

OLLI –UC BOARD OF TRUSTEES STANDING RULES

1. OVERVIEW

- a. The adopted Bylaws of the organization is the document governing the Board operation. These Standing Rules are in addition to such Bylaws and, should there be any perceived conflict between the two documents, the Bylaws control.
- b. All operations and actions of the Board shall comply with all federal and state laws and all rules of the University of Cincinnati.

2. MEMBERSHIP

- a. Membership on the Board is open to all OLLI members. Selection of Board members will be made in accord with the Bylaws.
- b. As provided in the Bylaws, the Board may invite non-members to serve on the Board in an advisory, non-voting capacity.

3. MEETINGS

- a. The Board shall meet no less than six (6) times per “Academic Year” (defined as a 12-month period beginning on July 1 of any given calendar year and ending on June 30 of the following calendar year) at the time and place designated by the Chair.
- b. The date and time of Board meetings for the entire fiscal year will be set no later than August, which is the second month of the fiscal year. The dates, times and location of such meetings will be posted on the UC OLLI website. For electronic meetings, the OLLI office will maintain the meeting URL addresses, which are available upon request. Where warranted, the meeting times, dates and location may be changed by the Board Chair, with the new meeting time, date and location published on the website.
- c. Final approved minutes of each Board meeting are available from the OLLI office upon request, as noted on the OLLI website.
- d. As provided in the Bylaws, in addition to the regular monthly business meetings, the Chair or one-third of the board membership may call for other Board meetings. Notice of any such extraordinary meetings will be sent to Board members as quickly as practicable.
- e. The Board Chair and/or Program Director will send out a meeting reminder to all Board members, which will generally include the proposed agenda and the draft minutes of the prior Board meeting.
- f. Voting at meetings shall be by voice vote, unless the Chair determines that voting on a particular issue should be by show of hands or by written vote.
- g. In instances where the Chair determines that matters require immediate attention, the Chair may solicit votes electronically, by email or other similar means. Any vote so taken will be ratified at the next board meeting.
- h. Meetings shall be open to all OLLI members. With Board permission, non-members of OLLI may also attend such meetings. (See below, for rules governing non-Board member participation at Board meetings.)

4. ROLE OF BOARD CHAIR

- a. The Board Chair will preside at all meetings of the Board.
- b. The Board Chair will, in consultation with the Executive Committee, set the agenda for each Board meeting.
- c. The Board Chair may call for the Board to go into executive session should sensitive matters need to be discussed.
- d. When appropriate, the Board Chair may invite non-Board members to attend Board meetings.
- e. As provided in the Bylaws, the Board Chair will appoint the chairpersons of all Board Committees (which include standing committees) and serve as an ex officio member of all board committees.
- f. Standing Committee Chairs will consult with the Board Chair prior to appointment of Standing Committee Vice Chairs.
- g. In communicating with the University of Cincinnati on matters of policy, the Board Chair (in conjunction with the Program Director) will act as the representative of OLLI and its membership. (The Program Director will represent OLLI interests in day-to-day operational matters.)
- h. Upon request, the Board Chair will provide input to personnel of the University of Cincinnati in connection with any performance evaluation of the Program Director or any other paid employee working for OLLI.
- i. The Board Chair will be responsible for ensuring that Board actions are communicated to the OLLI membership via the electronic OLLI newsletter or other means.
- j. As soon as practicable after a Board vote, the Board Chair will notify all award recipients.
- k. As soon as practicable after a Board vote, and after coordination with the Chair of the Governance Committee, the Board Chair will notify and welcome all new incoming Board members.
- l. The Board Chair will appoint Board members to any ad hoc committees formed to facilitate OLLI business.
- m. As provided in the Bylaws, the Chair will, after consultation with the Governance Committee, select an OLLI member to fill any Board member vacancy that occurs when a Board member leaves prior to the end of his/her term.
- n. The Board Chair may delegate any of the above duties to the Vice Chair or other member of the Board.

5. ROLE OF VICE CHAIR

- a. In the absence of the Board Chair, the Vice Chair will assume all duties of the Board Chair.
- b. Upon request of the Board Chair, the Vice Chair will perform any particular duty the Board Chair delegates to him/her.
- c. The Vice Chair shall maintain ongoing progress and/or recommended modifications to the current Strategic Plan and report to the Board of Trustees on an as requested basis. The Vice Chair may select OLLI members for participation in reviews as needed.
- d. By the end of February of the second year of the Vice Chair's term, the Vice Chair will notify the Board Chair and the Chair of Governance of his/her interest in serving as Board Chair for the succeeding term. If the Vice Chair wishes to be a candidate for the position of Board Chair, such Vice Chair will consult with the Governance Committee on possible candidates for the next Vice Chair.
- e. As provided in the Bylaws, the Vice Chair will serve as an ex officio member of all board committees.

6. BOARD MEMBERS DUTIES AND OBLIGATIONS

- a. Members shall be familiar with the OLLI Bylaws, the 2025 Long Range Planning Report, the 2020 Strategic Plan, any other Board sponsored reports and these Standing Rules.
- b. Members shall attend Board meetings as scheduled; should a member be unable to attend the member will notify the Program Director prior to the meeting.
- c. Prior to each meeting, members will review any materials provided before the meeting, including the proposed agenda and minutes of the prior meeting.
- d. Members will give full attention to matters being discussed at any board meeting, avoiding side conversations as much as possible. Members shall also be courteous and considerate of thoughts and opinions expressed by fellow Board members.
- e. Members will keep confidential any discussions of the Board of a sensitive nature, including, but not limited to, discussions about prospective award nominees, discussions about proposed new Board members or other matters that the Chair requests be kept confidential.
- f. In addition to being a Board member, members will actively participate in OLLI business by involvement in some other work, such as Standing Committee (or subcommittee) work, ad hoc Board committee work, or other Board projects.
- g. Liability Insurance: The University of Cincinnati's liability insurance program provides coverage for OLLI's volunteer Board of Trustees, depending on the nature of the claim(s) asserted against the Board member(s) and whether it falls within the scope of UC's insurance coverage.

7. ADDITIONAL DUTIES OF CHAIRS OF STANDING COMMITTEES (CURRICULUM, BUDGET & FINANCE, FRIENDS OF OLLI, GOVERNANCE, MARKETING)

- a. Each Standing Committee Chair shall prepare a yearly budget projecting the next fiscal years' income and expenses of the committee, submitting such draft budget to the Board Chair, the Chair of Budget & Finance and the Program Director no later than March 1st of each year.
- b. Each Standing Committee Chair shall appoint a Committee Vice Chair and advise the board Chair by the end of August each year.
- c. If a Standing Committee Chair intends to step down at the close of a June 30th fiscal year, that Chair will notify the Board Chair and the Chair of Governance of that intention by no later than the end of February of such year. In addition, the Committee Chair will provide to the Board Chair and the Chair of Governance the name of any person the Chair would recommend as the next Chair.
- d. At Board meetings, each Standing Committee Chair shall report on Committee activities. Each Chair will also bring to the Board all Committee issues requiring either a Board decision or input from the Board. Matters of policy or matters of a fiscal nature should be brought to the Board's attention.

8. NON-MEMBER ATTENDANCE AND PARTICIPATION AT BOARD MEETINGS

- a. Other than when the Board meets in Executive session, Board meetings are open to any current member of OLLI.
- b. OLLI members attending Board meetings shall be respectful of the Board's business. Any member who acts in a disruptive manner will be asked to leave the meeting.
- c. If an OLLI member wishes to speak at a Board meeting on a particular topic, the member will make a request prior to the meeting by notifying the Board Chair and/or the Program Director. The request shall include the amount time requested. The Board Chair has the discretion to limit the amount of time the member will have to address the board and may waive the prior notice requirement.

- d. Upon invitation, non-OLLI members may attend and participate in OLLI Board meetings and are subject to the same rules of conduct at such meetings as OLLI members.

9. CHANGES TO STANDING RULES

- a. These Standing Rules may be modified at any Board meeting when a quorum is present. Alternatively, these rules may be modified by electronic voting (e.g. via email) by members of the Board, in which case the change shall be ratified at the next board meeting.
- b. If previous notice is given of the proposed change, a change can be affected by a simple majority vote of those attending the meeting. Without previous notice, a two-thirds majority vote of attending members is required to effectuate a change.