

POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: *OFFICERS, TERM OF OFFICE, DUTIES*

Organization – In June of each year, the Board will elect a Vice Chair, whose term will begin on Sept. 1. This Board member will then rotate into the position of Chair the following September.

Terms of Office – Terms of office for the Chair and Vice Chair shall be for one year from Sept. 1 of one year through Aug. 31 of the subsequent year.

Eligibility for Office – To be eligible for election to the position of Vice Chair, a Board member must have served at least one full year as a member of the Board before taking office and have at least two years remaining in his or her term. In addition, the Board member must be serving in an elected position on the Board.

Procedure for Electing Officers – Nominations will be taken from the floor for the position of Vice Chair. Upon the close of nominations, a [roll call](#) voice vote will be taken. The winner must have a majority of the votes cast. Successive votes will be taken until one nominee receives a majority of the votes cast. The nominee receiving the lowest number of votes will be dropped from the list of nominees.

Duties of the Chair — The duty of the Chair is, primarily, to ensure the integrity of the Board’s process and, secondarily, occasional representation of the Board. The Chair is the only Board member authorized to speak for the Board, unless an exception is granted by a majority vote of the Board members present and voting.

- A. The Chair shall utilize his or her best efforts to see that the Board operates consistently with applicable federal and state law, including the Ohio Revised Code and the Ohio Administrative Code, applicable legal precedent, and Board Policies. On matters of parliamentary procedure, when not governed by any of the foregoing, the rules contained in the current edition of Robert’s Rules of Order Newly Revised will govern when applicable.
 1. Meeting discussion content will be only those issues that, according to Board Policies, clearly belong to the Board to decide, not the Executive Director.
 2. Deliberation will be timely, fair, orderly and thorough.
- B. The authority of the Chair consists only of making decisions on behalf of the Board that fall within and are consistent with

Board Policies.

1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing, etc.). Substantive questions for staff and consultants should be directed through the Chair, who will coordinate with the appropriate Committee Chair, the Executive Director, and the Executive Coordinator. The Executive Coordinator will track the requests on a matrix to be shared with the Board.

2. The Chair will welcome input from fellow Board members regarding the Board's agenda for each meeting. Board members may forward ideas for future board agenda topics to the Chair in advance of a meeting and should also provide any background information to the Executive Coordinator for distribution to the full Board. Please note that meeting agendas are finalized approximately two weeks in advance of a Board meeting so that the Board has ample time for review of topics and materials.

3. The Chair has no authority to make decisions beyond Board Policies within Ends and Executive Director Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.

4. The Chair shall approve requests to attend a board meeting remotely on a first-come-first-serve basis. The Chair, or his/her designee, will keep track of attendance requests for each meeting. Remote attendance requests will only be rejected by the Chair to avoid noncompliance with the Revised Code and with the Remote Board Meeting Attendance Policy. The Chair may not impose additional requirements on remote attendance.

5. The Chair may also:
 - a. Convene meetings of the Board, or any part thereof, as prescribed in Section 3307.10 of the Revised Code. The Chair shall convene a Special Meeting of the Board should 5 members of the Board notify him/her of their desire and availability for a special meeting. Board members should provide potential agenda items when they request that a special meeting be called.

- b. When required, certify any actions taken by the Board.
- c. Co-sign instruments for all disbursements authorized under Chapter 3307 of the Revised Code, and issued by the Treasurer of State.
- d. Name Assign Board members to committees and the Disability Review Panel, subject to approval by a majority of the Board. ~~and Each committee shall elect~~ appoint the its own chair and all Board members (appointed or elected) are eligible to serve as committee chair ~~of each committee/panel.~~
- e. Establish ad hoc committees as needed. The composition of such committees will be determined by the Chair, subject to approval by the majority of the Board.
- f. Appoint Board liaisons to work with appropriate staff in reviewing topics for possible presentation and/or action by the Board covering the following areas: elections, finance (actuarial), information technology, member benefits — pension benefits and health care.
- g. Ensure appropriate procedures are followed at all Board meetings.
 - Make certain that a quorum of the Board or committee is present before calling the meeting to order. A majority of the seated members of the Board or committee constitute a quorum for the transaction of any business.
 - Motions carry with a majority vote of the members of the Board or committee present and voting.
- h. Coordinate the evaluation of the Executive Director.
- i. Exercise all other duties authorized by majority vote of the Board members present and voting that are necessary and appropriate for the Board to fulfill its duties and responsibilities under Chapter 3307 of the Revised Code.

Duties of the Vice Chair — The duties of the Vice Chair are to (1) act as temporary chair in the absence of the regular chair; and (2) develop and/or update, in consultation with the Board, a long-term plan to be followed during the year he or she serves as chair of the Board. The Vice Chair or designee will also develop and/or update the evaluation instrument to be used in conducting the Board’s self-evaluation and the methodology to be used in administering the evaluation and reporting the results.