

**SHAWNEE STATE UNIVERSITY  
EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES**

**Meeting Minutes  
April 30, 2021**

**Call to Order**

Chairperson Watson called the meeting to order at 9:00 a.m. noting the meeting was in compliance with RC § 121.22(F).

**Roll Call**

Members Present: Mr. Watson, Mr. Furbee, Mr. Evans and Mr. Williams

Members Absent: None

Others in Attendance: Mr. Edwards, Dr. Haas, Ms. Hartop, Dr. White, Mr. Braun, Dr. Bauer, Mr. McPhillips, Dr. Boyles, Dr. Ahuja, and Ms. Otworth

**Resolution E03-21, Amending Policy 1.01Rev, Bylaws of the Board of Trustees**

This resolution approves amendments to the Board of Trustees Bylaws. Mr. Furbee moved and Mr. Evans seconded the motion to approve recommendation of Resolution E03-21. The motion was passed by unanimous roll call vote of all Executive Committee members present.

**Resolution E04-21, Honoring the SSU Men's Basketball Team**

This resolution honors the SSU Men's Basketball Team on winning the NAIA National Championship. Mr. Furbee moved and Mr. Watson seconded the motion to approve recommendation of Resolution E04-21. The motion was passed by unanimous roll call vote of all Executive Committee members present.

**Resolution E05-21, Presidential Employment Agreement**

This resolution approves the continued employment of Dr. Bauer in the role of President. Mr. Furbee moved and Mr. Evans seconded the motion to approve recommendation of Resolution E05-21. The motion was passed by unanimous roll call vote of all Executive Committee members present.

**Adjournment**

The Executive Committee was adjourned by acclamation at 9:17 a.m.

  
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Chairperson, Board of Trustees

  
\_\_\_\_\_  
Secretary, Board of Trustees

**RESOLUTION E03-21**

**AMENDING POLICY 1.01REV, BYLAWS OF THE BOARD OF TRUSTEES**

WHEREAS, Policy 1.01Rev sets forth the bylaws of the Board of Trustees and also addresses the roles of the Board Chairperson, Vice Chairperson, Committees, Treasurer, and Secretary, and the role of the President; and

WHEREAS, a review of Policy 1.01Rev determined that amendments were warranted to, among other things, clarify processes, conform with legal requirements, and continue the successful operation of the University;

THEREFORE, BE IT RESOLVED that the Board of Trustees of Shawnee State University amends Policy No. 1.01Rev.

(April 30, 2021)

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May 5, 2021

  
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# Shawnee State University

POLICY TITLE:	BYLAWS OF THE BOARD OF TRUSTEES
POLICY NO.:	1.01REV
ADMIN. CODE:	3362-1-01
PAGE NO.:	1 OF 8
EFFECTIVE DATE:	045/306/2021+6
NEXT REVIEW DATE:	045/202417
RESPONSIBLE OFFICER(S):	BOARD OF TRUSTEES
APPROVED BY:	BOARD OF TRUSTEES

## 1.0 MEMBERS OF THE BOARD OF TRUSTEES

Shawnee State University is governed by its Board of Trustees and the members of the Board are appointed by the Governor, in accordance with Section 3362.01 of the Ohio Revised Code. In accordance with Ohio law, student ~~trustees~~ do not have voting authority, although their opinions and advice during deliberations are encouraged.

## 2.0 OFFICERS OF THE BOARD OF TRUSTEES AND THEIR DUTIES

- 2.1 At its last regular meeting of each fiscal year, the Board shall elect a Chairperson and Vice Chairperson for the next fiscal year. The terms of those elected will commence at the start of next fiscal year. At the Board's discretion, the Board may elect a Chair and/or Vice Chair to serve a term of one fiscal year or two fiscal years. Regardless of the length of appointment, a Chair's or Vice Chair's term will extend beyond the designated expiration date in instances where a successor has not yet been elected. However, under no circumstances may a Chair's or Vice Chair's term extend beyond the individual's term as Trustee, who shall serve for a term of one year or until their successors are elected whichever occurs later.
- 2.2 The ~~chairperson~~Chairperson shall preside at all meetings of the Board and shall decide all questions of order. It shall be the ~~chairperson~~Chairperson's duty to see that the Board's bylaws are properly followed and its orders properly executed. The ~~chairperson~~Chairperson shall, on behalf of and in the name of the University and the Board, sign all instruments authorized by the Board, except as such duties may be delegated to administrative officers.
- 2.3 In the absence of the Chairperson, the Vice Chairperson shall be invested with the powers and discharge the duties of the Chairperson. In the absence of the Chairperson and the Vice Chairperson, the duties of Chairperson will be discharged by the Trustee in the following order: Chairperson of the Finance and Administration Committee; Chairperson of the Academic and Student Affairs

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Committee; Vice Chairperson of the Finance and Administration Committee; and Vice Chairperson of the Academic and Student Affairs Committee.

### 3.0 PRESIDENT'S ROLE AT BOARD OF TRUSTEE MEETINGS

The President is expected to attend all full board Board and committee meetings, including executive session, unless directed otherwise by the Board. At such meetings, the President will, in an advisory role, have a voice in Board deliberations and have the authority to initiate any subject.

### 4.0 SECRETARY OF THE BOARD

4.1 The ~~Chairperson of the~~ Board may appoint a Secretary of the board Board. The Secretary may, if not a member of the Board, hold an administrative position with the University. The Secretary shall be responsible for ensuring that meeting notices are provided in accordance with Ohio law. The Secretary shall also be custodian of all board Board records and shall attest as required, by his or her signature, all instruments executed by the Chairperson or other authorized person on behalf and in the name of the University and the Board.

4.2 The Secretary shall be responsible for preparing accurate minutes of all board Board meetings and of committee meetings as needed.

4.3 The Secretary may, if called upon by the Board Chairperson, serve as board Board parliamentarian.

4.4 The Secretary serves at the pleasure of the Board.

### 5.0 TREASURER OF THE BOARD

The ~~Chairperson of the~~ Board may appoint a treasurer of the Board to take custody and control of all monie se ys due and owing to the University and to properly account for all monie se ys coming into his or her care and the expenditures of said monie se ys on behalf of the University. The Treasurer may, if not a member of the Board, hold an administrative position with the University. The Treasurer's appointment is continuing but may be terminated at any time, with or without cause, by the Board. The Treasurer will be bonded or insured for faithful performance of his or her duties in conformance with Ohio Revised Code Section 3362.02.

### 6.0 BOARD OF TRUSTEES COMMITTEES

6.1 Standing committees of the Board consisting of no fewer than three members each shall be appointed yearly, ~~or at any time a vacancy occurs,~~ by the Chairperson of the Board. The Chairperson shall also appoint new members to committees any time a vacancy occurs. Committee chairpersons and vice chairpersons shall be appointed by the Chairperson of the Board. Matters

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considered and recommended by any standing committee for ~~board~~Board approval, including any ~~board~~Board or ~~university~~University policy, shall be brought to the Board in the form of a resolution.

- 6.2 A majority of a committee's voting members constitute a quorum. In the event a majority of the voting members are not present to take committee action, a quorum may be established with at least one voting member of the committee plus any two additional voting members of the Board. The Board Chairperson, Vice Chairperson or any committee chairperson or ~~v~~ice chairperson has authority to make such temporary appointments and may self-appoint.
- 6.3 ~~The~~ Academic and Student Affairs Committee shall consider and make recommendations to the Board on matters pertaining to academic and student affairs programs and resources. Specific matters that may be presented to the Academic and Student Affairs Committee include, but are not limited to, the following: proposed and existing degree programs; awarding of degrees; commencement and other major ~~university~~University events; research and community development; faculty and staff matters including faculty promotions, organizational structures for academics and student affairs; ~~admissions and enrollment; financial aid; student life and housing;~~ and other matters as assigned to the committee by the Board or Chairperson of the Board.
- 6.4 ~~The~~ Finance and Administration Committee shall consider and make recommendations to the Board on matters pertaining to financial, business, facilities and administration of the University. Specific matters that may be presented to the Finance and ~~Administration~~Facilities Committee include, but are not limited to, the following: ~~university~~University capital and operating budgets; submission of appropriation and capital requests; tuition and student fees; annual audits; business organization and practices; borrowing and investment of funds; facilities and grounds, including naming, planning, construction, and maintenance; real property matters; purchasing policies; organization and staffing of Finance and Administration; personnel policies and matters; ~~collective bargaining matters;~~ safety and security; information technology; auxiliary operations and services; and other matters as assigned to the committee by the Board or Chairperson of the Board.
- 6.5 ~~The~~ Executive Committee ~~shall be,~~ comprised of the Board Chairperson (serving as chairperson), ~~and~~ Board Vice Chairperson, and the chairpersons of the committees on Academic and Student Affairs, and Finance and Administration. In the event either or both the Chairperson and Vice Chairperson of the Board also chairs a committee, the Board Chairperson may appoint an additional Board member(s) ~~to the Executive Committee~~. The Executive Committee shall consider and make recommendations to the ~~board~~Board on the following matters: proposed ~~university~~University policies on matters not assigned to another committee; bargaining unit agreements; ~~and~~ personnel actions that pertain to any of the ~~V~~ice ~~P~~residents or other personnel requested by the President or Chairperson of the

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Board. The Executive Committee shall also have responsibility for: orienting and mentoring new ~~board~~Board members; evaluating the performance of the President and making a recommendation to the Board on the President's compensation and benefits package. The Executive Committee shall also act/recommend on behalf of the Board on issues needing immediate attention and report such actions to the Board. To act on behalf of the Board, a quorum of the Executive Committee (three members), which may include temporary appointments pursuant to section 6.2, above-must, must be present. Executive Committee actions taken on behalf of the Board shall be reported to the Board and made a part of the official record by including such action in the record of the next regularly scheduled ~~board~~Board meeting. Any meeting of the Executive Committee at which binding action is taken shall adhere to all applicable provisions of Ohio Revised Code 121.22, the Open Meetings law.

- 6.6 The Chairperson of the Board shall be a voting member of the Board, the Executive Committee, and one other standing committee and an ex-officio (non-voting) member of all other committees.
- 6.7 The President will appoint at least one Vice President or other appropriate administrative personnel to staff the Academic and Student Affairs Committee and the Finance and Administration Committee.

## 7.0 MEETINGS OF THE BOARD OF TRUSTEES

~~7.1~~ The Board of Trustees shall comply with all provisions of the Ohio Open Meetings Law set forth in section 121.22 of the Revised Code. The Secretary shall be responsible for ensuring that all required notifications are issued. Any person desiring specific notification of Board meetings may request copies of ~~board~~Board agendas upon providing a self- addressed stamped envelope to the Secretary, or by providing an email address to which agendas may be sent electronically.

### 7.2 Meetings

- 7.2.1 The annual organizational meeting of the Board is its ~~first-last~~ regularly scheduled meeting of the fiscal year. Other regular meetings will be scheduled and posted for public notice at least five days in advance.
- 7.2.2 Special meetings may be held upon the call of the ~~chairperson~~Chairperson or upon written request to the ~~S~~ecretary by three ~~board~~Board members.
- 7.2.3 A majority of the ~~then-current membership of the~~ Board, when duly convened, shall constitute a quorum to do business, and a majority vote of those present shall be sufficient to adopt any motion or resolution, provided that the vote of CHOOSE ONE: (no fewer than five members)(a majority of the all then-current membership of the Board) shall be

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necessary to make or confirm the making of any contract involving the expenditure of money not provided for in the annual budget; to adopt and revise the annual budget; and to amend or repeal previously adopted policies or bylaws of the Board.

7.2.4 A roll call vote shall be taken whenever directed by the Chairperson or requested by two members of the Board and shall be necessary when electing or removing a President.

### 7.3 Order of business

The usual order of business at ~~board~~Board meetings shall be as follows:

Call to order

Roll call

Approval of Minutes

Approval of Agenda

Consent agenda

Committee reports

Non-consent action items

Reports, if any, from ~~board~~Board liaisons with other organizations

President's report

New business

Comments from constituent groups (if any) and the public

Executive session, if necessary

Other business

Adjournment

#### 7.3.1 Business to be considered.

The President is responsible for development of the agenda for the Chairperson's final approval. Any proposed action or business item by a ~~board~~Board member should be presented to other ~~board~~Board members and the President at least five days prior to the ~~board~~Board meeting.

#### 7.3.2 Consent agenda.

Items requiring a decision that are expected to require no discussion or debate by the ~~board~~Board may be presented as a "Consent Agenda" as part of the agenda described in Section 7.3.1. Items may be removed from the Consent Agenda on the request of any ~~board~~Board member and without a motion or vote. Removed items may be taken up by the ~~board~~Board either immediately after the Consent Agenda or placed later on the agenda at the discretion of the Chairperson. Items not removed may be adopted by general consent and in accordance with Section 7.2.3. Consent Agenda items may include items recommended to the ~~board~~Board by any of the standing committees of the ~~board~~Board, except for any items that involve

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the expenditure of money not provided for in the annual budget, or adoption or revision of the annual budget.

#### 7.4 Public and constituent participation

It is the policy of the Board to require persons who wish to address the Board in the Comment portion of the Board meeting to limit their remarks to no more than five minutes, and to speak at the appropriate time during the agenda. The Chairperson may institute a sign-in process for persons who wish to speak and also limit the number of speakers commenting on any one subject. The Board may or may not respond to speakers' comments.

#### 7.5 Parliamentary rules

The proceedings of the Board, when not otherwise provided for by its rules, shall be governed by the most current edition of "Robert's Rules of Order." Any motion shall be reduced to writing upon the request of a member.

#### 7.6 Recording Meetings

Members of the public and the news media may record public sessions of ~~board~~Board and committee meetings. Use of recording devices may not interfere with the meeting or other attendees' view or hearing of the proceedings. Any recording devices must be fixed to one location in the room throughout the meeting. No flashes or other light enhancing devices may be used. The location of recording devices will be determined by the Chairperson prior to the meeting. Where multiple parties desire to record the meeting, the Chairperson may limit the number of recording devices in the meeting to no more than two.

### 8.0 THE PRESIDENT OF THE UNIVERSITY

8.1 Serving at the pleasure of the Board of Trustees, the President is the Chief Executive Officer of the University.

8.2 The President is responsible for recommending policies to the Board and for implementing those policies approved by the Board. The President must provide leadership in establishing a vision and goals to guide the University in fulfilling its mission. While the Board has the ultimate responsibility for the governance of the institution to ensure its proper maintenance and successful and continuous operation, it is the President's responsibility to execute ~~board~~Board policies and administer the University to fulfill its mission. Specific responsibilities of the President include, but are not limited to, the following:

8.2.1 Administer ~~board~~Board policies to achieve the institutional mission.

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- 8.2.2 Direct strategic and short-range planning.
- 8.2.3 Develop, maintain and evaluate academic programs in furtherance of the University's mission.
- 8.2.4 Develop and maintain an administrative organization and governance structure to facilitate both input into policy development and effective utilization of the resources required to achieve the University's goals and mission.
- 8.2.5 Develop and maintain a system that will receive, screen and recommend for employment the most qualified personnel required to carry out the mission of the University. In addition, this system must assign, supervise, evaluate and promote all personnel employed by the University.
- 8.2.6 Plan and develop a process to secure and maintain the resources necessary to achieve the University's mission at the highest level of quality. This responsibility shall include the presentation of these needs before the Ohio Department of Higher Education~~Board of Regents~~, the Governor's Executive~~Office~~, and the legislature.
- 8.2.7 Prepare and present for Board of Trustees approval the annual operating and capital budgets; in addition, make budgetary allocations and supervise the expenditure of all funds.
- 8.2.8 Present for Board of Trustees approval matters that are required by law or ~~university~~University policy to be presented to the Board.
- 8.2.9 Develop and maintain facilities and equipment required to support the mission of the University.
- 8.2.10 Communicate to the Board the current condition and potential problems facing the University.
- 8.2.11 Represent the University before external public and private sector constituencies.
- 8.3 The President will be evaluated by the Board according to Policy No. 1.03.
- 9.0 ADOPTION, AMENDMENT, AND REPEAL OF BYLAWS AND OF —UNIVERSITY POLICY AND PROCEDURES
- 9.1 The foregoing bylaws are intended to provide a general framework for the administration, and operation of the University. Detailed policies and procedures for the organization, administration, and operation of the University may be

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adopted, amended, and repealed by the Board of Trustees or President as specified in Board of Trustees Policy No. 5.00RevEV. :

- 9.2 New bylaws may be adopted and existing bylaws amended or repealed by a majority vote of the Board of Trustees at any regular meeting of the Board, providing that notice of the meeting specifies that adoption, amendment, or repeal of the bylaws is to be considered.

## 10.0 TRUSTEE EMERITUS

The Board may grant emeritus status to a ~~board~~Board member whose~~e~~<sup>s</sup> term has ended, is about to end, or who departed from the Board in good standing and had, during the member's ~~board~~Board term, made an exemplary contribution to the Board. Nominations may be made by any current ~~board~~Board member in writing to the ~~chairperson~~Chairperson of the Board or to the President and should fully describe the reasons for the nomination. A grant of trustee emeritus status requires approval of a resolution by a majority of Board members at a meeting in which a quorum is present. A trustee emeritus is an honorary title, without compensation, and, unless compelling circumstances arise that affect the integrity of the institution, the title is a life time honor. A majority of two-thirds of the ~~full board~~Board is necessary to remove an emeritus status.

### History

Effective: 10/16/89

Revised: 04/30/21; 05/06/16; 05/02/14; 11/18/11; 01/14/11; 03/13/09; 06/10/05; 12/10/98; 02/18/95; 10/15/93; 05/04/92

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# Shawnee State University

POLICY TITLE:	BYLAWS OF THE BOARD OF TRUSTEES
POLICY NO.:	1.01REV
ADMIN. CODE:	3362-1-01
PAGE NO.:	1 OF 8
EFFECTIVE DATE:	04/30/2021
NEXT REVIEW DATE:	04/2024
RESPONSIBLE OFFICER(S):	BOARD OF TRUSTEES
APPROVED BY:	BOARD OF TRUSTEES

## 1.0 MEMBERS OF THE BOARD OF TRUSTEES

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## 2.0 OFFICERS OF THE BOARD OF TRUSTEES AND THEIR DUTIES

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2.2 The Chairperson shall preside at all meetings of the Board and shall decide all questions of order. It shall be the Chairperson's duty to see that the Board's bylaws are properly followed and its orders properly executed. The Chairperson shall, on behalf of and in the name of the University and the Board, sign all instruments authorized by the Board, except as such duties may be delegated to administrative officers.

2.3 In the absence of the Chairperson, the Vice Chairperson shall be invested with the powers and discharge the duties of the Chairperson. In the absence of the Chairperson and the Vice Chairperson, the duties of Chairperson will be discharged by the Trustee in the following order: Chairperson of the Finance and Administration Committee; Chairperson of the Academic and Student Affairs Committee; Vice Chairperson of the Finance and Administration Committee; and Vice Chairperson of the Academic and Student Affairs Committee.

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### 3.0 PRESIDENT'S ROLE AT BOARD OF TRUSTEE MEETINGS

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### 4.0 SECRETARY OF THE BOARD

4.1 The Board may appoint a Secretary of the Board. The Secretary may, if not a member of the Board, hold an administrative position with the University. The Secretary shall be responsible for ensuring that meeting notices are provided in accordance with Ohio law. The Secretary shall also be custodian of all Board records and shall attest as required, by his or her signature, all instruments executed by the Chairperson or other authorized person on behalf and in the name of the University and the Board.

4.2 The Secretary shall be responsible for preparing accurate minutes of all Board meetings and of committee meetings as needed.

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4.4 The Secretary serves at the pleasure of the Board.

### 5.0 TREASURER OF THE BOARD

The Board may appoint a treasurer of the Board to take custody and control of all monies due and owing to the University and to properly account for all monies coming into his or her care and the expenditures of said monies on behalf of the University. The Treasurer may, if not a member of the Board, hold an administrative position with the University. The Treasurer's appointment is continuing but may be terminated at any time, with or without cause, by the Board. The Treasurer will be bonded or insured for faithful performance of his or her duties in conformance with Ohio Revised Code Section 3362.02.

### 6.0 BOARD OF TRUSTEES COMMITTEES

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- 6.2 A majority of a committee's voting members constitute a quorum. In the event a majority of the voting members are not present to take committee action, a quorum may be established with at least one voting member of the committee plus any two additional voting members of the Board. The Board Chairperson, Vice Chairperson or any committee chairperson or vice chairperson has authority to make such temporary appointments and may self-appoint.
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- 6.5 The Executive Committee shall be comprised of the Board Chairperson (serving as chairperson), Board Vice Chairperson, and the chairpersons of the committees on Academic and Student Affairs, and Finance and Administration. In the event either or both the Chairperson and Vice Chairperson of the Board also chairs a committee, the Board Chairperson may appoint an additional Board member(s) to the Executive Committee. The Executive Committee shall consider and make recommendations to the Board on the following matters: proposed University policies on matters not assigned to another committee; bargaining unit agreements; and personnel actions that pertain to any of the Vice Presidents or other personnel requested by the President or Chairperson of the Board. The Executive Committee shall also have responsibility for: orienting and mentoring new Board members; evaluating the performance of the President and making a recommendation to the Board on the President's compensation and benefits package. The Executive Committee shall also act/recommend on behalf of the Board on issues needing immediate attention and report such actions to the Board. To act on behalf of the Board, a quorum of the Executive Committee (three

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members), which may include temporary appointments pursuant to section 6.2, above, must be present. Executive Committee actions taken on behalf of the Board shall be reported to the Board and made a part of the official record by including such action in the record of the next regularly scheduled Board meeting. Any meeting of the Executive Committee at which binding action is taken shall adhere to all applicable provisions of Ohio Revised Code 121.22, the Open Meetings law.

- 6.6 The Chairperson of the Board shall be a voting member of the Board, the Executive Committee, and one other standing committee and an ex-officio (non-voting) member of all other committees.
- 6.7 The President will appoint at least one Vice President or other appropriate administrative personnel to staff the Academic and Student Affairs Committee and the Finance and Administration Committee.

## 7.0 MEETINGS OF THE BOARD OF TRUSTEES

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- 7.2.2 Special meetings may be held upon the call of the Chairperson or upon written request to the Secretary by three Board members.
- 7.2.3 A majority of the then-current membership of the Board, when duly convened, shall constitute a quorum to do business, and a majority vote of those present shall be sufficient to adopt any motion or resolution, provided that the vote of no fewer than five members shall be necessary to make or confirm the making of any contract involving the expenditure of money not provided for in the annual budget; to adopt and revise the annual budget; and to amend or repeal previously adopted policies or bylaws of the Board.

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7.2.4 A roll call vote shall be taken whenever directed by the Chairperson or requested by two members of the Board and shall be necessary when electing or removing a President.

7.3 Order of business

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Roll call

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7.3.1 Business to be considered.

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7.3.2 Consent agenda.

Items requiring a decision that are expected to require no discussion or debate by the Board may be presented as a "Consent Agenda" as part of the agenda described in Section 7.3.1. Items may be removed from the Consent Agenda on the request of any Board member and without a motion or vote. Removed items may be taken up by the Board either immediately after the Consent Agenda or placed later on the agenda at the discretion of the Chairperson. Items not removed may be adopted by general consent and in accordance with Section 7.2.3. Consent Agenda items may include items recommended to the Board by any of the standing committees of the Board, except for any items that involve the expenditure of money not provided for in the annual budget, or adoption or revision of the annual budget.

7.4 Public and constituent participation

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8.2.1 Administer Board policies to achieve the institutional mission.

8.2.2 Direct strategic and short-range planning.

8.2.3 Develop, maintain and evaluate academic programs in furtherance of the University's mission.

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May 5, 2021

  
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- 8.2.4 Develop and maintain an administrative organization and governance structure to facilitate both input into policy development and effective utilization of the resources required to achieve the University's goals and mission.
- 8.2.5 Develop and maintain a system that will receive, screen and recommend for employment the most qualified personnel required to carry out the mission of the University. In addition, this system must assign, supervise, evaluate and promote all personnel employed by the University.
- 8.2.6 Plan and develop a process to secure and maintain the resources necessary to achieve the University's mission at the highest level of quality. This responsibility shall include the presentation of these needs before the Ohio Department of Higher Education, the Governor's Office, and the legislature.
- 8.2.7 Prepare and present for Board of Trustees approval the annual operating and capital budgets; in addition, make budgetary allocations and supervise the expenditure of all funds.
- 8.2.8 Present for Board of Trustees approval matters that are required by law or University policy to be presented to the Board.
- 8.2.9 Develop and maintain facilities and equipment required to support the mission of the University.
- 8.2.10 Communicate to the Board the current condition and potential problems facing the University.
- 8.2.11 Represent the University before external public and private sector constituencies.
- 8.3 The President will be evaluated by the Board according to Policy No. 1.03.
- 9.0 **ADOPTION, AMENDMENT, AND REPEAL OF BYLAWS AND OF UNIVERSITY POLICY AND PROCEDURES**
- 9.1 The foregoing bylaws are intended to provide a general framework for the administration, and operation of the University. Detailed policies and procedures for the organization, administration, and operation of the University may be adopted, amended, and repealed by the Board of Trustees or President as specified in Board of Trustees Policy No. 5.00Rev.
- 9.2 New bylaws may be adopted and existing bylaws amended or repealed by a majority vote of the Board of Trustees at any regular meeting of the Board,

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providing that notice of the meeting specifies that adoption, amendment, or repeal of the bylaws is to be considered.

#### 10.0 TRUSTEE EMERITUS

The Board may grant emeritus status to a Board member whose term has ended, is about to end, or who departed from the Board in good standing and had, during the member's Board term, made an exemplary contribution to the Board. Nominations may be made by any current Board member in writing to the Chairperson of the Board or to the President and should fully describe the reasons for the nomination. A grant of trustee emeritus status requires approval of a resolution by a majority of Board members at a meeting in which a quorum is present. A trustee emeritus is an honorary title, without compensation, and, unless compelling circumstances arise that affect the integrity of the institution, the title is a life time honor. A majority of two-thirds of the Board is necessary to remove an emeritus status.

#### History

Effective: 10/16/89

Revised: 04/30/21; 05/06/16; 05/02/14; 11/18/11; 01/14/11; 03/13/09; 06/10/05; 12/10/98; 02/18/95; 10/15/93; 05/04/92

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## **RESOLUTION E04-21**

### **HONORING THE SSU MEN'S BASKETBALL TEAM**

WHEREAS, Shawnee State University proudly supports extracurricular sports opportunities for all of its students, including varsity team competition in the Mid-South Conference (MSC) and the National Association of Intercollegiate Athletics (NAIA); and

WHEREAS, the University is proud of the accomplishments of all of its student athletes both in the classroom and on the field of play, especially during a year of unprecedented challenge due to the coronavirus pandemic; and

WHEREAS, members of the Shawnee State University Men's Basketball Team, including its student-athletes, coaches, trainers, support staff, and volunteers, represented the institution and the region with distinction by exhibiting the highest caliber of competitive play, admirable teamwork and dedication, and commitment to excellence; and

WHEREAS, the Shawnee State University Men's Basketball Team ended the 2020-2021 season having: won the most games in school history, won the most consecutive games in school history, won the school's first Mid-South Conference Regular Season Title, won the school's first Mid-South Conference Tournament Title, and won the National Association of Intercollegiate Athletics Men's Basketball National Championship;

THEREFORE, BE IT RESOLVED that the Board of Trustees of Shawnee State University recognizes the Shawnee State University Men's Basketball Team for winning the NAIA national championship and extends its sincere congratulations and appreciation to team members Amier Gilmore, Kobie Johnson, James Jones, Jakiel Wells, Tre Beard, Bailey Davis, Desmond Crosby, Jr., Issac Abergut, Shawn Paris, Jr., Corie Blount, Jr., Miles Thomas, Latavious Mitchell, Donovan Carlisle, Markus Geldenhuys, and EJ Onu; and Head Coach Delano Thomas, Assistant Coaches Lindal Yarbrough, Jack Trainer, D'Andre Price, Zack Kelly, and Justin Patrick; and

BE IT FURTHER RESOLVED that the Board of Trustees of Shawnee State University grants special recognition: to Head Coach Delano Thomas for being named both the Mid-South Conference Coach of the Year and the NAIA Coach of the Year; to EJ Onu for being named the Mid-South Conference Player of the Year and an NAIA First-team All-American; and to James Jones for being named the NAIA National Tournament Most Valuable Player and an NAIA Second-Team All-American.

(April 30, 2021)

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**RESOLUTION E05-21**

**PRESIDENTIAL EMPLOYMENT AGREEMENT**

WHEREAS, the current Presidential Employment Agreement with the University President, Dr. Jeffrey Bauer, as amended, expires on June 30, 2021; and

WHEREAS, the Board wishes to retain Dr. Bauer in the role of President, and Dr. Bauer has expressed interest in remaining President for at least one more fiscal year; and

WHEREAS, the Board Chair and Dr Bauer have mutually agreed to the terms and conditions for the continuation of the employment of Dr. Bauer as University President, as set forth in the attached Presidential Employment Agreement;

NOW, THEREFORE, IT IS RESOLVED that the Shawnee State University Board of Trustees approves the continued employment of Dr. Bauer in the role of President under the terms set forth in the Presidential Employment Agreement, and directs the Board Chair to execute the agreement on behalf of the Board of Trustees.

(April 30, 2021)

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Secretary, SSU Board of Trustees

**SHAWNEE STATE UNIVERSITY**  
**PRESIDENTIAL EMPLOYMENT AGREEMENT**

This Presidential Employment Agreement (“Agreement”) is made by and between The Board of Trustees of Shawnee State University (the “Board”) and Jeffrey A. Bauer (the “President” or “Dr. Bauer”) and is effective July 1, 2021.

**RECITALS**

WHEREAS, the Board wishes to continue the employment of Dr. Bauer as President of Shawnee State University (“University”) and Dr. Bauer wishes to continue serving as President, subject to the terms of this Agreement and applicable law; and

WHEREAS, both the Board and Dr. Bauer desire to set forth their respective rights and obligations in this Agreement; and

WHEREAS, the material terms of this Agreement have been duly approved by the Board at the regular meeting of the Board of Trustees held on April 30, 2021;

NOW, THEREFORE, in consideration of the promises, and the mutual covenants and conditions herein contained, the adequacy and sufficiency of which are hereby acknowledged, the Board and the President agree as follows:

**1.0 Appointment as President.**

- 1.1 The Board hereby agrees to continue the employment of Dr. Bauer as President of the University. As President, Dr. Bauer will serve as the chief executive officer of the University under the bylaws, policies and supervision of its Board and its primary officers (Chairperson and Vice-Chairperson). The President hereby accepts and agrees to such employment.
- 1.2 The President shall perform all duties required by law and this Agreement, and in accordance with Board directives, bylaws and policies, as adopted or amended. The President shall also perform those duties as are customarily performed by a University president including, but not limited to, the following:

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- 1.2.1 Providing institutional leadership;
- 1.2.2 Administering and developing board policies and procedures that advance the University's goals and mission;
- 1.2.3 Providing executive leadership and guidance for the academic affairs of the University;
- 1.2.4 Providing executive leadership in long-range strategic planning; budget formulation; and supervision of the University's buildings and grounds;
- 1.2.5 Engaging in public, governmental and alumni relations;
- 1.2.6 Fundraising and development;
- 1.2.7 Recruiting, retaining and graduating students;
- 1.2.8 Recruiting and retaining the most qualified faculty and staff;
- 1.2.9 Performing such other responsibilities commensurate with the position as President that may from time to time be assigned by the Board.

**2.0 Best Efforts as President.**

- 2.1 The President agrees to faithfully, industriously and with maximum use of his experience, ability and talent, devote full-time attention and energies to the duties as President of the University.
- 2.2 Such duties shall be principally rendered at the campus of the University in Portsmouth, Ohio, and at such other places as the Board or the President deem appropriate for the interest, needs, business or opportunity of the University.
- 2.3 The President shall not, without prior written permission from the Board Chairperson, render services of any professional nature for remuneration to or for any person or firm other than to the University. Nor may the President engage in any activity that may be competitive with or averse to the best interest of the University or otherwise engage in any activity or conduct in violation of Ohio's ethics laws applicable to public officers and public employees. The expenditure of reasonable amounts of time for charitable activities shall not be deemed a breach of this Agreement, provided that such activities do not interfere with the duties of President.

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**3.0 Term of Appointment.**

This appointment as President shall be for one year, commencing on July 1, 2021 and terminating on June 30, 2022 (“Initial Term”), subject to earlier termination and potential renewal, as provided in this Agreement.

The parties agree to a mutual option for two (2) renewals of one (1) year each at the expiration of the initial term on June 30, 2022. The parties shall meet and decide by no later than October 1, 2021 and October 1 of each succeeding year whether this Agreement will be renewed for an additional one (1) year period. The Initial Term and any subsequent renewals of one (1) year shall collectively be referred to as the “Term.” The parties acknowledge and agree that this Agreement shall end by its terms no later than June 30, 2024, unless terminated sooner as provided in this Agreement or unless extended by mutual written agreement of the parties.

**4.0 Compensation.**

4.1 For all services rendered by the President under the provisions of this Agreement, the University shall pay the President an annual base salary of Two Hundred Forty-Five Thousand Dollars (\$245,000.00) (“Base Compensation”), payable in twenty-six (26) equal payments through each fiscal year (July 1 - June 30). Such base salary shall be subject to all applicable deductions and tax withholdings. Deductions for the employee portion of the cost of the University-provided retirement, health, life insurance and similar employee benefit costs for University administrators shall be deducted from the President’s base salary amount, and shall be subject to the plan cost adjustments applicable to all University administrators.

4.2 The President’s base salary shall be annually reviewed in conjunction with the Board’s annual performance review of the President in accordance with Board policy. A merit increase of the President’s salary may be considered at such performance review.

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**5.0 Physical Examination, Insurance, Retirement and Benefits.**

- 5.1 As a condition of employment as President, and within ninety (90) days of the Effective Date of this Agreement, the President shall have a comprehensive physical examination by a licensed physician, mutually agreed upon by the parties. The University will assume the costs of the examination and all tests and procedures related to the examination. A certification of his fitness for duty shall be submitted to the Chairperson of the Board of Trustees. The President shall undergo a similar examination annually, with all costs to be borne by the University, and a physician's certification of fitness for duty shall be submitted to the Chairperson of the Board of Trustees.
- 5.2 The University shall provide the President with group medical, prescription, dental, vision, disability, and basic life insurance, in accordance with the University's employer-provided plans applicable to full-time University administrative employees. The President may elect to participate in voluntary benefit plans on the same basis and on the same terms as are generally available to full-time University administrative employees.
- 5.3 The President shall be entitled to participate in the Ohio State Teachers Retirement System ("STRS") pension plan or the Alternative Retirement Plan ("ARP") as the President may elect and for which the President is eligible under the terms of STRS or ARP, on the same basis and on the same terms as are generally available to full time University academic administrative employees.
- 5.4 In addition to the above retirement provision, the University will provide and maintain for the benefit of the President a Supplemental Qualified Retirement Plan under Section 401(a) of the Internal Revenue Code (the "SQRP"). On or about July 1, 2021 -- and if this Agreement is extended beyond June 30, 2022, on or about July 1 of each subsequent year in which Dr. Bauer serves as President -- the University shall contribute annual amounts to the SQRP up to the maximum permitted limits under the Code, provided that the aggregate annual contributions to the SQRP equal forty-five thousand dollars (\$45,000) (the "University Contribution"). Notwithstanding the foregoing, to the extent that the Code

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limits or prohibits the full amount of the University Contribution from being made to the SQRP, the University shall contribute such amounts as may be necessary to make the full annual University Contribution to a governmental excess benefit arrangement, as described in Section 415(m) of the Code.

**6.0 Vacation.**

- 6.1 The President shall be entitled to twenty-two (22) vacation days per fiscal year. Accumulation and payment for unused vacation days shall be governed by the same policies and procedures as are applicable to other full-time University administrative employees. Attendance at business and professional meetings and conferences shall not be construed as vacation time.
- 6.2 The President shall report use of vacation leave to the University's Human Resources Director and such use is subject to review by the Chairperson of the Board.
- 6.3 While vacation time is encouraged, the President shall not take vacation that interferes with properly discharging the duties of President under the terms of this Agreement.

**7.0 Sick Leave.**

- 7.1 For each year of employment, the President will accrue sick leave at a pro-rated amount each pay period for a maximum of 120 hours per year. Payment for unused sick days shall be governed by the same policies and procedures as are applicable to other full-time University administrative employees.
- 7.2 The President shall report use of sick leave to the University's Human Resources Director. Such use is subject to review by the Chairperson of the Board.

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**8.0 Housing Allowance.**

The University will provide the President with a housing allowance in the gross amount of three thousand two hundred fifty dollars (\$3,250.00) per month. Such housing allowance shall be subject to all applicable deductions and tax withholdings.

**9.0 Professional Dues and Meetings.**

9.1 The University will provide and pay for the President's professional dues for appropriate national professional organizations and such other professional associations that would further the interests of the University. The University shall also pay for the reasonable expenses incurred by the President to attend or participate in educational conferences, conventions, courses, seminars and other similar professional growth activities.

9.2 The University shall pay the President's and spouse's reasonable travel expenses, accommodations, and other necessary and proper expenses when the presence of the President's spouse is reasonably appropriate or necessary to further the interests of the University. This provision shall be liberally construed to encourage the participation of the President's spouse.

**10.0 Membership in Service Organizations.**

The President will be provided with membership in at least one service organization, such as Rotary, that would further the interests of the University. The President will also have access to a club membership that would further the University's interest, which would either be in the name of the University's foundation or the University. The President will be responsible for any expenses not related to University business.

**11.0 Faculty Appointment.**

The President shall hold the rank of Professor of Geology. Dr. Bauer shall have the right to fall back to the position Professor of Geology if: a) he resigns the position of President while this Agreement is in effect; b) he is

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terminated as President without cause; or c) he is terminated as President for any reason other than the for-cause provisions in subsections 13.1.1; 13.1.4; or 13.1.5, below.

**12.0 Working Facilities and Resources.**

The President shall be furnished with a private office, secretarial assistance, an entertainment budget and other resources that are necessary and reasonable for the operation of the President’s Office and the University’s development objectives. Resources shall include other appropriate technology equipment and assistance to fulfill the duties as President. Such furnishings and equipment shall remain the property of the University.

**13.0 Termination.**

13.1 Termination by the Board for Cause. The Board may terminate the President’s employment and this Agreement at any time for “Cause” without further liability under this Agreement, except for any earned but unpaid wages or vested benefits. “Cause” shall mean any of the following:

- 13.1.1 Any conduct of the President that constitutes moral turpitude, or that would tend to bring public disrespect, contempt, or ridicule upon the University;
- 13.1.2 A material violation by the President of any law, policy, procedure, rule or by-law of the University, or local, state or federal law, which, in the reasonable judgment of the Board, reflects adversely upon the University;
- 13.1.3 The President’s prolonged absence from work without the Board’s consent, except when such absence is attributable to illness or disability;
- 13.1.4 Misappropriation of University funds or University Development Foundation funds;
- 13.1.5 A conviction or guilty or no contest plea to a felony; and
- 13.1.6 Any other material violation or neglect by the President of the duties, terms and conditions set forth in this Agreement, or refusal to perform such duties in good faith and to the best of the

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President's abilities, any of which is not remedied after thirty (30) days' written notice to the President.

13.2 Termination by the Board without Cause. The parties agree that the Board, by formal vote, may terminate this Agreement prior to its normal expiration, without cause, as follows:

13.2.1 Regardless of any other provision of this Agreement, this Agreement shall terminate automatically, without further liability of the Board except for applicable medical, insurance and vested benefits provided in this Agreement, if the President dies.

13.2.2 Notwithstanding any reasonable accommodation that the Board may provide the President, if as a result of the President's disability or incapacitation, the Board reasonably deems the President incapable of performing the essential functions of his employment as President, the Board reserves the right to terminate this Agreement.

13.2.3 If the President dies or becomes incapable of carrying out the duties of office due to permanent disability and is terminated, the Board shall be liable to the President or the President's personal representative for any accrued but unpaid compensation together with any other compensation and benefits that would be due and payable to the President by reason of death or disability during University employment.

13.3 Benefits Upon Termination.

13.3.1 If the Board terminates this Agreement without cause under section 13.2.2 or the President terminates the contract under section 13.4, the President shall be entitled to continue to participate in the University's health insurance plan under the Consolidated Omnibus Reconciliation Act (COBRA) at 102% of the full cost of the University's health plan at the President's expense. The President will not be entitled to any other benefits except as otherwise provided or required by applicable law.

13.3.2 In no case shall the University be liable for the loss of any collateral business opportunities or any other benefits, perquisites, or income from any sources that may ensue as a result of the Board's termination of this Agreement without cause.

13.4 Termination by President. The President may terminate this Agreement and his employment as President at any time by the President delivering to the Board One Hundred Twenty (120) days' advance written notice of such termination. Upon termination by the President of this Agreement, any further obligations of the Board to the President under this Agreement shall cease and in no event shall the University be liable for the loss of any benefits, perquisites, or income from any other sources as a result of such termination.

**14.0 Tax Liability and Advice.**

14.1 The President shall be responsible for any federal, state or local income tax liability incurred as a result of payments made as compensation or benefits provided to the President pursuant to this Agreement.

14.2 The President acknowledges and agrees that it is the President's responsibility to seek advice from the President's personal tax, legal and financial advisors with respect to each and every term of the Agreement. Neither the University, nor any trustee, employee nor agent of the University makes any guarantee of any tax consequences with respect to any provision of this Agreement.

**15.0 Entire Agreement; Modification.**

15.1 The parties acknowledge and agree that this document contains the entire Agreement of the President and the Board.

15.2 This Agreement may be changed or modified by the parties only in writing signed by the President and the Chairperson of the Board with formal Board approval.



**16.0 Severability.**

The provisions of this Agreement are severable and independent, and if any such provision shall be determined to be unenforceable in whole or in part, the remaining provisions and any partially enforceable provision shall, to the extent enforceable in any jurisdiction, nevertheless be binding and enforceable.

**17.0 Governing Law and Forum.**

This Agreement shall be interpreted and construed in accordance with the laws of the State of Ohio. Claims arising under this Agreement or relating to the employment relationship between the parties shall be filed in the Ohio Court of Claims. If the Ohio Court of claims does not have jurisdiction over the subject matter of the dispute, venue shall lie in the appropriate state common pleas and/or federal district court that covers or includes Scioto County, Ohio.

**18.0 Waiver.**

No delay or failure to enforce any provision of this Agreement shall constitute a waiver or limitation of rights enforceable under this Agreement.

**19.0 Adequacy of Funds and O.R.C. 3345.77 Requirement.**

Payment of salary and other compensation under this Contract is subject to the appropriation of funds by the Ohio General Assembly. However, it is the understanding of the parties that funding for the University includes sources other than appropriations by the State of Ohio. It is not the intention of the Board to use any reduction in appropriations as a reason to reduce the salary of the President if other funds are available for such purpose. The parties further understand that this Contract is subject to Ohio Revised Code Section 3345.77.

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Secretary, SSU Board of Trustees

IN WITNESS WHEREOF, this Agreement is executed to be effective as of the date first set forth above.

SHAWNEE STATE UNIVERSITY

\_\_\_\_\_  
Joseph Watson, Chair  
Board of Trustees

Date: \_\_\_\_\_

\_\_\_\_\_  
Dr. Jeffrey A. Bauer  
President

Date: \_\_\_\_\_

This Agreement has been reviewed and approved for legal form and sufficiency.

\_\_\_\_\_  
Michael C. McPhillips  
General Counsel

Date: \_\_\_\_\_

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