Collaborative efforts in the creation of evaluation criteria serve to ensure mutually agreed upon outcomes. A regular evaluation of presidential performance shall be based primarily on these terms and shall be conducted The Board will conduct an annual Evaluation of the President every 12 months from the date of President's employment. At its discretion, however, the Board may at any time and using reasonable methods evaluate the President's performance in any of the above areas.

In its regular evaluation of presidential performance the Board may review and consult the following documents, reports, surveys, etc.:

1. Internal materials such as, but not limited to:
   a. Graduate Placement Reports
   b. College Surveys
   c. Reports on Assessment of Student Achievement
   d. Student Enrollment Reports
   e. Financial Reports
   f. College Strategic Plan and related reports
   g. Foundation Board initiatives and reports
   h. Presidential evaluations conducted by the faculty and/or staff
   i. Report of Institutional Effectiveness

2. External materials such as, but not limited to:
   a. Audit Reports
   b. Results of Student Licensing Examinations
   c. Results of Accreditation Reports

d. Reports of the Ohio Department of Higher Education

e. Community Surveys and Marketing Studies

3. Other related material such as, but not limited to:

   a. Documents directed specifically to a member of the Board, a committee of the Board, or the Board as a whole which relate specifically to the evaluation of presidential performance as defined above.

4. Evaluation on how the President addressed special circumstances and its impact on the institution.

SECTION 4

EXECUTIVE LIMITATIONS

4.1 COUNSEL TO THE BOARD

4.2 TREATMENT OF PEOPLE

4.3 COMPENSATION AND BENEFITS

4.4 FINANCIAL CONDITION

4.5 FINANCIAL PLANNING

4.6 ASSET PROTECTION

CATEGORY: EXECUTIVE LIMITATIONS

POLICY: COUNSEL TO THE BOARD POLICY NO. 4.1

Adopted: May 18, 2021
Review
Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Editorial – Policy reference added (#2)

Inasmuch as the Board of Trustees cannot responsibly discharge its statutory duties and obligations without accurate and timely information, it shall be the responsibility of the President to assure that the Board is provided with all relevant reports, documents, and other materials required for informed decision-making. The President shall also serve as principal counsel to the Board on issues, challenges, and matters affecting the College, the Board itself, and higher education in general.

To this end the President shall:

1. Submit information and reports that are complete, accurate, clear and concise;

2. Provide the specific information as requested under the "Monitoring Presidential Performance" provisions of Policy 3.4;

3. Inform the Board of actual or anticipated litigation; specific community concerns; the possibility of adverse media coverage; significant trends, and internal or external changes; and

4. Advise the Board when, in his/her opinion, the Board is acting or about to act contrary to its own policies.

CATEGORY: EXECUTIVE LIMITATIONS

POLICY: TREATMENT OF PEOPLE POLICY NO. 4.2

Adopted: April 15, 1997

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records

The President's relationships with and treatment of faculty, staff, and students shall be based upon the principles of respect, trust, fairness, and dignity, and shall be in compliance with all College policies and practices, and federal and state statutes and regulations, including those relating to employment. In addition, the President shall assure that members of his/her staff shall also act in the same manner. Furthermore, the President shall foster an environment in which faculty and staff may express controversial or opposing ideas and opinions without fear of recrimination or retribution.

Accordingly, the President shall:

1. Operate according to established and appropriately published College policies and/or codes governing faculty, staff, and student rule and conduct; and with appropriate grievance procedures which have been developed upon the principles of due process.

2. Allow the College faculty and staff to communicate through his/her office with the Board on relevant College issues and concerns, and facilitate and expedite such communications.

3. Give due and proper consideration to broad-based community concerns and issues related to the College.

CATEGORY: EXECUTIVE LIMITATIONS

POLICY: COMPENSATION AND BENEFITS POLICY NO. 4.3

Adopted: May 18, 2021

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Editorial - Word change from “to” to “for” (Para.1)

The Board of Trustees shall employ the President and shall establish his/her total compensation and benefits. The Board of Trustees shall evaluate the President. In addition, upon the recommendation of the President, the Board shall approve the appointment of all employees of the College, including consultants and contract workers, for contracts not to exceed one year and shall approve their salaries and benefits.

In the area of compensation and benefits, the President shall:

1. Make recommendations to the Board which maintain the College's fiscal stability, public image, and program quality.

2. Maintain the College’s schedule for salaries and benefits of all employees. Any offer of employment is subject to the Policies of the Board.

3. Recommend for employment individuals, firms, or vendors who do not represent a conflict of interest; and shall not pay fees that are unreasonable or inappropriate for the services rendered.

CATEGORY: EXECUTIVE LIMITATIONS

POLICY: FINANCIAL CONDITION POLICY NO. 4.4

Adopted: April 15, 1997

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records

The Board requires the President to protect institutional assets, to strengthen the College's financial condition, and to engage in effective financial planning in order to avoid placing the College in financial jeopardy.

Accordingly, the President shall:

1. Act and authorize others to act in support of federal or Ohio statute regarding generally accepted accounting principles;

2. Properly expend and authorize others to properly expend institutional funds, and the President shall notify the Board of significant planned expenditures;

3. Support and move forward the Board’s priorities in financial matters.

CATEGORY: EXECUTIVE LIMITATIONS

POLICY: FINANCIAL PLANNING POLICY NO. 4.5

Adopted: May 18, 2021

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Substantive – Authorize Board approval for purchases over $50,000 Editorial - Change Ohio Board of Regents to ODHE

The President shall be responsible for adequate and appropriate long and short-term financial planning. The President shall assure that budgeting for any fiscal year or any part thereof shall not deviate materially from the strategic initiatives and priorities of the Board or risk the financial stability of the College. The budget shall govern all transactions involving the College's financial obligations and shall be comprised of budget categories recognized and accepted by the state of Ohio and the Ohio Department of Higher Education. No budget will become effective until approved by the Board of Trustees.

The President therefore shall:

1. Submit to the Board for approval an annual budget which is based upon realistic projections of revenues and expenditures derived from relevant data;

2. Submit a budget consistent with federal or Ohio statute and without violation of any loan agreement or covenant;

3. Recommend and receive approval from the Board (with a demonstrable method of assuring prudence) any purchases over $50,000. Purchases over $10,000 require a written record of having obtained comparative prices and quality. In the purchase or authorization of any purchase, the President shall assure that prudent protection has been given against conflict of interest.

CATEGORY: EXECUTIVE LIMITATIONS

POLICY: ASSET PROTECTION POLICY NO. 4.6

Adopted: May 15, 2007

Policy Revision History

Date	Nature of Revision
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records

The President shall not allow the assets of the College to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the President shall:

1. Present to the Board an annual insurance plan and asset review;

2. Adequately bond persons who have access to College funds and monies, and allow only bonded personnel access to College funds or monies;

3. Follow relevant federal and state statutes including those involving intellectual property rights and copyrights;

4. With approval of the Board, authorize the acquisition, encumbrance, or disposal of real property documented in the name of the College.

SECTION 5

MISCELLANEOUS PROVISIONS

5.1 AMENDMENTS TO POLICIES

CATEGORY: MISCELLANEOUS PROVISIONS

POLICY: AMENDMENTS TO POLICIES POLICY NO. 5.1

Adopted: May 18, 2021

Policy Revision History

Date	Nature of Revision
June 17, 1997	Substantive – New for Amendments to Board Policies
May 15, 2007	Historical – Board of Trustees Archived Policy Revision Records
May 18, 2021	Substantive - Revised amendment submission to be sent to President's Office (#2); Chair places amendment on agenda (#3)

Any revision of or amendment to the Policies of the Board of Trustees must be approved by a majority of the quorum of the Board present at the meeting for which the proposed revision or amendment is to be considered.

1. The text of the proposed revision or amendment together with a statement of its purpose must be provided to the members of the Board at least two weeks prior to the date of the meeting at which the revision or amendment is to be considered.

2. It shall be the responsibility of the member(s) offering the revision or amendment to provide, the Office of the President, a copy of the proposed revision or amendment and statement of purpose for timely distribution to the other Board members.

3. The Board Chair shall place the consideration of the proposed revision or amendment on the agenda of the next Board meeting, providing that the time requirement of section 1 above has been satisfied.