

**MINUTES OF SPECIAL MEETING
OF
BOARD OF TRUSTEES
OF
YOUNGSTOWN STATE UNIVERSITY**

Tod Administration Building
Friday, August 23, 2002

Pursuant to notice duly given, a special meeting (the two hundred thirty-seventh) of the Board of Trustees of Youngstown State University convened at 5:00 p.m. on Friday, August 23, 2002, in the in the Board Room in Tod Administration Building.

Six trustees were present at the meeting, to-wit: Mr. Joseph S. Nohra, chairperson of the board, who presided, Mrs. Eugenia C. Atkinson, Mr. Larry E. Esterly, Dr. H. S. Wang, Mr. John L. Pogue, and Mr. Larry DeJane. Also present were student trustees Mr. Jeffrey J. Parks and Mr. Matthew Pastier. Absent were: Dr. Chander M. Kohli, Mr. Charles B. Cushwa III, and Mr. F. W. Knecht III.

Also present were Dr. David C. Sweet, President, and Franklin S. Bennett, Jr., secretary to the board of trustees. Also present were approximately 30 persons, including deans, members of the faculty, students, administrators, and members of the news media.

The chairperson called the meeting to order.

ITEM I - PROOF OF NOTICE OF MEETING.

Evidence was available to establish that pursuant to Article II, Section 2, of the board's *Bylaws*; notice of the call for today's special meeting was timely provided to each of the trustees, the student trustees and to the president.

ITEM II - DISPOSITION OF MINUTES FOR REGULAR MEETING HELD JUNE 28, 2002, AND SPECIAL MEETING HELD AUGUST 16, 2002 (AS RECESSED).

Disposition of the minutes of the board's regular meeting held June 28, 2002 and special meeting held August 16, 2002 (as recessed) was deferred until the next regular meeting of the board.

ITEM III - REPORT OF THE INTERNAL AFFAIRS COMMITTEE.

The chairperson recognized Mr. Pogue, vice chairperson of the Internal Affairs Committee, who moved that the board enter executive session to review collective bargaining negotia-

tions with university employees concerning their compensation and other terms and conditions of their employment. Mrs. Atkinson seconded the motion. The chairperson asked the secretary to the board to conduct a roll call vote on the motion, the results of which were as follows (YES being a vote in favor of the motion to enter executive session):

Mrs. Atkinson	YES	Mr. Nohra	YES
Mr. Esterly	YES	Dr. Wang	YES
Mr. Pogue	YES	Mr. DeJane	YES

The vote being unanimous, the chairperson declared the motion carried and the board entered executive session in the Manchester Room at 5:05 p.m. Present in executive session were the trustees, the student trustees, the president, Mr. Habat, Dr. Thomas Mar-
affa, and the secretary to the board of trustees. While in executive session the trustees considered matters pertaining to collective bargaining negotiations with the YSU-OEA. The board returned to public session at 5:09 p.m.

On returning to public session, the chairperson recognized Mr. Pogue, vice chairperson of the Internal Affairs Committee who, on behalf of the committee, moved the following resolution:

Resolution to Ratify
YSU-OEA Labor Agreement

YR 2003-04

WHEREAS, an Agreement for 2002-03, 2003-04, and 2004-05 between Youngstown State University and the Youngstown State University Chapter of the Ohio Education Association, an affiliate of the National Education Association and the Ohio Education Association, has been negotiated; and

WHEREAS, the membership of the Youngstown State University Chapter of the Ohio Education Association has ratified the proposed Agreement;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Trustees of Youngstown State University that the Agreement between Youngstown State University and the Youngstown State University Chapter of the Ohio Education Association for the period August 22, 2002, through August 21, 2005, is hereby ratified.

Following discussion, the motion received the affirmative vote of all trustees present. The chairperson declared the motion carried and the resolution adopted.

ITEM IV - REPORT OF THE TRUSTEESHIP COMMITTEE

Upon the request of the chairperson, the secretary to the board read the following resolution:

Resolution to Approve
Amendment to the *Bylaws of the*
Board of Trustees of Youngstown State University

YR 2003-05

WHEREAS, H.B. 524, Section 3345.05 of the Ohio Revised Code requires that the University establish an Investment Committee; and

WHEREAS, the Board of Trustees adopted policy 3007.01, Investment of Non-Endowment University Funds, which established an Investment Committee as required by Section 3345.05 of the Ohio Revised Code; and

WHEREAS, an amendment to the *Bylaws* of the Board of Trustees is necessary to reflect the Investment Committee established by the Board; and

WHEREAS, the proposed amendment to the Board of Trustees' *Bylaws* was announced at a meeting of the Board of Trustees on August 16, 2002, in accordance with Article VIII, Section 3 of the Board's *Bylaws*;

NOW, THEREFORE, BE IT RESOLVED, that the Youngstown State University Board of Trustees does hereby amend Article III, Section 9, Sub-section B.3., of the *Bylaws* as shown in Exhibit A attached hereto.

Mr. Esterly moved the adoption of the resolution read by the secretary to the board. Mrs. Atkinson seconded the motion. The motion received the affirmative vote of all trustees present, and was declared carried and adopted by the chairperson

ITEM V - COMMUNICATIONS, MEMORIALS

The board considered no communications or memorials.

ITEM VI - UNFINISHED BUSINESS

The board considered no unfinished business.

ITEM VII - NEW BUSINESS

The board considered no new business.

ITEM VIII - TIME AND PLACE OF UPCOMING REGULAR MEETINGS

Mr. Nohra stated that the next regular meeting of the Board of Trustees would take place at 3:00 p.m. on Tuesday, September 24, 2002.

ITEM IX - ADJOURNMENT

Upon motion duly made and seconded, the meeting was adjourned at 5:15 p.m.

Chairperson

ATTEST:

Secretary to the Board of Trustees

**Proposed Amendment to
Bylaws, Board of Trustees
Youngstown State University**

At Article III, Section 9, Sub-section B.3. (pp. 16-17)
Amendment to follow at conclusion of Section 9, Sub-section B.3. (p. 17)

The Finance and Facilities Committee will include the following two permanent subcommittees:

Audit Subcommittee

- (a) The Audit Subcommittee, chaired by the Chairperson of the Finance and Facilities Committee, will be composed of three additional Trustees who will be appointed annually by the Chairperson of the Finance and Facilities Committee. No subcommittee member so appointed may concurrently serve on the Investment Subcommittee. The Chairperson of the Board and the President will be nonvoting ex officio members of the subcommittee. As appropriate, when receiving and considering certain audit reports, the President may be excused from the subcommittee proceedings.
- (b) The Audit Subcommittee will meet at least once annually and perform those duties as assigned by the Finance and Facilities Committee relative to sub-section B.3. at paragraph b. The subcommittee will report its findings and recommendations to the Finance and Facilities Committee.

Investment Subcommittee

- (a) The Investment Subcommittee, chaired by the Vice Chairperson of the Finance and Facilities Committee, will be composed of three additional Trustees who will be appointed annually by the Chairperson of the Finance and Facilities Committee. No subcommittee member so appointed may concurrently serve on the Audit Subcommittee. The Chairperson of the Board and the President will be nonvoting ex officio members of the subcommittee.
- (b) The Investment Subcommittee will meet at least once quarterly and perform those duties assigned under applicable state law, and by the Finance and Facilities Committee relative to sub-section B.3. at paragraph a, bullet three. The subcommittee will report its findings and recommendations to the Finance and Facilities Committee and to the Board.

**Agenda Item E.1.
Exhibit A**