



**YOUNGSTOWN
STATE
UNIVERSITY**

**BOARD OF TRUSTEES
GOVERNANCE COMMITTEE**

**Michael A. Peterson, Chair
Charles T. George, Vice Chair
All Trustees are Members**

**Wednesday, December 11, 2024
11:00 a.m.**

**Tod Hall
Board Meeting Room**

AGENDA

A. Disposition of Minutes

B. Old Business

C. Committee Item

1. Governance Discussion Items

C.1.a. = Tab 1

a. Academic Master Plan and Strategic Enrollment Plan Update

Jennifer Pintar, Provost & VP for Academic Affairs, Ross Morrone, Academic Marketing and Enrollment Strategy Officer, and Mike Sherman, Vice President for Student Affairs, will report.

C.1.b. = Tab 2

b. Updating the Plan for Strategic Actions to Take Charge of Our Future: Converging the 2024 State of the University and the State of Academic Affairs addresses by President Johnson and Provost and Vice President Pintar

C.1.c. = Tab 3

c. Senate Sponsored Trustees Conference, October 7, 2024 – Note from Conference

C.1.d. = Tab 4

d. 2025 Board Meeting Schedule

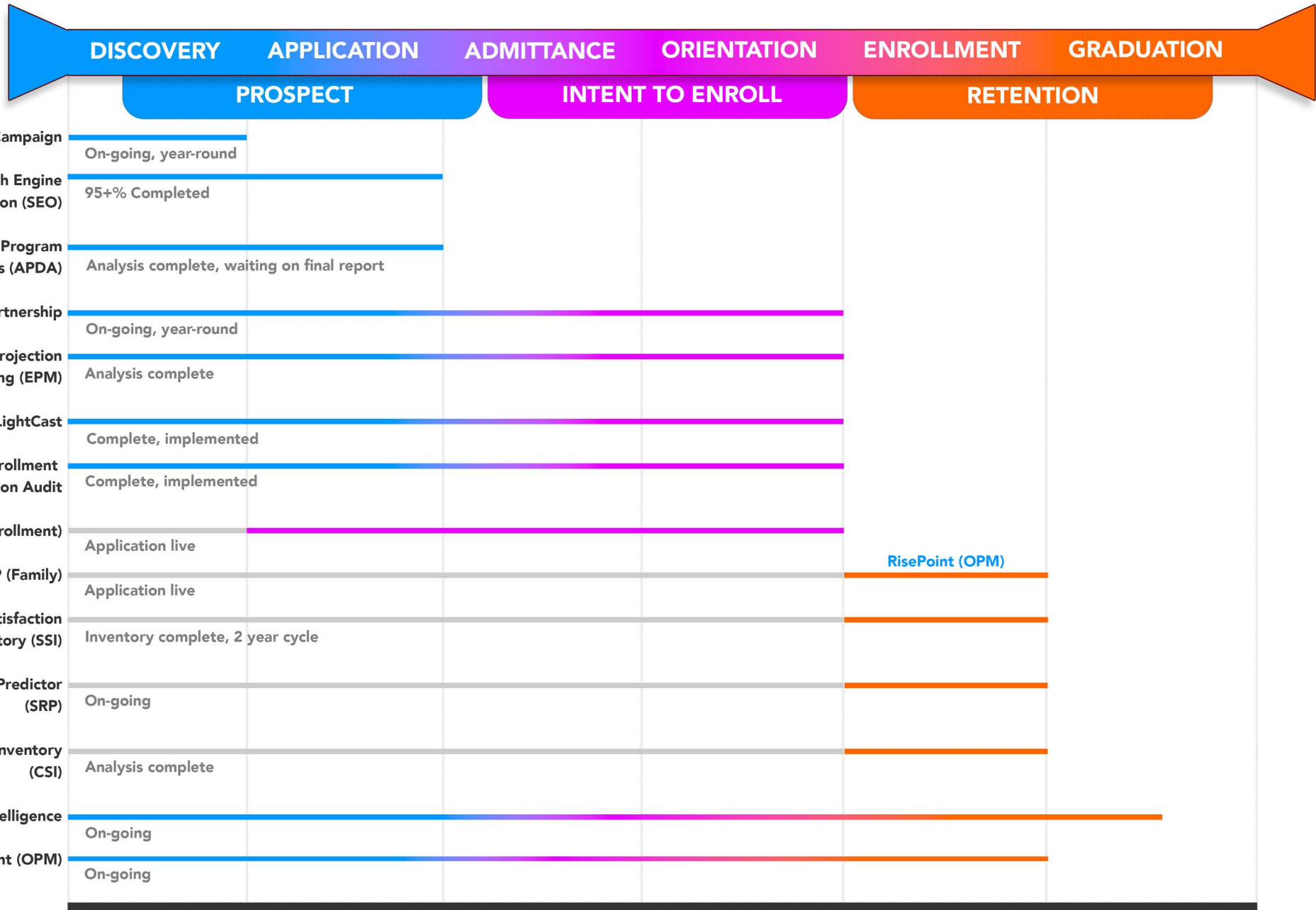
D. New Business

D.1 = Tab 5

1. Resolution to Amend the Bylaws of the Board of Trustees of Youngstown State University

E. Background Material

F. Adjournment



Points to Consider
UPDATED Plan for Strategic Actions to Take Charge of Our Future
YSU Board of Trustees
December 11, 2024

Whatever It Is, I'm Against It – Resistance to Change in Higher Education, Brian Rosenberg, Harvard Education Press, 2023.

A COLLEGE WITHOUT A VISION IS A COLLEGE WITHOUT A FUTURE

The most likely scenario going forward is that slow, incremental change will continue to be the rule. The impediments to rapid transformational change from within seem simply too powerful and deeply entrenched to overcome.

“Faculty choosing to resist change...is a cultural issue. They’re able to understand the problem and maybe how they can contribute to its solution, but there isn’t a culture to support that. To take on that shared responsibility is contrary to the place they believe they hold in the institution.

Under these circumstances, what is most important is that the small changes move colleges gradually in the right direction. Toward more experiential learning. Toward less disciplinary rigidity. Toward a more clearly defined, more limited, and more genuinely distinctive mission. Toward more focus on the issues that matter in the world. Above all else, towards more emphasis on students as the highest priority of the college and as the drivers of their own learning.

All of these goals have the potential both to bend the cost-curve of higher education and to make it better. (pp163-164)

With the right confluence of circumstances - brave and creative leadership within the administration and the faculty, external pressures that demand a response and good ideas – it is feasible to imagine a college or university that offers to the world an education that is more affordable, more student centered, more experiential, and more holistic: one that does not attempt to replicate the offerings and practices of countless institutions all over the country... (pp165)

Alternative Universities: Speculative Design for Innovation in Higher Education, David Staley, Johns Hopkins University Press, 2019.

Higher education has become a commoditized industry. ...usually used to reference consumer goods becoming relatively indistinguishable from each other...the tendency arises for each college and university to adopt the best practices of the competition and thereby begin to resemble... (pp214)

What can a university become? Asking what a university can become assumes the university is always in a state of becoming and that there is not “one” idea of a university to which all institutions must aspire. Innovation in higher education means imagining and enacting many new ideas... (pp217)

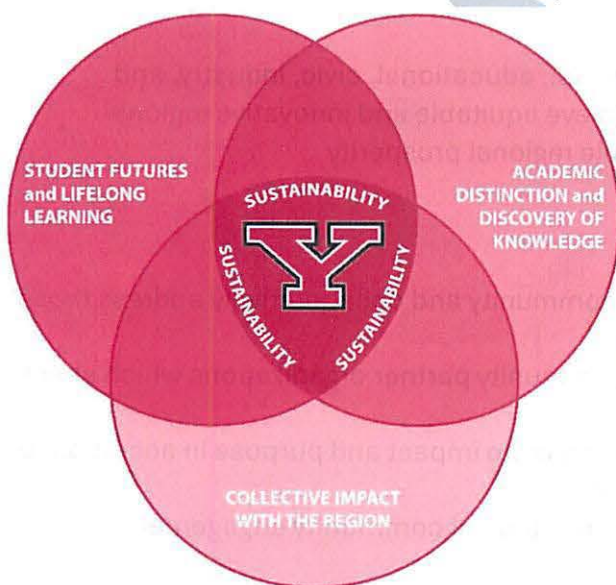
State of the University
State of Academic Affairs
Alignment with
Plan for Strategic Actions to Take Charge of Our Future
December, 2024

Brand objective:

YSU will be THE Anchor University of Northeast Ohio

Vision:

YSU is An Institution of Opportunity: YSU inspires individuals, enhances futures, and enriches lives.



Institutional themes:

- STUDENT FUTURES & LIFELONG LEARNING
 - ...create environments that empower students to acquire intellectual and social capital and experiences to realize individual aspirations

We will:

- Adopt a student-centered approach to all University operations and policies that values and includes all students.
- Ensure curricula, systems, policies

and practices increase academic persistence and steady progress to graduation.

- Adopt a coordinated approach to admissions, matriculation, persistence, completion and the career success of our students.
 - Develop an approach to the admission and matriculation process, as well as effective and cost-effective support services, that improves the retention and completion strategy, that in particular, attends to achievement gaps.
- ACADEMIC DISTINCTION AND DISCOVERY OF KNOWLEDGE

- ...foster the development of a community that will grow intellectually, socially, and ethically in which individuals put knowledge into practice

We will:

- Continuously evolve an academic portfolio that serves students and the region for on-going career success
 - Implement a continuous, purposeful strategy to improve teaching, learning and area-identified selective national research distinction.
 - Adopt and integrate university-wide learning outcomes throughout the curriculum, including credentials for distinction.
 - Develop internships, service, experiential and applied learning projects with local businesses and organizations that provide opportunities for students to apply their knowledge in scholarly activity.
 - Implement continuous and regular assessment of student learning outcomes and best teaching practices to ensure the fair and equitable success of all students.
 - Improve student, faculty, and staff access to advanced technologies, equipment, and facilities.
- COLLECTIVE IMPACT WITH THE REGION
 - ...create deliberate, mutually beneficial, educational, civic, industry, and philanthropic partnerships that achieve equitable and innovative regional development supporting sustainable regional prosperity

We will:

- Listen to the needs of the community and collaboratively address those needs.
 - Actively collaborate with community partner organizations which share in our mission.
 - Develop activities that demonstrate impact and purpose in accordance with the university's mission.
 - Communicate the impact and value of community engagement activities.
 - Strategically align community engagement activities with regional educational needs via both degrees and industry credentials.
 - Ensure that current and future partnerships are inclusive, equitable, and grounded in accessible systems, practices, and goals.
- SUSTAINABILITY
 - ...there will be continuous quality improvement processes that reflects a commitment to alignment of resources with Plan implementation that aligns with the institution's long-term goals and objectives.

We will:

- Focus on enhancing organizational effectiveness as well as gain efficiencies.
- Prioritize as part of the budget process, academic program quality; enrollment as a marketing and communication strategy directly impacting admissions; finance and facilities; human resources; and information technology.
- Ensure all aspects of the institution, from its overarching mission to specific objectives and metrics, align with strategic priorities.

INSTITUTIONAL VALUES

We—the faculty, staff, administrators, and students of Youngstown State University—hold the following values essential to achieving the mission and realizing the vision.

- Centrality of Students – We put students first, fostering their holistic and lifelong success.
- Excellence and Innovation – We bring academic excellence and innovation to learning and life for all stakeholders.
- Integrity and Human Dignity – We root all behaviors, decisions and actions in the achievement of integrity, mutual respect, collegiality, and inclusion.
- Collaboration and Public Engagement – We embrace collaboration and create innovative partnerships to foster sustainability and enrich our university, our culture, and our region.

THE ACTION PLAN

The following integrates the basic elements of the previous versions of the Plan identified as overarching perspective, with action steps aligned with the integration of elements of the State of the University and the State of Academic Affairs.

The integration of these two addresses by the president and the provost align with the following objectives/goals:

- Optimize the academic portfolio
- Improve the student experience
- Increase enrollment purposefully and strategically
- Seamlessly integrate with businesses, industries and service organizations
- Assure a strong financial outlook

OPTIMIZE THE ACADEMIC PORTFOLIO

OVERARCHING PERSPECTIVE-PREVIOUS VERSIONS OF THE PLAN: Develop a culture of assessment that optimizes the academic portfolio to ensure the quality of academic program majors, minors, and other credentials

State of University: YSU is about the people business and will provide a robust repertoire of educational choices not just for a successful career but to assure future generations of an informed and educated citizenry.

State of Academic Affairs: Continuously assess the academic portfolio to assure it is relevant to academic priorities and aligned with workforce needs of the region considering education from a broad perspective including credentials, upskilling/reskilling, and associates through selective doctoral degree programs.

- **ACTION:** Establish the Academic Master Plan that will assure the academic portfolio is optimized via a robust process of assessment and actions that includes the rigorous assessment of potential new programs for implementation that strategically serve the educational and workforce and career needs of the region
- **ACTION:** Implement universal learning outcomes and transform general education to enhance the value of a degree
- **ACTION:** Develop a culture of assessment that ensures the quality of academic program majors, minors, and other credentials

IMPROVE THE STUDENT EXPERIENCE

- **OVERARCHING PERSPECTIVE-PREVIOUS VERSIONS OF THE PLAN:** Implement best practices that address student needs throughout the student life cycle to increase persistence, completion and postgraduate success.

State of the University: Students are our central focus. We must welcome them, embrace them, and empower them to be a member of the Penguin family. We engage them to pursue a degree for which they are prepared and interested, facilitate availability of various types of aid to reduce the need for loans, optimize the availability of internships and co-ops, and work with them to prepare for their successful career.

State of Academic Affairs: Our students deserve our very best not only educational experience, but also a totality of experience unlike they ever expected or even imagined. This requires each faculty and staff member to be supported to support the success of each and every student in every way possible. Such an environment will assure the quality of the YSU experience, the outcome of which will differentiate our alumni from others and assure our graduates are employees of choice.

- **ACTION:** Implement a comprehensive fund-raising campaign to fully fund the renovation of the Kilcawley Student Center to assure a highly functional location for student organizations, provide a variety in foods and beverages, and gathering space that is welcoming and inviting
- **ACTION:** Implement KNOW Y Fridays both within and via outside the university to extend and enhance brand awareness

- **ACTION:** Implement a Thought Leader Series to enhance institutional awareness and instigate discussion on a broad range of topics important higher education and society as a whole
- **ACTION:** Implement an Innovation Investment Fund, to provide the opportunity for interdisciplinary collaboration to explore, assess, or implement innovative strategies associated with teaching and learning and/or student success
- **ACTION:** Improve the advising processes as well as centralize leadership of undergraduate academic advising in the Office of Academic Affairs
- **ACTION:** Implement a comprehensive student retention solution.
- **ACTION:** Mandate individual coaching for students placed on academic warning
- **ACTION:** Implement automated GPA recalculation for students who successfully repeat a course.

INCREASE ENROLLMENT PURPOSEFULLY AND STRATEGICALLY

- **OVERARCHING PERSPECTIVE-PREVIOUS VERSIONS OF THE PLAN:** Develop a recruitment for enrollment strategy that aligns with an integrated marketing and communications strategy to gain market share.

State of the University: There is a direct relationship between enrollment and the financial well-being of a university. We have an outstanding educational experience that is highly affordable making a degree from YSU a high value. To optimize enrollment, we must cast a wider net and go student hunting where the students are and use tools and methods that resonate with them. In other words, YSU must be competitive and earn/gain market share, a component of which is to further build the YSU brand so student KnowY, YSU is the place to be as their educational opportunity of first choice.

State of Academic Affairs: With a robust Academic Master Plan, we must be very strategic in how we market specific academic programs. Components of every academic program's dashboard include information regarding student interest reflecting program demand, available career opportunities including knowledge and skills necessary to compete for jobs associate with the major, and an indication of how saturated the market might be for a particular academic program. This is why the Office of Academic Affairs is aligning marketing with every aspect of academic program evaluation, redesign and/or creation.

- **ACTION:** Implement a strategic communications function that synergizes our communications, marketing, branding, advertising, social and digital media, and local and national press relationships as well as connect with alumni as recruiters and ambassador for enrollment.
- **ACTION:** Implement the Enterprise Enrollment Plan that includes not only cultivation for matriculation but will also address student persistence as well as create a Strategic Enrollment Plan, tailored to focus on many of the areas addressed below.

- **ACTION:** Increase yield in current catchment area and extend beyond current catchment into Cleveland and Pittsburgh areas to increase yield
- **ACTION:** Enhance the newly prototyped Penguin Prep program.
- **ACTION:** Expand recruiting into the veteran and active-duty military markets.
- **ACTION:** Introduce new undergraduate online programs tailored to individuals with some college and no degree
- **ACTION:** Expand College Credit Plus high school programs
- **ACTION:** Strategically enhance and expand graduate programs
- **ACTION:** Build on the success of international student cultivation and matriculation, including optimizing the student experience
- **ACTION:** Introducing a new aviation program and CDL program to address serious workforce deficiencies in the commercial aviation and commercial transportation industries.

SEAMLESSLY INTEGRATE YSU WITH BUSINESSES, INDUSTRIES AND SERVICE ORGANIZATIONS

- **OVERARCHING PERSPECTIVE-PREVIOUS VERSIONS OF THE PLAN:** YSU will be recognized as a Carnegie community-engaged campus, will assure a presence in Washington and Columbus to optimize support for YSU, and will cultivate relationships with business and industry as well as regional service organizations.

State of the University: YSU is THE ANCHOR institution in this region, and we intend to further enhance that status by cultivating a robust partnership with business and industry and other. The outcomes will include elements of mutually beneficial opportunities such as creating internships/co-ops, experiential education, data mining and education to work pathways. Our engagement with service organizations will be strategic and mutually beneficial to those that they serve as well the connections to our academic programs. The idea here is to create a synchronous and synergistic integration between the faculty that educates and trains the workforce and the businesses and industries in our community that so desperately need that workforce.

State of Academic Affairs: We will strive to assure that when they graduate, every student will have had a rich experience of experiential and service learning also accompanied by relevant student employment and/or an internship or co-op experience. This will be achieved via the efforts of each college but will also be leveraged via our focus on workforce education and innovation taking advantage of the Watson Team Center, the Williamson Innovation Park, and the Excellence Training Center.

- **ACTION:** Each college will develop and implement a plan to assure each student has experiential and service-learning experiences.
- **ACTION:** Each college will evolve a strategy to assure each student has workforce experiences via university employment, internships or co-ops

- **ACTION:** Each college will have as appropriate, student experiences aligned with the IT Workforce Accelerator, Data Mine, Excellence Training Center, Williamson Innovation Park, Tressel Institute for Leadership and Team work, and/or Online Skills Accelerator programs

ASSURE A STRONG FINANCIAL OUTLOOK

- **OVERARCHING PERSPECTIVE-PREVIOUS VERSIONS OF THE PLAN:** Align institutional resources with strategic priorities by optimizing resource allocation to enhance overall effectiveness contributing to a vibrant future state as reflected by appropriate senate bill six ratios other pertinent measures of institutional performance.

State of the University: To achieve the mission and realize the vision, YSU must have a strong presence in Columbus and in Washington to be proactively engaged with discussions and legislative actions that impact and influence YSU's economic well-being. In addition to faculty research, YSU must secure additional funds via government grants and/or contracts to support the quality of the physical environment with an emphasis on teaching and learning, and deferred maintenance. The YSU Foundation plays a significant role supporting student and institutional success and that relationship will be optimized to serve the best interests of YSU. In addition, YSU will appropriately value the role that Intercollegiate Athletics contributes to the student experience but also to enhancing the YSU brand.

State of Academic Affairs: The academic programs associated with YSU's academic portfolio is what attracts students, significantly impacting enrollment, as well as serving the workforce needs of the region. We will value this perspective by assuring our academic programs are aligned with student career aspirations and the workforce needs of the region. The assessment of academic program dashboards on an annual basis will help assure such a successful outcome.

- **ACTION:** We will aggressively pursue appropriate state and federal contracts and grants to improve the quality of the student experience and the physical environment with a particular emphasis on deferred maintenance
- **ACTION:** We will produce academic program dashboards that will be used to support continuous quality improvement without which programs will be rated as Detailed Analysis, a designation requiring action to grow enrollment and increase the number of graduates (Focus Plus) or be eliminated from the portfolio.
- **ACTION:** In an on-going basis, we will continue to assess space utilization and take steps to optimize how space is utilized on campus, particularly increasing campus activities during the summer

BOARD-LEVEL KEY PERFORMANCE INDICATORS

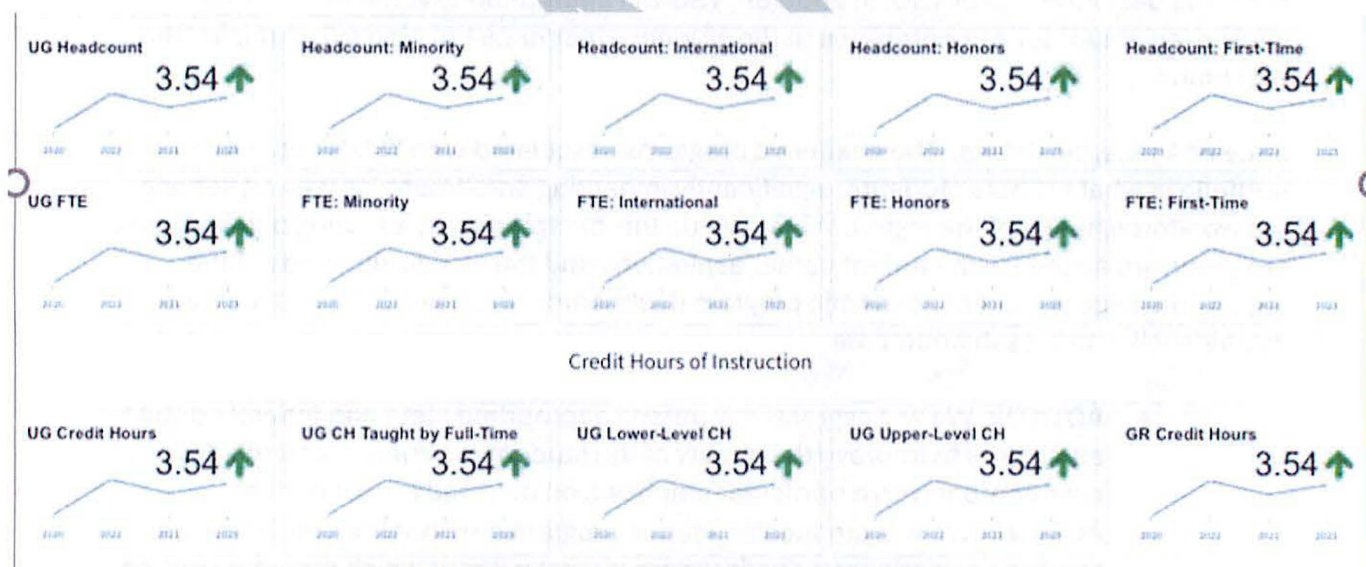
The following variables reflecting 2023 are those chosen by the Board of Trustees upon adoption of the *Plan for Strategic Actions to Take Charge of Our Future*.

These “lag” indicators attest to overall institutional performance across 15 variables. Available in On Board Resources are the variables identified as “lead” indicators that the institution more directly influences on a day-to-day and operational basis.

It is intended that TAKING ACTION associated with the Goals of the Plan will positively influence the “lead” indicator variables and that there will be consequential improvement in the “lag” indicator variables.

This is not withstanding the typical other measures that also indicate some other aspects of institutional well-being such as Audited Financial Statement, HLC annual data feed, legislatively required and/or Ohio Department of Education implemented assessment outcomes, etc.

FOR ILLUSTRATION PURPOSES... EACH GRAPHIC WILL BE ASSOCIATED WITH EACH “LAG” INDICATOR VARIABLE AS COMMENTED UPON BELOW...



FROM LAST YEAR'S OBSERVATIONS

The following are observations and actions steps as appropriate for each of the board of Trustees Key Performance Indicators.

Yield of admitted students: While yield of admitted students has declined for both YSU and peer institutions. For fall 2022, institutions receiving Title IV funds had a yield rate of 21%. (<https://nces.ed.gov/ipeds/TrendGenerator/app/answer/10/103>).

Headcount and full-time equivalent enrollment: Both headcount and full-time equivalent enrollment have declined over both a one-year (-0%; -2%) and five-year timeframe (-13%; -

19%). The Enterprise Enrollment strategy focusing on market share is intended to stabilize and/or reverse this trend.

Cohort persistence: While persistence in years 1 and 2 is relatively flat (77%), persistence in the following years remains problematic. Implementing a student anticipatory and preventative advising, and support strategy is intended to improve persistence across all years.

4- and 6-y graduation rates (2017 cohort): Both 4- and 6-year graduation rates have increased year over year (over one year (16%; 103%) and over 5-years (+5%; +32%). The 4- and 6-y graduation rates are now 32% and 51%, respectively, for the Fall 2017 cohort while they were 16% and 39%, respectively, for the Fall 2012 cohort.

4- and 6-y graduation rates minorities (2017 cohort): The 4- and 6-year graduation rate for minority students has increased 129% and 75%, respectively. This remains 12% and 29% lower, respectively, compared to all students. Further analysis is required to understand the underlying reason(s) for such an outcome so support can be enhanced in strategic ways.

Associate's degrees awarded: The number of associate's degree completions has decreased by 26% over five years (133 to 98). Strategies aligned with Workforce Education and Innovation are intended to reverse this trend.

Bachelor's degrees awarded: Bachelor's degrees awarded has increased 8% over 5-years and decreased 3% over one-year. The number of degrees awarded in 2022-23 is 8% higher than the average of 2017 - 2019. While increasing the number of graduates is a measure of academic program success, this does create a dynamic tension with constructing the incoming classes. Implementing for fall 2025, 15 online undergraduate degrees, 5 per year over three years, will increase the number of bachelor's degrees awarded.

Master's degrees awarded: The number of Master's degrees awarded has increased 80% over 5-years and 23% over 1-year. This is the result of a very purposeful implementation of offering Master's degree programs online. It is also related to strategic marketing of Master's degree in the College of Science, Technology, Engineering, and Mathematics. Strategies are emerging to aligning Master degree offerings to businesses/industries and governmental agencies requiring Master's degree for career advancement (Air Force, etc.).

Doctoral degrees awarded: The number of Doctoral degrees awarded has increased 30% and 22% over 5- and 1-year(s), respectively. This is the result of a very purposeful enhancement of (physical therapy) or implementation of such degrees in recent years (nurse practitioner and anesthetist).

Percent of full-time faculty teaching: It is known that the more exposure students have to full-time faculty the better the student experience. Thus it is important to assess how this varies across course offering levels. Academic Affairs will consider this information and determine how this factors into the offering of course sections across the colleges.

Diversity of instruction: The diversity of the students and that of the full-time faculty are roughly equivalent over the past five years. There are no established criteria for this measure other than to be aware of this relationship. Should this remain a Board Key Performance Indicator?

Distance education enrollment: The percent of students enrolled in distance education is illustrated above. The information is reflected in an IPEDS Customized Feedback Report. A significant proportion of undergraduate students enroll in at least one such course. As expected, given the implementation of online master's programs, a large proportion of graduate students are enrolled totally in online degree programs.

Graduate compensation outcomes: Individuals in Mahoning County with a high school diploma earn on average \$25,341. Average earning for Mahoning County with a Bachelor's degree is on average \$43,259. Given these facts, a Bachelor's degree from YSU adds value given the average mean income for a YSU Bachelor's degree recipient is \$58,958.

https://www.opendatane트워크.com/entity/0500000US42049-0500000US39099/Erie_County_PA-Mahoning_County_OH/jobs.earnings.median_earnings?year=2018

National Survey of Student Engagement: The most recent administration of this survey instrument indicates that YSU students are satisfied with their experiences overall. In addition, most students would choose to attend YSU again. These results not dissimilar to those of 2018.

Senate Bill 6 Score: Senate Bill 6 composite score is a measure of institutional fiscal stability. YSU's score has consistently been above 3.0 and has been as high as 4.2 for FY21 (linked to federal funds related to COVID). It is the institution's objective to have a SB 6 score no lower than 2.7.

GRADUATE OUTCOME REPORT FOR ACADEMIC YEAR 2022-2023
EXECUTIVE SUMMARY

The Graduate Outcome Report is a summary of employment and continuing education decisions made by Youngstown State University graduates who completed degrees during the 2022-2023 academic year.

Who had the opportunity to take the survey: The survey was distributed through Handshake (the university's career management system) to 2,864 individuals who received degrees in August 2022, December 2022, and May 2023.

How the data was collected: Students who did not respond to the survey were sent multiple emails over a period of six months after graduation. In addition, staff gathered student knowledge rate data (defined by the national Association of Colleges and Employers) via current social media profiles, information reported by the Alumni Office and faculty, and pre-graduation exit interviews.

Knowledge Rate: The YSU total knowledge rate is 41.82%. Out of 2,864 graduates, there were 1,198 reported student outcomes.

Career Outcomes Definition: Respondents that are either working as an employee, freelancer, and contract worker, accepted in a program of additional education, in the military, or in a service position (AmeriCorps, Peace Corps, etc.).

Career Outcomes Rate: The YSU total career outcome rate is 77.37%. Out of the 1,198 respondents, 927 had outcomes related to a career.

Ohio Retention Rate: 77.6% of respondents remained in Ohio.

Reported Salaries by Degree Type:

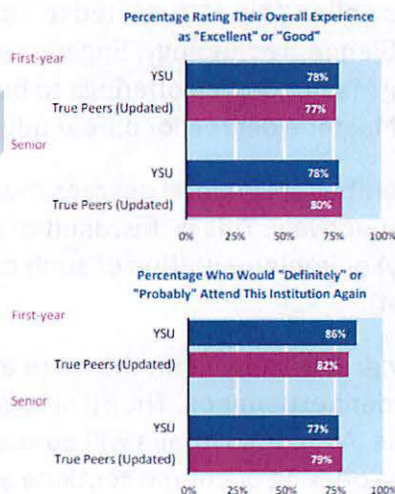
Associate	Bachelor	Master	Doctorate
Responses • 4	Responses • 243	Responses • 72	Responses • 7
Mean: \$49,150	Mean: \$58,958	Mean: \$71,311	Mean: \$99,260
Median: \$53,428	Median: \$57,500	Median: \$66,560	Median: \$100,000

GRADUATE OUTCOME REPORT 2022-2023

YOUNGSTOWN STATE UNIVERSITY
Office of
Career Exploration
& Development

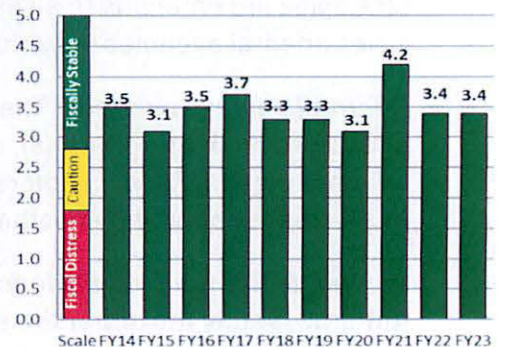
Satisfaction with YSU

Students rated their overall experience at the institution, and whether or not they would choose it again.



Historical Data

YSU's S.B. 6 composite scores have fluctuated over the last 10 years but have remained stable since inception.





RENEWING THE PLAN FOR STRATEGIC ACTIONS TO TAKE CHARGE OF OUR FUTURE

WHEREAS, the *Plan for Strategic Actions to Take Charge of Our Future* ("Plan") was endorsed by the Board of Trustees of Youngstown State University ("YSU or University") in June 2020;

WHEREAS, leadership proposed and the Board agreed that substantial progress had been made implementing the Plan, and that a renewed Plan was presented and approved by the Board in September 2023;

WHEREAS, in the interim, William L. Johnson was appointed president and presented the State of the University, and Jennifer Pintar was appointed provost and vice president of academic affairs and presented the State of Academic Affairs, both in August, 2024;

WHEREAS, the Plan was updated to include the major points made in both the State of the University and State of Academic Affairs presentations;

WHEREAS, while the themes and major areas of focus remained the same as in the previous versions of the Plan, there was the addition of an area of focus titled, "Cultivate a culture of caring, empowerment and inspiration amongst all faculty and staff, and throughout YSU."

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees endorses the Plan as presented and that is attached as a component of this Resolution;

BE IT ALSO RESOLVED, that the Board understands such a Plan is a working document and may be adjusted over time and that progress on implementing the Plan will occur via appropriate future committee meetings or meetings of the Board.

Board of Trustees
Meeting December 12, 2024
YR 2025 -

SENATE SPONSORED SECOND ANNUAL TRUSTEES CONFERENCE

OCTOBER 7, 2024

High-level notes and observations

Video of this Symposium can be located at:

- <https://ohiochannel.org/video/ohio-channel-presents-10-7-2024-ohio-public-university-trustee-governance-symposium>
- <https://ohiochannel.org/video/ohio-channel-presents-10-7-2024-ohio-public-university-trustee-governance-symposium-part-2>

Welcome & Introduction and Opening Remarks

Senator McColley

- Board does not report to the president; president/administration work for/with you, the Board
- Bring your experiences to the table-help inform adaptations in higher education
- Managing protests on campus such as how was handled at OSU is being responsive to the “silent majority”
 - Ohio’s colleges/universities must be safe places to learn and challenge thoughts and ideas

Senator Cirino

- Highlighted article in Chronicle where it was proclaimed that on campuses nationwide, there is an imbalance in thoughts and ideas...college/university faculty are viewed to be too far left-leaning
 - Political diversity: accepting of all points of view is paramount
- Ohio funded five Civics Institutes
 - Diversity of thought is the norm and not the exception
 - Modeled after such institutes in North Carolina
 - OH has made history given the number of such institutes in any state in nation
 - \$25MM last operating budget – will be renewed
- Higher Education should be:
 - Affordable

- Accessible
- High quality
- Open to all thoughts and ideas (freedom of...)
- Recognized IUC and Laura Lanese

Legislature's Role in Higher Education - Senator Huffman

- Governor appoints and Senate endorses members of boards of trustees; sometimes governor accepts suggestions from legislators
- Intent not to break up academia; to reclaim the status previously lost that will be assisted by standing up Civic Institutes
- Trustees bring to the table diverse perspectives via which insights can emerge
- Official judgements by legislators are made when they vote
- Who are experts we listen to in higher education...
- Cost of higher education not based on what it costs; cost is likely more linked to how much money there is the more money there is, the higher the cost...discussed student debt issue to E. Gordon Gee
- Seems like when more services are needed (CPAs), higher education adds on the need for more time to earn the degree
- Legislators do not know/understand what changes to make for the good of higher education – Trustees should bring a plan to the legislators
 - Pain and suffering can be reduced with appropriate legislation
 - Trustees can/should/must help inform the legislation that emerges in the future
- Do not want non-experts (legislators) solving the issues for higher education
- Boards are the governance authority of each institution; boards should do that – govern – not be governed by administration

One Year Later: Ohio and Affirmative Action (AG - Buskin)

- Reemphasized potential personal liability if race is considered in admissions decisions
 - Read that component of the AG's letter to the trustees
- Referenced letter regarding DEI is not appropriate in hiring and promotion processes and decisions and emphasized potential personal liability

- Required every university to affirm this is not occurring at their institution ~January 2024
- Race based scholarships are not appropriate, ruled in response to a query from higher ed institution and/or trustee
 - Institutions required to review scholarships from a protected class perspective
 - Permissible language might include first generation, financial status, return to school after absence, support childcare while attending school, etc.
 - Established criteria under which donor consulted to change the scholarship language, university can implement independent of donor, or Probate required
 - Does not apply to private foundations; donor might choose to move their funds from the university to such to “preserve” their donor-intended intent (that is permissible)

Board Governance - ACTA (Beltramini/Sillers)

- Governance from autocratic to cooperative to modern times
- 1976 to 2018 huge increase in all aspects of institutions (number of personnel of various types, students, size, etc.)
- Referenced ACTA’s document Governance for a New Era
 - This was previously summarized for YSU BOT
 - The document was condensed to point out the topics linked to boards are “required to,” or “should,” or would be “nice-to” do
- Trustees are independent and the ultimate governance authority, institutions exist for the public good, fiduciaries act in best interests of others
 - Suggested this has not been the case in many ways across the country
- If authority delegated by the board to administration, this should be reviewed regularly and reported on at level of detail for sufficient review of the prudence of continuing that delegation
- Beltramini recognized YSU BOT Bylaws referencing ORC for authorities and responsibilities
- Fiduciary duties

- duties of care, loyalty, good faith, prudence
- All actions taken in consideration of the mission of the institution; the mission might require modifications to the mission when appropriate
- Presented How Colleges Spend Money
 - YSU BOT has previously been presented this information compared to the Ohio main campuses and the NEO campuses
- Presented College Scorecard
 - Much of this information is provided in the IPEDS Customized Feedback report and that is provided to the BOT following the annual release of the updated information
- Presented the College Program Dashboard as component of How Colleges Spend Money – determined to not yet posted
 - Appears that it may provide some overlap with information that YSU has already been using previously on its own; also enhanced via the Gray platform interface with the academic program Dashboards and perhaps with the every three-year state-mandated review of low enrolled and duplicative programs

ACTA – Armand Alacbay

- Encampments, Protests, etc.
 - Clear policies on individuals/groups on a campus
 - Clear statement of expectations if policy violated

Panel on Institutional Neutrality (ACTA, Ohio State, Univ Michigan, UNC-Chapel Hill)

- Think what you will and will speak what you think
- Should not take sides on political matters
- Universities are forums for open discussion of all and any thoughts and ideas
- Gallup results suggest the fact that the public believes institutions have a political agenda is a major contributor to the public's reduced confidence in higher education
- Don't tell students what to think but educate them about how to think
- Teach how to have a civil conversation without physical and/or verbal confrontation that often leads to aggression

- Create a place to think the unthinkable, discuss the unmentionable, and challenge the unchallengeable (Yale)
- Institutional neutrality is not only what you choose not to say; also, very importantly how you act
- Must make sure clearly articulate that safety is of utmost importance
 - Proportional response to the severity of the situation
 - Institution remains the lead, and not the police, unless absolute necessity
- Boards must stand firm when institutional leadership stands firm on policy-related actions
- What does an institutionally neutral campus look like?
 - Must be at all levels of institutional leadership – harder at the department chair level – provost clear interaction with deans/chairs on the neutrality expectations – encourage at that level to foster discourse
- Important that relationships are also established with legislators so can anticipate how help might be provided legislatively or otherwise
- To whom does the institution obligate itself to is important to understand

Panel discussion regarding Ohio's Civics Centers (OSU, Ohio Senate)

- Created to re-center the conversation...value proposition is creating a place for civil discourse
- Differences have been exaggerated and civics institutes will help diminish such exaggerated differences
- Intended to reduce the polarization of thoughts and actions
- Institutions should articulate how their education and student experiences foster civic citizenship...preferably measure success or lack thereof, if possible
- What are the knowledge and skills essential to be a civil and civically oriented citizen
- Knowledge, skills, and disposition to enable a successful vocation engaged with career and community

ODHE – Chancellor Mike Duffey

- Profound change in higher education; most extreme in lifetime
- Common ground and shared vision for Ohio
- Governor’s perspectives
 - Do you believe that every student should be empowered to achieve God-given talents
 - Should Ohio be a leader globally in most benchmarks
- Morrill Act practical education for the common person
- Ohio top two states for performance-based funding in and only one with entirely performance based
- Ohio in campaign for talent
 - STEM jobs grow three times the rate of any others
 - That is why Choose Ohio First is such a high priority

Lieutenant Governor Husted

- Preparing students/kids for their life, preferably one of success
- Kids to understand
 - Value of education
 - What does it mean and look like
 - Value of the dollar
 - Build a life for success
 - The number of individuals 55 yr and over is about same number as those 15-25 yr of age
 - Know your customer to gain market share
 - Competition from lower-cost options
 - Finance (\$35TT national debt)
 - Fed not likely a source of increasing revenue
 - State has reduced taxes
 - The money is in the private sector so consider having them on campus in strategic and for mutually beneficial purposes
- Know customers (students and employers joined on campuses or in the region)
- Need to continue to innovate
- Prepared for the challenges of life

BOARD OF TRUSTEES**2025 Schedule**

The dates listed below are a general guideline for upcoming Board meetings. As the date for the Board meeting nears, please check for updates of meeting times and locations on the YSU website. www.ysu.edu

*Approximate start time; meeting will start immediately following preceding meeting.

Wednesday, March 12, 2025***Board Meeting Room, 1st Floor, Tod Hall**

10:00 a.m. Investment Committee
10:15 a.m. Audit Subcommittee
11:00 a.m. Governance Committee
12:30 p.m. Lunch
1:00 p.m. Intercollegiate Athletics Committee
1:30 p.m. University Affairs Committee
2:30 p.m. Institutional Engagement Committee
3:00 p.m. Academic Excellence and Student Success Committee
3:45 p.m. Finance & Facilities Committee
4:15 p.m. Workforce Education and Innovation Committee
4:30 p.m. Executive Committee

Thursday, March 13, 2025***Board Meeting Room, 1st Floor, Tod Hall**

10:00 a.m. Board Meeting

Wednesday, June 25, 2025***Board Meeting Room, 1st Floor, Tod Hall**

10:00 a.m. Investment Committee
10:15 a.m. Audit Subcommittee
11:00 a.m. Governance Committee
12:30 p.m. Lunch
1:00 p.m. Intercollegiate Athletics Committee
1:30 p.m. University Affairs Committee
2:30 p.m. Institutional Engagement Committee
3:00 p.m. Academic Excellence and Student Success Committee
3:45 p.m. Finance & Facilities Committee
4:15 p.m. Workforce Education and Innovation Committee
4:30 p.m. Executive Committee

Thursday, June 26, 2025***Board Meeting Room, 1st Floor, Tod Hall**

10:00 a.m. Board Meeting

Weds., September 17, 2025*

Board Meeting Room, 1st Floor, Tod Hall

10:00 a.m. Investment Committee
10:15 a.m. Audit Subcommittee
11:00 a.m. Governance Committee
12:30 p.m. Lunch
1:00 p.m. Intercollegiate Athletics Committee
1:30 p.m. University Affairs Committee
2:30 p.m. Institutional Engagement Committee
3:00 p.m. Academic Excellence and Student Success Committee
3:45 p.m. Finance & Facilities Committee
4:15 p.m. Workforce Education and Innovation Committee
4:30 p.m. Executive Committee

Thursday, September 18, 2025*

Board Meeting Room, 1st Floor, Tod Hall

10:00 a.m. Board Meeting

Weds., December 10, 2025*

Board Meeting Room, 1st Floor, Tod Hall

10:00 a.m. Investment Committee
10:15 a.m. Audit Subcommittee
11:00 a.m. Governance Committee
12:30 p.m. Lunch
1:00 p.m. Intercollegiate Athletics Committee
1:30 p.m. University Affairs Committee
2:30 p.m. Institutional Engagement Committee
3:00 p.m. Academic Excellence and Student Success Committee
3:45 p.m. Finance & Facilities Committee
4:15 p.m. Workforce Education and Innovation Committee
4:30 p.m. Executive Committee

Thursday, December 11, 2025*

Board Meeting Room, 1st Floor, Tod Hall

10:00 a.m. Board Meeting

*Approximate start time; meeting will start immediately following preceding meeting.

Meeting times and dates are subject to change. Please check for updates of meeting times and locations on the YSU website. www.ysu.edu



YOUNGSTOWN
STATE
UNIVERSITY

**RESOLUTION TO AMEND
THE BYLAWS OF THE
BOARD OF TRUSTEES OF YOUNGSTOWN STATE UNIVERSITY**

WHEREAS, the Board of Trustees of Youngstown State University is a self-governing body established under Chapter 3356 of the *Ohio Revised Code*;

WHEREAS, the Board of Trustees has adopted *Bylaws of the Board of Trustees of Youngstown State University* (the "*Bylaws*") regarding its governance and policies regarding its procedures;

WHEREAS, a motion was made and seconded at the December 11, 2024 meeting of the Governance Committee of the Board to amend the Bylaws to:

- Permit exceptions to the Guidelines related to global/national trustee

WHEREAS, this is the second reading of the proposed adjustments to the Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that effective immediately, the Board of Trustees of Youngstown State University does hereby amend its *Bylaws* as shown attached hereto.

**Board of Trustees Meeting
March 13, 2025
YR 2025 -**

3356-1-01 Bylaws.

(A) Article I. Definitions.

- (1) "Board" means the board of trustees of Youngstown state university.
- (2) "University" means Youngstown state university.
- (3) "Chairperson" means the chairperson of the board of trustees of Youngstown state university.
- (4) "Vice chairperson" means the vice chairperson of the board of trustees of Youngstown state university.
- (5) "Trustee" means a member of the board appointed for a term of nine years, or for the remainder of such a term, by the governor of the state of Ohio pursuant to section 3356.01 of the Revised Code.
- (6) "Student trustee" means a student member of the board appointed by the governor of the state of Ohio pursuant to section 3356.01 of the Revised Code.
- (7) "President" means the president of Youngstown state university.
- (8) "Secretary" means the secretary to the board of trustees of Youngstown state university.
- (9) "Designee" means a member of the university's administrative office(s).

(B) Article II. Meetings.

- (1) Regular meetings.
 - (a) The board shall meet no less than four times each year, and at such other times as may be necessary for the best interests of the university. Meetings shall be called at such times as the board prescribes, provided, however, that meetings will usually be held in the months of September, December, March, and June. At the time of the

adjournment of each meeting, the board shall provide, by resolution, the date, time, and place for holding the board's next regular meeting. No less than five days prior to the date of a regular meeting, the secretary, or designee, shall provide written notice of said meeting to every member of the board. Notices may be hand-delivered or sent via facsimile, electronic mail, or by first class mail to the residence or business address of a board member.

- (b) Any board member may waive notice of a regular meeting. Attendance of a board member at a regular meeting shall constitute a waiver of notice of the regular meeting.
- (2) Special meetings.
 - (a) Special meetings of the board may be called by written request (the "Call") signed by the chairperson, the president, or by three trustees, and delivered to the secretary. The "Call" for a special meeting shall specify the date, time, place, and purposes thereof, although other business than that specified in the "Call" may be considered at any such meeting. Upon receipt of a call for a special meeting, and no less than forty-eight hours prior to the time of commencement of the special meeting, the secretary, or designee, shall provide notice of the special meeting to every member of the board and to the president. Notice of a special meeting shall include the date, time, place, and purposes thereof, as set forth in the "Call." Notice of a special meeting may be given in oral or written form and may be given directly to the board member by telephone or direct conversation, or by facsimile, hand delivery, electronic or first-class mail sent to the board member's residence or place of business.
 - (b) Any board member may waive notice of a special meeting. Attendance of a board member at a special meeting shall constitute a waiver of notice of the special meeting.
 - (3) Emergency meetings. In the event of an emergency wherein the best interests of the university require immediate official action by

the board, the chairperson (or in his or her absence or disability, the vice chairperson) or the president (or in his or her absence, the provost of the university) may call an emergency meeting of the board. In such event, all reasonable effort shall be made to schedule the emergency meeting in order to permit all of the members of the board to attend the emergency meeting. In such event, all reasonable effort shall be made to notify all of the members of the board of the date, time, place, and nature of the emergency requiring immediate official action.

(4) Place of meetings.

- (a) All regular and special meetings of the board shall be held on university property or through YSU supported technology as provided by law, or on rare occasions off-campus, but with easy access to the public, if circumstances warrant as determined by the chairperson and the president and as provided by law. The place of all board meetings shall be specified in the notice of the meeting.
- (b) Emergency meetings of the board shall be held on university property unless, in the judgment of the person or persons making the "Call," the circumstances creating the emergency render a meeting on university property either physically impractical or infeasible.

(5) Quorum.

- (a) A majority of the trustees, when duly convened pursuant to university bylaws, shall constitute a quorum for the transaction of business at any meeting of the board. Student trustees shall not be considered in the determination of a quorum. If less than a majority of the trustees are present at, or at any time during said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice. When, upon reconvening any such adjourned meeting, and with a quorum present, any business may be transacted which might have been transacted at the meeting as originally notified.

- (b) At any meeting where a quorum is present, a majority vote of those present and voting shall be required for any official action by the board, except as otherwise permitted by law or by the bylaws contained in this rule.
- (c) A trustee may abstain from voting on a matter. A trustee that abstains from voting shall be counted in the determination of a quorum but shall not be counted as voting in favor or against the matter upon which the vote is taken. Trustees having a direct personal or pecuniary interest in a matter that is not common to other members of the board should declare that interest and refrain from discussing and voting on that matter.

(6) Organization of meetings.

- (a) At each meeting of the board, the chairperson, or in the chairperson's absence, the vice chairperson, or in the absence of both, a chairperson pro tempore, chosen by a majority of the trustees present, shall preside. The secretary, or in the secretary's absence, any person appointed by the chairperson, shall keep the minutes of the meeting, and otherwise perform the duties of secretary of the meeting.
 - (i) The minutes shall be developed as prescribed by law and include information that provides perspectives regarding decisions made by the board as well as demonstrate the board is proactive in its responsibilities to both the state of Ohio and in consideration of the continuing accreditation of the university.
 - (ii) The minutes shall be maintained on the university's board of trustees website in addition to those also maintained via the Maag library in accordance with laws and/or policies associated with records retention.
 - (iii) Minutes shall be prepared and provided to the board as soon as practicable after each board meeting in

order that members may appropriately review and approve the minutes.

- (7) Order of business. The order of business at all regular and special meetings of the board shall be as follows:
- (a) Roll call.
 - (b) Proof of notice of meeting.
 - (c) Disposition of minutes.
 - (d) Presentation(s) from the university community (optional).
 - (e) Report of the president.
 - (f) Report of the committees of the board.
 - (g) Communications and memorials.
 - (h) Unfinished business.
 - (i) New business.
 - (j) Chairperson's remarks and requested additional president's remarks as chosen to be offered.
 - (k) Election of board officers (as pertinent).
 - (l) Time and place of next regular meeting of the board.
 - (m) Adjournment.
- (8) Parliamentary procedure. Questions of parliamentary procedure shall be resolved in accordance with "Robert's Rules of Order." The secretary, or designee, shall serve as the board's parliamentarian.

- (9) Procedures for presentation of items to be considered.
- (a) Any proposed action introduced by a board member which would substantially affect university policy shall be presented to the chairperson prior to the meeting at which the matter is to be considered by the board. The proposed action shall be submitted in sufficient time to allow the chairperson to assign the proposed action to an appropriate board committee to review such action and to make whatever recommendations to the full board the committee deems to be appropriate.
 - (b) The annual budget and all other major questions of university policy recommended by the president shall be presented to each member of the board prior to the meeting at which the matter is to be considered by the board. The proposed action shall be submitted in sufficient time to allow the appropriate board committee to review such action and to make whatever recommendations to the full board it deems to be appropriate.
 - (c) Any business to be presented to the board by other than a board member or the president shall be submitted in writing to the chairperson, who shall refer it to the appropriate board committee for consideration and possible action. The chairperson may direct that such business be placed on the agenda.
- (10) Public notice of meetings.
- (a) Public notice of all board meetings shall meet or exceed that required by Ohio law, section 121.22 of the Revised Code.
 - (b) Any person or news medium may ascertain the time and place of all regularly scheduled board meetings and the time, place, and purpose of all special board meetings by contacting university communications or on the internet at [board of trustees website](#). The local media, and other interested parties, will be made aware of upcoming

meetings of the board when requesting such notification by contacting the office of communications.

(C) Article III. Officers and organizations.

- (1) **Powers of the board.** The board shall have the power, not inconsistent with law or university bylaws, to do all things necessary for the proper maintenance and successful and continuous operation of the university. No individual trustee, student trustee, or committee of the board shall have authority to commit or bind the board or the university to any policy, action, or agreement unless specifically authorized by action of the board.
- (2) **Officers of the board.** The officers of the board shall be the chairperson, the vice chairperson, and the secretary. The board may appoint such other officers or employees as the interests of the university require. Such officers and employees shall have such authorities, and shall perform such duties, as may be prescribed by the board.
- (3) **Qualifications, election, and term of office.** The chairperson and vice chairperson shall be trustees. The qualifications of all other officers shall be determined by the board. The officers of the board shall be annually elected by the trustees at the board's last regular meeting of the university's fiscal year. Newly elected officers shall take office immediately following adjournment of the meeting at which they are elected and shall hold their offices until their successors are elected.
- (4) **Chairperson.** The chairperson, when present, shall preside at all meetings of the board and perform generally all duties incident to the office of the chairperson and such other duties as may be assigned to the chairperson by the board. Unless contrary to board policy or the bylaws contained in this rule, the chairperson may assign any of the chairperson's duties to another trustee.
- (5) **Vice chairperson.** In the event of a temporary vacancy in the office of the chairperson or at the request of the chairperson, or in the event of temporary absence or disability of the chairperson, the vice chairperson shall perform all the duties of the chairperson and,

while so acting, shall have all the power and authority of, and be subject to the restrictions upon, the chairperson.

- (6) **Secretary.** The secretary, or designee, shall prepare minutes of all meetings and proceedings of the board. The secretary, or designee, shall give notice of all meetings of the board, when required by the provisions of Article II and the appropriate sections. The secretary, or designee, shall serve as the board's parliamentarian. At the last regular meeting of the university's fiscal year, the secretary shall submit a written report of board member attendance at board and committee meetings for the preceding year. The secretary shall perform such other duties as from time to time may be assigned to the secretary by the board or the chairperson.
- (7) **Attorney general.** The attorney general of the state of Ohio shall be the legal advisor to, and represent, the university and/or the board in all matters civil or criminal involving the university of the board.

The general counsel of the university is a member of the Ohio attorney general's office and represents the board of trustees on behalf of the state of Ohio.
- (8) **Removal of board officers.** Any officer of the board may be removed as such officer at any time, either with or without cause, by resolution adopted by not less than six trustees at any regular meeting of the board. Any officer may be removed as such officer, either with or without cause, by resolution adopted by not less than six trustees at any special meeting of the board, provided that such removal action was indicated on the notices of such special meeting.
- (9) **Student trustees.** Section 3356.01 of the Revised Code provides for appointments of two students to the board but provides that student trustees shall have no voting power on the board, that student trustees shall not be considered as members of the board in determination of a quorum, and that student trustees shall not be entitled to attend executive sessions of the board.
- (10) **Permanent vacancies.** In the event of a permanent vacancy in the office of the chairperson or vice chairperson, the remaining

trustees may elect a successor to fill such permanent vacancy. What constitutes a "permanent vacancy" shall be determined by the board.

(11) Board orientation.

- (a) There shall be at least annually a board orientation developed specifically for onboarding new members of the board but will be open to all board members to attend.
- (b) The orientation shall include the chair, vice chair, secretary, and president and the executive officers of the university as well as any other individual invited to present at and/or attend the orientation.
- (c) The orientation should be constructed in such a fashion that new board members in particular can more easily and rapidly engage themselves fully in all matters before the board as specified in university bylaws and otherwise specified by law.
- (d) Orientation may be comprised of various types and levels of engagement and interactions that optimally served the purpose of the orientation session(s).

- (12) Ethics training. The board, executive officers of the university and other invited members of the administration's leadership will annually engage in ethics training.

(D) Article IV. Board committees.

- (1) Membership. All trustees and student trustees shall be voting members of all board standing committees, unless otherwise provided by university bylaws.
- (2) National/global trustees. In order to take advantage of the diverse talents, resources, and experiences of friends and alumni of the university who can contribute to the current and future success of the university, the position of national/global trustees has been established in accordance with the following guidelines, to which exceptions can be made:

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- (a) The board may nominate and appoint persons to the position of national/global trustee. National/global trustees shall be nominated and appointed by the board of trustees on the basis of one or more of the following criteria: success in chosen field or business; state or national prominence; ability to serve as an advocate for higher education; ability and willingness to offer advice to the board and university president and/or demonstrated support for Youngstown state university.
- (b) There shall be no more than three persons serving in the position of national/global trustee at any one time. National/global trustees shall serve staggered terms such that no more than one such position expires in a calendar year.
- (c) Each national/global trustee shall be appointed for a three-year term and shall be eligible for reappointment for additional terms as determined by the board.
- (d) National/global trustees shall have no voting privileges on the board, shall not be considered in determining whether a quorum is present and shall not be eligible to be an officer of the board, but may otherwise participate in all activities of the board.
- (e) National/global trustees shall not be compensated for their service but shall be paid their reasonable and necessary expenses in the same manner that applies to trustees.
- (f) National/global trustees shall follow the Ohio ethics laws, including those set forth in Chapter 102, and sections 2921.42 and 2932.43 of the Revised Code, the board's bylaws and university policy.
- (g) National/global trustees shall be appointed by board action after nomination by the governance committee of the board in accordance with the process described for the

nomination and election of board officers set forth in the bylaws contained in paragraph (D)(6)(i) of this rule.

- (h) National/global trustees may be removed by a majority vote of the board.
 - (i) A trustee may serve as a national/global trustee, but cannot be appointed to serve as a national/global trustee until at least one year after the board member's term as a trustee has ended.
 - (j) An employee or former employee of the university may serve as a national/global trustee but cannot be appointed to serve as a national/global trustee until at least one year after that person's compensated service to the university has ended.
 - (k) National/global trustees shall be entitled to legal defense and indemnification against claims and liabilities that might arise from the performance of their duties on behalf of the board to the fullest extent permitted by Ohio law. In addition, the national/global trustees will be considered a "volunteer" for purposes of coverage under the university's liability insurance.
- (3) Committee chairperson and vice chairperson. The chairperson shall appoint the chairperson and vice chairperson of each standing committee, and members of such committees that are not otherwise composed of all of the trustees or as otherwise set forth herein, subject to the approval of the board. Committee chairpersons and vice chairpersons shall be trustees.
 - (4) Quorum and conduct of committee meetings.
 - (a) Five members of a standing committee shall constitute a quorum, unless otherwise provided. A majority of the members of subcommittee of a standing committee shall constitute a quorum, unless otherwise provided. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the

committee or subcommittee. However, regardless of the existence of a quorum in number, at least one of the following four persons must be present at a committee or subcommittee meeting in order for the committee to conduct business:

- (i) The chairperson;
- (ii) The vice chairperson;
- (iii) The (sub)committee chairperson; or
- (iv) The (sub)committee vice chairperson.

A committee member may abstain from voting on a matter. A committee member that abstains from voting shall be counted in the determination of a quorum but shall not be counted as voting in favor or against the matter upon which the vote is taken. Committee members having a direct personal or pecuniary interest in a matter that is not common to other members of the board should declare that interest and refrain from discussing and voting on that matter.

- (b) A majority of the members of a special or ad hoc committee, including any student trustees, shall constitute a quorum. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the special or ad hoc committee.
 - (c) The board and university administration will mutually develop committee agendas, with the chairperson having authority to approve all final agendas.
- (5) Rules. Each committee may adopt rules for its own governance not inconsistent with university bylaws or any rule adopted by the board.

(6) Standing committees. The board's standing committees, and their respective duties and areas of responsibility, shall be as follows:

(a) Academic excellence and student success committee.

- (i) To consider those matters that warrant board attention or require board action relating to:
- (a) Academic policies which provide for and govern faculty teaching, research, and service;
 - (b) Establishment of new academic programs, changes in or deletions of existing academic programs, and the issuing of certificates or the granting of degrees;
 - (c) Policies which provide for and govern retention, persistence, progress, and graduation, including but not limited to, diversity issues and general education requirements;
 - (d) Policies which provide for and govern student housing and student life;
 - (e) Institutional mission, strategic and master-plans, or relevant parts thereof, dealing with matters within the purview of the committee;
 - (f) Policies that provide for the acquisition, development, access, and use of electronic technology within the purview of the committee.
- (ii) To assist the board in the exercise of its oversight responsibilities relating to those academic and

administrative departments within the purview of the committee.

- (iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(a)(ii) of this rule, or as assigned by the board or its executive committee.
- (iv) Provided that he or she is a member of the university faculty, the chair of the YSU academic senate shall be a nonvoting member of the committee. In the event that the chair of the YSU academic senate is not a member of the university's faculty, then the faculty member holding the highest-ranking position within the YSU academic senate leadership shall hold this position. This position shall not count toward the determination of a quorum of the committee.
- (b) Institutional engagement committee.
- (i) To consider those matters that warrant board attention or require board action relating to:
- (a) Policies that provide for and govern student recruitment, financial aid, orientation and enrollment, including but not limited to, integrated marketing, yield, scholarship optimization, and career success;
 - (b) Policies that provide for and govern the external relationships established by or required of the University, excluding matters assigned to other of the board's standing committees;
 - (c) Policies that provide for and govern university fundraising, including but not limited to, institutional advancement

- through the YSU foundation, the YSU research foundation, the annual fund, capital campaigns, special projects and solicitations;
- (d) The Youngstown state university development agreement between the university and the YSU foundation.
 - (e) Policies that provide for and govern continuing university relations with its graduates, including but not limited to, alumni associational activity;
 - (f) Policies that provide for and govern university operations directed toward effective communications, public relations, marketing, and the enhancement of community goodwill;
 - (g) Policies that provide for and govern university public service in, and partnerships with, the larger community, or segments thereof, including but not limited to, those relationships which are contractual; policies which provide for and govern University intergovernmental relationships, including but not limited to, those with the city of Youngstown, Mahoning county, as well as with agencies and departments of state and federal governments;
 - (h) Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the committee; and
 - (i) Policies that provide for the acquisition, development, access, and use of electronic

- technology within the purview of the committee.
- (ii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the committee.
 - (iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(b)(ii) of this rule, or as assigned by the board or its executive committee.
- (c) Finance and facilities committee.
- (i) To consider those matters that warrant board attention or require board action relating to:
 - (a) Financial and budgetary policies, including but not limited to, the annual operating budget, and the capital improvement budget;
 - (b) Policies governing debt instruments issued by the university;
 - (c) The financial and budgetary impact of major agreements, contracts, programs, plans or initiatives to be recommended to the board by any standing, ad hoc, or special committee, including but not limited to, recommendations regarding university personnel, insurance, and donations;
 - (d) The acquisition of real property by purchase, gift, or otherwise; the disposition of real property; the acquisition or disposition of significant property broadly classified as technology;

- (e) Major projects, including but not limited to, the construction, demolition, or remodeling of facilities, and, as appropriate, the selection of architects and engineers;
 - (f) Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the finance and facilities committee;
 - (g) Policies as related to the health of the campus community particularly related to current or emerging health crises; and
 - (h) Policies that provide for the acquisition, development, access, and use of electronic technology within the purview of the committee.
- (ii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the finance and facilities committee, including but not limited to, the conduct, and scrutiny of the auditor's work product, of the annual audit, as well as any special audits, undertaken by:
- (a) The university's internal auditor;
 - (b) External auditors; and
 - (c) State auditor.
- Auditor's work product includes findings, management letters, and all other relevant documentation.
- (iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in

- paragraph (D)(6)(c)(ii) of this rule, or as assigned by the board or its executive committee.
- (iv) The finance and facilities committee will include the following subcommittee:
- (a) Audit subcommittee.
 - (i) The audit subcommittee, chaired by the chairperson of the finance and facilities committee, will be composed of the chairperson and four additional trustees who will be appointed annually by the chairperson of the board. As appropriate, when receiving and considering certain audit reports, the president may be excused from the subcommittee proceedings.
 - (ii) The audit subcommittee will meet at least once annually and perform those duties as assigned by the finance and facilities committee relative to the bylaws contained in paragraph (D)(6)(c)(ii) of this rule.
 - (iii) The subcommittee will report its findings and recommendations to the finance and facilities committee.
- (d) Investment committee.
- (i) To consider those matters that warrant board attention or require board action relating to:

Section 3345.05 of the Revised Code, to exercise the authority and responsibility provided by law including but not limited to:

- (a) Policies governing investments issued by the university;
- (b) Custody and investment of any funds which are now under or may in the future come under control of the board of trustees.
- (ii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the committee.
- (iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(d)(ii) of this rule, or as assigned by the board or its executive committee.
- (e) Intercollegiate athletics committee.
 - (i) To consider those matters that warrant board attention or require board action relating to:
 - (a) Policies that provide for and govern the university's participation in intercollegiate athletics;
 - (b) Personnel matters; however, approval of personnel actions will occur in the university affairs committee;
 - (c) Policies that provide for the effectiveness of the NCAA compliance program;
 - (d) Policies that provide for the effectiveness of ensuring and promoting the academic, health, and social welfare of student-athletes;

- (e) Policies that assure the effectiveness of implementing the committee's endorsed budget;
- (f) Academic performance and progress of student-athletes annually;
- (g) Governance policies related to intercollegiate athletics;
- (h) The president's proposed approach to the selection of and term of service of the NCAA faculty representative(s);
- (i) Comparison of benchmarks that have been mutually agreed upon by the president and the director of intercollegiate athletics and endorsed by the committee; and
- (j) The faculty NCAA athletics representative(s) in serving as a liaison between the academic enterprise and the intercollegiate athletics department and receives the yearly update provided to the academic senate.
- (ii) The faculty representative(s), as specified in rules 3356-6-02 and 3356-6-03 of the Administrative Code (university policies 3356-6-02 and 3356-6-03), shall be a nonvoting member(s) of the committee. This (these) position(s) shall not count toward the determination of a quorum of the committee.
- (iii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the committee.

- (iv) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(e)(iii) of this rule, or as assigned by the board or its executive committee.
- (f) University affairs committee.
- (i) To consider those matters that warrant board attention or require board action relating to:
 - (a) Policies that provide for and govern the internal administrative operations of the university, excluding matters assigned to other of the board's standing committees;
 - (b) Policies that provide for and govern university employment where collective bargaining agreements apply, including but not limited to, oversight of the collective bargaining process and labor negotiations with unions representing university employees;
 - (c) Policies that provide for and govern university employment exempt from collective bargaining agreements, including but not limited to, oversight of contractual arrangements with exempt personnel;
 - (d) Policies that provide for equal opportunity standards and govern equal opportunity practices in university employment and operations, including but not limited to, implementation of affirmative action initiatives;
 - (e) Policies that provide for the acquisition, development, access, and use of electronic technology; and

- (f) Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the purview of the committee.
 - (ii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments within the purview of the committee.
 - (iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(f)(ii) of this rule, or as assigned by the board or its executive committee.
- (g) Workforce education and innovation committee.
- (i) To consider those matters that warrant board attention or require board action relating to:
 - (a) Policies that provide for the optimal utilization and effectiveness of all areas pertaining to workforce education and innovation;
 - (b) Policies that provide for optimal alignment of initiatives and activities associated with job entry and career advancement;
 - (c) Policies that optimize institutional engagement with local, regional, statewide and national workforce education and innovation initiatives;
 - (d) Policies that optimize the potential to monetize activities and initiatives across the education for workforce entry and career advancement spectrum;

- (e) Policies that provide for and govern the university's participation in initiatives related to education for career entry and work advancement;
 - (f) Personnel matters; however, approval of personnel actions will occur in the university affairs committee; and
 - (g) Annual financial report to the full board of trustees.
- (ii) To assist the board in the exercise of its oversight responsibilities relating to those administrative departments and functions within the purview of the committee.
 - (iii) To exercise on behalf of the board ancillary jurisdiction as related to the bylaws contained in paragraph (D)(6)(g)(ii) of this rule, or as assigned by the board or its executive committee.
- (h) Executive committee.
 - (i) The membership of the executive committee shall consist of the chairperson (presiding), the vice chairperson, and the chairpersons of the academic excellence and student success committee, the institutional engagement committee, the finance and facilities committee, the investment committee, the intercollegiate athletics committee, and the university affairs committee. The executive committee will consider those matters that warrant board attention or require board action relating to:
 - (a) Matters relevant to the employment, assessment and compensation of the president, with recommendation to the board, as appropriate, for its attention or

- action; for purposes of this consideration, the president may be excused from the committee's proceedings;
 - (b) Matters relative to the employment, assessment and compensation of the secretary, if determined by the board to be necessary, with recommendation to the board, as appropriate, for its attention or action; for purposes of this consideration, the secretary may be excused from the committee's proceedings;
 - (c) Matters not within the assigned purview of any board standing, ad hoc, or special committee; the executive committee will report on such matters, as appropriate, to the board for its attention or action;
 - (d) Special assignments of particular matters, not clearly within the purview of any board committee, to one of the board's standing, ad hoc, or special committees; the designated committee will be instructed to report either to the executive committee or to the board;
 - (e) Resolution of jurisdictional ambiguities between or among the board's standing, ad hoc, or special committees; and
 - (f) Other matters as appropriate to an executive committee, or as assigned by the board.
- (i) Governance committee.
 - (i) The governance committee shall be chaired by the chairperson, except as otherwise provided herein, and will meet on an as-needed basis to:

- (a) Consider proposed changes in the bylaws of the board, with recommendation to the board, as appropriate, for its attention or action;
- (b) Consider proposed changes in board and committee procedures, in full or in part, not stipulated in the bylaws, including but not limited to, scheduling, administrative staff participation or assistance, etc., with recommendation to the board, as appropriate, for its attention or action;
- (c) Any institutional mission statement, strategic or master plans, with recommendation to the Board, as appropriate, for its attention or action;
- (d) Develop and schedule board advances, workshops, seminars, orientation programs, and other special events, with recommendation to the board, as appropriate, for its attention or action;
- (e) Provide for periodic board self-evaluation and assessment;
- (f) Elect officers annually through a nomination process at its next to last regularly scheduled quarterly meeting of the university's fiscal year.
- (g) The next elected chair will annually survey the trustees regarding their interest, willingness and qualifications to serve in leadership roles in the forthcoming term. The chair will determine the committee assignments that will be in place at the first meeting of the new fiscal year; and

- (h) Consider other matters as appropriate to a governance committee, or as assigned by the executive committee of the board.
- (7) Ad hoc committees. The chairperson may appoint from time to time such ad hoc committees as may be required for the proper and continuous operation of the university; however, an ad hoc committee shall not be appointed to consider matters which lie entirely within the purview of a standing committee. The chairperson shall determine the membership of the ad hoc committee and when the work of the ad hoc committee is completed.
- (E) Article V. Administration of the university.
- (1) President of the university, faculty, and staff. The board shall employ the president of the university; and shall employ, fix the compensation of, and remove employees as may be necessary. The board shall do all things necessary for the proper maintenance and successful continuous operation of the university and may act under such policies and bylaws as it may approve.
 - (2) Other personnel. The employment, classification, wage scales, and dismissal of all personnel, not otherwise under contract to the board of trustees, shall follow the policies established by the board and the laws of the state of Ohio.
 - (3) Reports to the board.
 - (a) Budget. At a meeting of the finance and facilities committee prior to the board's last regular meeting of the university's fiscal year, the president shall present to the board the draft budget for the ensuing fiscal year. The budget shall be presented in a form showing estimated income and the allocations for the university's major areas of expenditure in accordance with general account classifications of the state of Ohio and shall be accompanied by a review describing the major changes.

As may be necessary, the budget may be revised from time to time by the board. After approval by the board, the budget shall govern financial transactions. The president shall establish procedures for the expenditure of all budgeted funds in accordance with the policies of the board. In administering the budget, the president may make or authorize transfers or adjustments in individual budget accounts or in local unrestricted accounts provided that no such action shall increase the total of budgeted expenditures. Whenever income fails to meet budgeted income, the president shall present to the board for its review and approval a plan to address any anticipated shortfalls. The status of the budget shall be reported to the board at each of its regularly scheduled meetings.

- (b) Revisions of fees and other charges. From time to time, but no less than annually, the president shall recommend to the board for its approval a continuation or revision of the instructional fees, tuition, general fees, and other uniform charges.
- (c) Service charges. The president may fix and announce other fees, fines, and rental or service charges. No such other fees or charges shall be imposed until authorized by the president.
- (d) Purchase of insurance.
 - (i) The president shall cause to have prepared and submitted to the board, at or before its first regular meeting after January first of each year, a report that tabulates all insurance policies in force, including coverage, current premiums and premiums paid during the previous two years, and agents servicing these policies. This report shall include, but is not limited to: general, fire, liability, bonds, property, automobile, comprehensive, officers and directors' liability, medical and hospitalization contracts, or any other policy for the protection of Youngstown state university's personnel and property.

- (ii) All insurance shall be purchased through the president or his or her designee.
- (e) Inventory of real property. At the close of each fiscal year, the president shall cause to be prepared and submitted to the board, at or before its first regular meeting after September first of each year, an inventory of all real property managed, owned, leased, rented, or under option to the university. This report shall include acreage held, an estimate of land and building values, a general statement on the condition of the physical plant, and such other details as may be directed by the board or the president.
- (f) Obligation of the university. At the close of each fiscal year the president shall cause to be prepared and submitted to the board a report describing the obligations of the university, financial and otherwise, the terms and conditions of repayment or satisfaction of such obligations and any security given by the university toward such obligations.
- (g) Annual financial report. At the end of each fiscal year, the president shall cause to be prepared and submitted to the board, at its first regular meeting after the audit of the university has been released by the auditor of state, a comprehensive financial report. The report should summarize all financial transactions, note changes in fund balances, and tabulate expenditures in accordance with generally accepted accounting principles for state agencies.
- (h) Youngstown state university development service agreement. At the end of each fiscal year the president shall cause to be prepared and submitted to the board a report pertaining to the university's development functions. Said report shall include detailed information regarding the university's relationship with the YSU foundation and activities performed by the Youngstown state university development service agreement entered into between the university and the YSU foundation.

- (4) **Purchasing practice.** All purchases by the university shall be made in accordance with the policies of the board and the laws of the state of Ohio.
- (F) **Article VI. University organizations.**
- (1) **Auxiliary agencies.**
- (a) As recommended by the president and approved by the board, certain university operations, whose income includes substantial amounts of other than imposed fees or appropriated revenue, shall be designated as auxiliary services. For budgeting purposes, an auxiliary service is a fiscal entity. The president shall cause to be prepared and submitted to the finance and facilities committee, at or before its first meeting after September first of each year, an annual report including an itemization of income and expenditures and a résumé of the operation for the year.
- (b) Except for those auxiliary activity accounts otherwise restricted, there may be a transfer of balances among them or to other university purposes as directed by the president with the approval of the finance and facilities committee.
- (c) The rental policies of the university as approved by the board also apply to all auxiliary activity facilities.
- (G) **Article VII. Instruction and degrees.**
- (1) **Degrees and certificates.**
- (a) Degrees, titles, and certificates shall be awarded by the board upon recommendation of the university faculty and transmitted to the board by the president. All diplomas issued to those receiving degrees and titles from the university shall be signed by the chairperson and the president.
- (b) **Honorary degrees.** The board will consider the conferral of honorary degrees given the recommendations to the provost

- by the academic senate as stipulated in its charter and the provost to the president as recommended to the board.
- (c) **Commencement speakers.** The board will consider the selection of a commencement speaker given the recommendations to the provost by the academic senate as stipulated in its charter and the provost to the president as recommended to the board.
- (H) **Article VIII. Miscellaneous.**
- (1) **Appearances before governmental offices.** Subject to specific control by the board, the preparation and presentation of requests for appropriations from the state of Ohio, and all appearances, communications, and representations made on behalf of the university with all federal, state, and local government offices, boards, and agencies, shall be under the direction of the president. Unauthorized appearances, communications, and representations before federal, state, and local government offices, boards, and agencies are hereby prohibited.
- (2) **Use of university facilities.** The use of university facilities shall be governed by such rules and regulations as may be promulgated by the president.
- (3) **Protocol for requests to address the board and/or its committees.**
- (a) Any and all persons desiring to address the board shall submit in writing a request for permission to address the board. Such request shall be submitted not less than three weeks prior to the meeting of the board at which the party requests to be heard.
- (b) All such requests shall be submitted to the board chairperson through the secretary to the board of trustees, by submission either directly to the secretary or through the office of the president of the university.
- (c) All such requests shall state the subject of the matter to be addressed to board, the identity or identities of the person(s) who will speak to the subject matter before the

- board, the relationship(s) of such person(s) to the university and the matter being brought to the attention of the board, the postal and electronic mail addresses and daytime telephone number of the person(s) requesting permission to address the board.
- (d) As the standing committees of the board are composed of all of the board's trustees, the board chairperson may in his or her discretion, refer any request to address the board to such committee of the board as the chairperson deems appropriate.
- (e) Any presentation to the board or a committee thereof contemplated under this procedure shall not be longer than five minutes in total length. The board chairperson and/or the chair of the board committee before which such presentation is to be delivered may at any time, in his or her discretion, increase or decrease the number of persons addressing the board or committee, and/or lengthen, shorten, or cancel the time permitted for any address or presentation.
- (f) The format and substance of any address or presentation to the board or its committees shall at all times remain within the bounds of relevance, civility, and decorum as shall be determined in the sole discretion of the chairperson of the body before which the matter is addressed or presented. The chairperson of that body shall at all times possess the authority to lengthen, short, or cancel, without notice or action of the body, the time allotted to any address or presentation.
- (g) No request to address the board or any of its committees shall knowingly be permitted or permitted to proceed if the substance or purpose of such address is or may be a subject of litigation, collective bargaining, employment relations involving the university, its employees, and/or students, or any other matter which is not properly within the public interest or the interest of the university.

- (4) Protocol for handling letters, petitions, or other such forms of communication submitted to the board.
- (a) Any such communication of a personnel nature will be considered by the appropriate committee of the board at the next regularly scheduled meeting.
- (b) Communications other than personnel matters will be considered for appropriate disposition at the next agenda setting meeting for the upcoming regular meeting of the board.
- If considered to be an urgent matter by the president, the board chair will be consulted to determine the appropriate next steps regarding the matter.
- (I) Article IX. Bylaws, rules, and policies (promulgation, amendment, and repeal).
- (1) Statement of purpose. University bylaws, including additions or amendments, outline the major administrative and governing functions of the board. Detailed rules, policies, and ordinances for the operation of the university may be enacted or amended by action of the board or may be promulgated by the president, provided such shall not conflict with policies or bylaws of the board.
- (2) Rules and policies: promulgation, amendment, and repeal. Detailed rules and policies for the organization, administration, and operation of the university may be promulgated, amended, and repealed by the board, in consideration of recommendations of the president.
- (3) Amendments to bylaws.
- (a) Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by affirmative vote of not less than five trustees at any regular meeting or special meeting of the board. Any proposed alteration, amendment, repeal, or adoption of all or any part of the bylaws shall first be announced at a meeting of the board (regular or special).

Action on the proposal may not be taken until the next meeting of the board (regular or special).

- (b) Amendments to the bylaws shall be effective upon adoption by an affirmative vote of not less than five members of the board.