

## OLLI-UC GOVERNANCE COMMITTEE STANDING RULES

### MEMBERSHIP

1. Membership on the Governance Committee is open to all OLLI members and those individuals having a direct connection to OLLI providing, at the Governance Committee Chair's discretion, there is a need to bring on new committee members.
2. The membership of any Governance Committee member will be terminated if the Committee member fails to attend at least 50% of the Governance Committee meetings in any OLLI fiscal year (July-June) or fails to attend four consecutive meetings, whichever is the first to occur. Exceptions to this rule may be made at the discretion of the Governance Committee Chair.
3. As provided in the OLLI Bylaws, the Chair and Vice Chair of the OLLI Board of Trustees are ex-officio non-voting members of the Governance Committee. One or both of such persons will attend Committee meetings when their schedules permit.

### MEETINGS

1. The Governance Committee will hold business meetings on a periodic, as needed basis. The Governance Committee Chair will undertake best efforts to poll the committee members to set a date and time for the meetings that is most convenient to the committee members. Dates and times of meetings will be set 2 weeks prior to the meeting wherever possible.
2. All meetings will be held at the Victory Parkway Campus unless the Chair determines that another location or video meeting is appropriate. The chair has the discretion to change meeting dates and/or times.
3. A quorum must be present in person or via tele-conference to take a vote. A quorum equals 50% of the Committee membership plus one.
4. The Committee Chair may poll the Committee members via email in the event an issue requiring immediate action arises between regularly scheduled meetings. Committee members shall vote by email within the specified time frame. The results of the vote shall be emailed to all Committee members at the conclusion of the voting period and shall be announced at the next meeting.
5. Minutes of each meeting shall be recorded. These minutes shall be distributed in a timely manner to the Committee membership and the Director. The Director will archive the minutes consistent with record retention practices.
6. Each Governance Committee member is expected to attend committee meetings. If a member is unable to attend a particular meeting, the member is to provide input on meeting matters to the committee chair, where such input is appropriate.
7. The Director may attend any Governance Committee meetings to provide staff support but shall not have voting privileges at such meetings.

## ROLE OF GOVERNANCE CHAIR

1. The Chair of the Board of Trustees will appoint the Governance Committee Chair.
2. The term of the Chair is indefinite, subject to the continued approval of the Chair of the Board of Trustees.
3. The Chair shall appoint a Committee Vice Chair after consultation with the Board of Trustees Chair.
4. The Chair will preside at all meetings of the Governance Committee and serve on the Board of Trustees and the Executive Committee.
5. The Chair will be responsible for setting the agenda for meetings, with such agenda sent out to committee members before the meeting. Where the upcoming meeting will include discussion of candidates for awards or Board positions, the Chair shall prepare a summary document of all candidates and circulate that document before the meeting.
6. The Chair shall submit recommendations for Board of Trustee candidates and recommended Chair and Vice Chair to the Board of Trustees by the April Board of Trustees Meeting.
7. In January or February of each year, the Chair will contact those Board members whose first term will expire on June 30<sup>th</sup> of the year to determine if they are interested in serving a second term.
8. After the Board vote in May on incoming Board members, the Chair will contact all nominees not chosen to inform them of the outcome of the vote.
9. When ad hoc committees are warranted to work on specific projects, the Chair shall appoint committee members to such committees.
10. As needed, the Chair shall identify OLLI members to work on the committee and ensure that there is proper rotation of committee membership.
11. Recognizing the benefits to OLLI of rotation of leadership positions in the organization, it is anticipated that the Chair will undertake to locate a successor and recommend any such person to the Chair of the Board of Trustees.
12. The Chair will work closely with the Director to facilitate the role of the Governance Committee, including requesting that the Director solicit nominations for awards and Board positions from the OLLI membership approximately 3 months before the nominations are due to be presented to the OLLI Board.
13. Where needed, the Chair may delegate any of the above duties to a member of the Committee.

## ROLE OF THE COMMITTEE AS A WHOLE

As provided in the OLLI bylaws, the Governance Committee is charged with various duties, including, but not limited to, reviewing the bylaws, making recommendations to the Board of 1) award recipients, 2) future Board members and 3) the positions of Chair and Vice Chair of the Board.

1. Review of OLLI bylaws
  - a. The OLLI bylaws shall be reviewed on a periodic, as needed, basis, but no less frequently than every 3 years.
  - b. The committee shall present to the Board any recommended changes to the Bylaws for Board approval. Upon Board approval, the Director will send the new bylaws forward for approval by the appropriate University of Cincinnati officials.
2. Recommendations on Award Recipients - Members of the Committee shall keep confidential all discussions of potential award nominees. The members shall also keep confidential the names of those the Committee recommends to the OLLI Board as award recipients, understanding that the OLLI Board is charged with making the final decision of all award recipients.
  - a. Aaron Levine Award (reference Addendum I) - As established, the Aaron Levine Award is bestowed upon an individual whom the OLLI Board designates as having given an extraordinary degree of support to OLLI (or predecessor organizations) at the University of Cincinnati. Under current OLLI practices, the Aaron Levine award is bestowed at the winter lunch in December.

1. In September or October of each year, the committee shall review the nominations made for the award. Such nominations may come from the OLLI membership, the Director, or members of the Governance Committee.
  2. After such review, the committee members will vote on what person (or persons) the Governance Committee will send forward to the OLLI Board as a recommended award recipient. The award need not be given on an annual basis.
  3. The Governance Committee recommendation of award recipients shall be made to the Board no later than the regular November Board meeting.
- b. **Unsung Hero Award (reference Addendum II)** - As established, the Unsung Hero award is bestowed upon an exceptional OLLI volunteer who works tirelessly—often behind the scenes or without official recognition. Under current OLLI practices, the Unsung Hero award is bestowed at the spring lunch, usually held in June.
1. In February or March of each year, the committee shall review the nominations made for the award. Such nominations may come from the OLLI membership, the Director, or members of the Governance Committee.
  2. After such review, the committee members will vote on what person or persons the Governance Committee as a whole will send forward to the OLLI Board as recommended award recipients. The award need not be given on an annual basis.
  3. The Governance Committee recommendation of award recipients shall be made to the Board no later than the regular April Board meeting.
- c. **Steve Appel Moderator Award – (reference Addendum III)** - As established, the Steve Appel Moderator award is bestowed upon an exceptional moderator – one who goes far beyond the normal duties of a moderator. Under current OLLI practices, this award is bestowed at the back-to-school lunch, usually held in September.
1. In June or July of each year, the committee shall review the nominations made for the award. Such nominations may come from the OLLI membership, the Director, or members of the Governance Committee. In the review process, the committee may consider evaluations made of the moderator by student participants as well as any other pertinent information.
  2. After such review, the committee members will vote on what person or persons the Governance Committee will send forward to the OLLI Board as recommended award recipients. The award need not be given on an annual basis.
  3. The Governance Committee recommendation of award recipients shall be made to the Board no later than the regular August Board meeting.
3. **Recommendations of future Board of Trustees Members (reference Addendum IV)**
- a. Members of the committee should be on the lookout for potential new Board members, taking into consideration traits such as a demonstrated commitment to OLLI, particular areas of expertise or similar needs of the Board on both a short- and long-term basis (including leadership), diversity of membership and the overall best interests of the OLLI membership.
  - b. In February or March of each year, the committee shall review the nominations of those interested in serving on the Board. Such nominations may come from the OLLI membership, the chairs of committees who serve on the OLLI Executive Committee, the Director, or members of the Governance Committee.
  - c. The committee will consider the skills of the outgoing Board members when reviewing nominations.

- d. Pursuant to the vote, the Committee will create a list of candidates it recommends to the Board as future Board members. Such vote will occur in time for the recommendation to be made at the regular April Board meeting.
  - e. All discussion on candidates for Board positions shall remain confidential. The committee recommendations for future Board members shall also remain confidential, understanding that the Board may not accept the Committee's recommendations in part or in full, and that the Board vote on incoming Board members will not occur until the regular May meeting of the Board.
4. Recommendations on 2<sup>nd</sup> Term service of sitting Board members.: At the time new Board members are considered, pursuant to vote, the committee will recommend whether a current Board member should serve a second term.
  5. Recommendations to fill positions vacated before term end: Under section VII of the OLLI bylaws, the Board Chair will select the individual to fill out the remaining term of the departing Board member, upon recommendation of the Governance Committee. The Committee will work with the Board Chair to locate a suitable candidate to fill any vacancy.
  6. Recommendations on the positions of Chair and Vice Chair of the OLLI Board.
    - a. In a year when the position of Chair and Vice Chair terminate on June 30<sup>th</sup>, the committee shall review the nominations those interested in serving in such positions. Such nominations may come from the OLLI membership, the current Board Chair and Vice Chair, the chairs of committees who serve on the OLLI Executive Committee, the Director, or members of the Governance Committee. Upon vote, the committee will set the list of nominees for such positions and notify the Board no later than its April regular meeting.
    - b. Should the tenure of a Chair or Vice Chair end before the normal period of expiration, the committee will review any nominations to fill the vacant position and make a recommendation to the Board.
  7. Other duties
    - a. If a Board member does not attend at least 50% of the Board meetings in an OLLI fiscal year (July-June) or fails to attend four consecutive meetings, the Governance Committee will consider whether to recommend to the Board that the membership of that person be terminated.
    - b. As appropriate, the Governance committee and/or the Governance Chair shall review any materials or matter at the request of the Board as a whole or the Chair or Vice Chair of the Board.

#### CHANGES TO STANDING RULES

1. The Standing Rules may be added to, amended, or rescinded at any business meeting where a quorum is present.
2. The change to the Standing Rules will be approved by a majority vote of those attending the meeting when previous notice given of the proposed change has been given to the committee members. Without previous notice, a 2/3rds majority vote of the attending members will be required for approval.

#### HISTORY OF REVISIONS

1. Starting in 2024, revisions shall be numbered as YYYY-X, where YYYY is the year and X is a letter starting at A in case there are two revisions in a year.
2. Changes in the current revision shall be summarized in this section.

3. 2024-A revision contains the following changes:
  - a. The addition of this “History of Revisions” section, where the revision number will be reflected on each page and a summary of the revision will be added.
  - b. A clarification was added to Addendum II that current Board of Trustees are not eligible for the Unsung Hero Award since they are not “unsung” due to their position.
  - c. The attributes for the Stephen Appel Award in Addendum III were updated.
  - d. Various editorial changes were made.

## OLLI GOVERNANCE COMMITTEE STANDING RULES

### ADDENDUM I – LEVINE AWARD SELECTION PROCESS

1. The Governance Committee (GC) shall request that the OLLI Director solicit, via the OLLI Newsletter or other means, nominations for the Levine Award.
2. Nominations may be submitted by OLLI members, present and past.
3. All nominations shall be in writing and provide an explanation for the nomination in accordance with established criteria for the Levine Award.
4. More than one nomination per submitter is allowable.
5. The nominations are to be submitted to the OLLI GC Chair and shall be received no later than mid-month October of the Award year.
6. The OLLI GC shall meet in the last two weeks of October to review and discuss nominations.
7. Previous year's written nominations shall be eligible for consideration by the OLLI GC.
8. The Levine Award may be recommended for one, more than one, or no recipients in a calendar year.
9. Active members of the OLLI Board of Trustees (BOT) are not eligible to receive the award while sitting on the BOT.
10. OLLI GC's vote for Levine Awardee(s) shall be by simple majority of GC members present at the Levine Award review meeting.
11. The GC's recommendation(s) for the Levine Award shall be promptly submitted, with supporting written explanation(s), to OLLI's Director for inclusion in the agenda for the BOT meeting in November.
12. The OLLI BOT shall review and vote on the GC's recommendation(s) at the November meeting.
13. The Levine Awardee(s) shall be notified of their selection by the OLLI BOT Chair.
14. The Levine Award will be bestowed in December, traditionally at OLLI's Winter Luncheon.

## OLLI GOVERNANCE COMMITTEE STANDING RULES

### ADDENDUM II – UNSUNG HERO AWARD

#### A. AWARD CRITERIA

1. The Unsung Hero Award recipient shall be an individual who has served as an exceptional volunteer that has worked tirelessly and “gone the extra mile” —often behind the scenes or without official recognition -- in support to OLLI and/or its predecessor organizations at the University of Cincinnati.
2. The recipient may be an OLLI member, volunteer, moderator, committee member, or Ex Officio Board of Trustees member. Current Board of Trustee members are not eligible.
3. The recipient may be someone outside of OLLI who has made significant contributions of his/her time, talent, and/or resources.
4. The award may be awarded posthumously.
5. The award need not be given on an annual basis.

#### B. SELECTION PROCESS

1. The Governance Committee (GC) shall request by early January that the OLLI Director solicit, via the OLLI Newsletter or other means, nominations for the Unsung Hero Award.
2. Nominations may be submitted by OLLI members, present and past. More than one nomination per submitter is allowable.
3. All nominations shall be in writing and provide an explanation for the nomination in accordance with established criteria for the Unsung Hero Award.
4. The nominations are to be submitted to the OLLI GC Chair and shall be received no later than end of month February of the Award year.
5. The GC shall meet in March to review and discuss nominations.
6. Previous two years’ written nominations shall be eligible for consideration by the OLLI GC.
7. The Unsung Hero Award may be recommended for one, more than one, or no recipients in a calendar year.
8. Voting members of the OLLI Board of Trustees (BOT) are not eligible to receive the award while sitting on the BOT. Ex Officio BOT members shall be eligible to receive the award.

9. OLLI GC's vote for Unsung Hero Awardee(s) shall be by simple majority of GC members present at the Unsung Hero Award review meeting.
10. The GC's recommendation(s) for the Unsung Hero Award shall be promptly submitted, with supporting written explanation(s), to OLLI's Director for inclusion in the agenda for the BOT meeting in April.
11. The OLLI BOT shall review and vote on the GC's recommendation(s) at its April meeting.
12. The Unsung Hero Awardee(s) shall be notified of their selection by the OLLI BOT Chair.
13. The Unsung Hero Award shall be bestowed at OLLI's Spring Luncheon, traditionally in May.



## OLLI GOVERNANCE COMMITTEE STANDING RULES

### ADDENDUM III – STEPHEN APPEL MODERATOR AWARD

#### A. AWARD CRITERIA

1. The Stephen Appel Moderator award is to recognize those moderators who have provided OLLI UC and its members extraordinary service – service above and beyond the high caliber provided by moderators in general.
2. To be considered, a person must be a moderator of multi-week classes. Those who make only single occurrence presentations are not eligible.
3. The attributes for nomination may include, but are not limited to:
  - Is well prepared for each individual class, using visual aids or handouts as appropriate relative to the class size and subject matter.
  - Is a subject matter expert or has learned the subject sufficiently to transfer knowledge to the class participants and answer questions that may arise.
  - Where applicable, provides guidance to the class on available resources for the topic to aid any interest in further self-study.
  - Engages all class participants but does not allow one or more students to dominate the class. Is always respectful of class participants and others.
  - Keeps class discussion on subject/point.
  - Provides an excellent and fresh or innovative approach to the subject to engage class participants.
  - Encourages ongoing feedback from class participants as well as from the OLLI course evaluation forms.
  - Displays enthusiasm for OLLI in general, thereby encouraging class participants to be active in OLLI activities, be it through taking other classes, volunteering in some capacity, becoming a presenter or moderator, or other appropriate activities.
4. The award need not be given on an annual basis.
5. The award may be awarded posthumously.

#### B. SELECTION PROCESS

1. The Governance Committee (GC) shall request by early April that the OLLI Director solicit, via the OLLI Newsletter or other means, nominations for the Appel Award.

2. Nominations may be submitted by OLLI members, present and past. More than one nomination per submitter is allowable.
3. All nominations shall be in writing and provide an explanation for the nomination in accordance with established criteria for the Appel Award.
4. The nominations are to be submitted to the OLLI GC Chair and shall be received no later than mid-month June of the Award year.
5. The OLLI GC shall meet in July to review and discuss nominations.
6. Previous years' written nominations shall be eligible for consideration by the OLLI GC.
7. The Appel Award may be recommended for one, more than one, or no recipients in a calendar year.
8. Voting members of the OLLI Board of Trustees (BOT) are not eligible to receive the award while sitting on the BOT. Ex Officio BOT members shall be eligible to receive the award.
9. OLLI GC's vote for Appel Awardee(s) shall be by simple majority of GC members present at the Appel Award review meeting.
10. The Chair or Vice Chair (or delegate) of the Curriculum Committee will be asked to attend the Appel Award review meeting for input on nominees. The CC delegate will not have a vote on the recommendation.
11. The GC's recommendation(s) for the Appel Award shall be promptly submitted by end of month July, with supporting written explanation(s), to OLLI's Director for inclusion in the agenda for the BOT meeting in August.
12. The OLLI BOT shall review and vote on the GC's recommendation(s) at its August meeting.
13. The Appel Awardee(s) shall be notified of their selection by the OLLI BOT Chair.
14. The Appel Award shall be bestowed in September, traditionally at OLLI's Back-to-School Luncheon.

## OLLI GOVERNANCE COMMITTEE STANDING RULES

### ADDENDUM IV – BOARD OF TRUSTEES NEW MEMBERS

- A. **MEMBERSHIP:** The Board is composed of between 15 and 21 members, including a volunteer Chair and Vice-Chair. UC’s designated liaison with OLLI, a paid Director, and the immediate past Chair are ex-officio members.
- B. **RESPONSIBILITIES:** The Board shall determine and approve policies and all other activities of OLLI that effectuate and enhance the purposes of OLLI and do not conflict with the regulations, mission or policies of UC.
- C. **CRITERIA**
1. Membership on the Board may be extended to individuals who are recognized to bring dedication, contributions, and skill sets that can provide direction and policy to OLLI.
  2. To be considered, a person must be a Member of OLLI, desirably for three continuous years or more.
  3. The attributes for nomination may include, but are not limited to:
    - Participation in OLLI as a moderator, volunteer, or ongoing student.
    - Membership in an OLLI Standing Committee.
    - An educational background that would enhance the Board and balance the overall talents and skills of the Board.
    - Professional experience and skill sets that demonstrate significant participation in contributing to and directing organizations.
    - Enhancing the diversity of the Board.
    - Timely submission of biographical information on work history, public service, charitable, church and other volunteer organizations, particularly OLLI participation.
    - Willingness and ability to attend and contribute to all Board meetings.
    - Provide fresh or innovative approaches.
    - Display enthusiasm for OLLI in general, thereby encouraging OLLI participants to be active in OLLI activities, be it through taking classes, volunteering in some capacity, becoming a presenter or moderator, etc.

D. SELECTION PROCESS

1. The Governance Committee (GC) shall request by early January that the OLLI Director solicit, via the OLLI Newsletter or other means, applications for Board membership.
2. Applications may be submitted by OLLI members, present and past. Current Board members may offer potential new Board member names to the GC by the end of February.
3. All applications shall be in writing and provide an explanation for the nomination in accordance with established criteria for Board membership.
4. The nominations are to be submitted to the GC Chair and shall be received no later than the end of February.
5. The GC shall meet in March to review and discuss nominations. Should an expected resignation of a current or incoming Standing Committee Chair occur after the February close date for board nominations, the schedule for review and consideration of new board members shall be adjusted to the extent necessary to fill any open positions.
6. Attention and consideration shall be given to the skill sets of departing Board members and the ongoing needs of OLLI. The GC should solicit suggestions from the Board about characteristics and skills to be sought in new Board members.
7. Applicants from previous years shall re-apply if still interested in a Board member position.
8. The GC may nominate one, more than one, or no new Board members in any particular calendar year.
9. The GC's vote for nominee recommendations to the Board shall be by simple majority of GC members present at the GC Board membership review meeting.
10. The GC's nomination of new Board members shall be submitted by end of March, with supporting written explanation(s), to OLLI's Director for inclusion in the agenda for the BOT meeting in April.
11. The OLLI BOT shall review the GC's recommendation(s) at its April meeting.
12. The OLLI BOT shall vote on each individual nominee at its May meeting.
13. The OLLI Board Chair will notify the Board approved nominees. The Governance Chair will notify the candidates not approved by the Board.
14. New members' three-year terms will commence on July 1 of their selection year.