

Antioch University

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October 2011

### 2.201 Antioch University Advisory Board of Governors Charter

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<div> Type of Policy  <input checked="" type="checkbox"/> <b>University</b>  <input type="checkbox"/> <i>Campus</i>  <input type="checkbox"/> <i>Department/Unit</i>  <input type="checkbox"/> <i>Interim</i> </div>		<b>Antioch University Advisory Board of Governors Charter</b>	
<b>Board Governance Policies</b>		<b>Policy 2.201</b>  <b>Effective date: February 18, 2009</b>	
<b>Policy History:</b>	<b>Approved by:</b>	<b>Resolution #</b>	<b>Date</b>
	Board of Governors	11.5.08:1	November 5, 2008
<b>Revised (Non-substantive)</b>	N/A	N/A	April 26, 2017
<b>Revised</b>	Board of Governors	06.06.23:11	July 1, 2023
<b>Responsible Office</b>	<b>Responsible Administrator:</b>	<b>Contact information</b>	<b>Applies to:</b>
University Board of Governors	Board Chair	937-769-1345	Antioch University

## ANTIOCH UNIVERSITY ADVISORY BOARD CHARTER

### I. Overview

This Charter sets forth the purposes and authorities of the Antioch Advisory Board (the “Advisory Board”), a non-fiduciary advisory board of the [Coalition for the Common Good/IDEA Coalition] (the “Corporation”) Board of Directors (the “Board”) and the Antioch Standing Committee (the “Committee”) thereof.

### II. Formation and Purposes

The Advisory Board is formed in connection with the formation of a system of nonprofit

colleges and universities on July 1, 2023 (the “System Formation Date”), of which the Corporation, formerly known as “Antioch University”, is the sole corporate parent, with the operations of the multi-campus educational institution continuing within an operating division of the Corporation (the “Antioch Division”) and doing business as “Antioch University”.

The purposes of the Advisory Board are as follows, subject to limitations imposed by applicable law, accreditation standards and certain approval rights of the Committee and the Board pursuant to the Bylaws of the Corporation:

- a. General oversight of the operations of the Antioch Division;
- b. Approving certain matters related to the overall operations of the Corporation; and
- c. Nominating representatives to the Board in accordance with the terms of the Corporation’s By- Laws.

### **III. Authority**

The Advisory Board shall have the following authorities:

**A. Antioch Division Oversight.** Generally oversee, in consultation, as appropriate, with Antioch Division and the Corporation’s management and other personnel, the affairs of the Antioch Division, except that the Committee, and, where indicated with an asterisk (\*), the Board, must approve of the following matters in accordance with the Corporation’s By-Laws:

1. Appointment and termination of the Chancellor of the Antioch Division;\*
2. Appointment, removal, and promotion of Antioch Division faculty;
3. Changes to the Antioch Division’s institutional accreditation;\*
4. Changes to program-level accreditation;\*
5. Changes to curricular requirements;
6. Commencement of new programs and closure of existing programs;
7. Conferral of honorary titles or degrees from the Antioch Division; and
8. Any other matters related to the operations of the Antioch Division that, from time to time, require the action of a fiduciary board of the Antioch Division.

**B. Approval Over Certain Corporation-Related Matters.** Approve of certain matters related to the general operations of the Corporation, all of which must also be approved by the Committee and, where indicated with an asterisk (\*), the Board, in accordance with the Corporation's By-Laws:

1. Operating and capital budgets, including investments from the Corporation's affiliates;\*
2. Incurrence of indebtedness above \$500,000;\*
3. Amendments to Corporation's By-Laws or Articles of Incorporation;\*
4. Amendments to the Strategic Operating Agreement, dated as of the System Formation Date, by and between the Corporation and Otterbein University (as further amended and supplemented, the "Strategic Operating Agreement");\*
5. Termination of the Strategic Operating Agreement;\*
6. Approval and changes to Corporation's mission statement;\*
7. Group-level personnel decisions, including, but not limited to, labor contracts, changes to personnel-related policies, and changes to employee benefit programs;\*
8. The acquisition, sale, or lease of assets or entry into any contract of \$1 million or less;
9. The acquisition, sale, or lease of assets or entry into any contract above \$1 million;\*
10. Acceptance of all gifts and grants excluding real estate or matching funds;
11. Acceptance of real estate or matching funds gifts and grants;\*
12. Processes for institutional shared governance;\* and
13. Initiation of a shared service or entry into a shared services contract.

**C. Nominations to the Corporation Board.** Submit to the Board nominations to fill any vacant Antioch Director (as defined in the Corporation's By-Laws) Board seat. If the Board does not approve of any particular Advisory Board nominee, the Advisory Board shall continue to submit nominations until all Antioch Director vacancies have been filled.

## IV. Membership

### A. Composition and Appointment

1. Number of Members. Initially, the Advisory Board shall be comprised of the membership of the Antioch University Board of Governors (the “Original Board”), as of the System Formation Date. Thereafter, the Advisory Board shall be self-perpetuating and shall consist of no fewer than eleven (11) or more than twenty-one (21) persons of legal majority. The actual number of members at any time may vary between these two numbers.

2. Election. All members of the Advisory Board shall be elected by the Advisory Board at any regularly scheduled meeting, provided biographical information for all new nominees is sent to all Advisory Board member at least fourteen (14) days in advance. All Advisory Board members shall be elected from among those nominated by the then-current Advisory Board. Employees of the Corporation shall not be nominated or elected as Board members, except for the Chancellor of the Antioch Division, who shall serve as a non-voting, *ex-officio* member of the Advisory Board.

3. Term. All members of the Advisory Board shall serve at-large for renewable three (3) year terms and are eligible to be re-nominated for a maximum of three (3) full consecutive three (3) year terms, or a total of nine (9) consecutive years of service; provided, however, that the Advisory Board may vote in its discretion to extend any individual member’s years of service beyond nine (9) consecutive years, by one (1) to three (3) additional, non-renewable years, when doing so is needed to provide continuity of leadership. Any Advisory Board member who serves for an initial term of less than three (3) years shall be eligible to serve for three (3) additional full terms as provided above. Following the maximum period of allowable consecutive service, a one-year hiatus is required before members may be eligible for nomination and election to renewable three-year terms. No member shall serve more than two sets of nine consecutive years (plus any non-renewable extensions as provided in this Charter). Prior service on the Original Board will be counted for purposes of determining the expiration of the Advisory Board members’ initial term and eligibility for subsequent re-nomination. Notwithstanding the foregoing, no Advisory Board member’s service on the Advisory Board shall be counted for purposes of this Section IV.a for a period of [three (3) years] following the System Formation Date, after which time service on the Advisory Board will begin to be counted (*e.g.*, if an Advisory Board member served two (2) years on the Original Board and then five (5) years on the Advisory Board following the System Formation Date, such member’s total service would be counted as four (4) years (seven (7) years minus the three (3) year moratorium period).

4. Election of Board Chair. A Chair of the Advisory Board who has served for fewer than three (3) years in that position but will fulfill the maximum allowable

service on the Advisory Board may be nominated and considered by the Advisory Board for election for up to two additional one-year terms as Chair of the Advisory Board and member of the Advisory Board, after which a one (1) year hiatus is required in accordance with this Charter.

5. Vacancy. A position on the Advisory Board shall be considered vacant immediately upon receipt of a member's written resignation unless otherwise specified and accepted. A vacancy shall also exist if an Advisory Board member dies, is removed, or completes the maximum period of service. A member of the Advisory Board may be removed from office if such person becomes unfit to discharge duties, consistently neglects the duties of an Advisory Board member, or for any other reason is deemed to be deficient to the Antioch Division's best interests by the affirmative vote of two-thirds of the members of record of the Advisory Board.

6. Ex-officio Members. In addition to the Chancellor of the Antioch Division, any member of the Committee that is not separately appointed as a member of the Advisory Board shall serve as an *ex-officio*, non-voting member of the Advisory Board.

7. Member Emeritus. Any member of the Advisory Board who has served with exceptional distinction and meritorious commitment to advancing the Antioch Division (or, prior to the System Formation Date, the Corporation) for at least six (6) years shall be eligible for nomination and election by the Advisory Board to emeritus status, provided that at least one (1) year has passed after the period of their regular voting status. The term for emeritus status shall be three (3) years and shall be renewable, but shall not ordinarily exceed four (4) consecutive terms or twelve (12) consecutive years. Emeritus members shall be non-voting, but may attend Advisory Board meetings and may serve on any Advisory Board committees where their expertise may be especially helpful to the Advisory Board and/or management. The number of emeritus members shall not exceed seven (7) at any time.

## **B. Chair and Vice-Chair**

1. The Advisory Board shall appoint, from among its membership, a Chair and a Vice-Chair.

2. The Chair shall preside at Advisory Board meetings. The Chair shall be an *ex-officio*, voting member of all Advisory Board standing or ad hoc committees. The Chair shall appoint the chairs, vice-chairs, and members of all standing and special or ad hoc committees of the Advisory Board, ordinarily in consultation with the Chancellor of the Antioch and the Vice-Chair of the Advisory Board.

3. The Vice-Chair shall preside at Advisory Board meetings when the Chair

is unable to do so. The Chair may assign other responsibilities to the Vice-Chair as the Chair may decide and as authorized by the Advisory Board.

## **V. Meetings**

### **A. Regular and Annual Meetings of the Advisory Board**

1. The Advisory Board shall meet no fewer than three times annually. All regular Advisory Board meetings shall be held on such date, time, and place designated by the Chancellor or Chair of the Advisory Board. Meetings of the Advisory Board and its committees may be held either in or out of the State of Ohio. At the discretion of the Chancellor and the Chair of the Advisory Board, meetings of the Board and its committees may also be held via videoconference or conference call. Participation via videoconference or conference call shall constitute in-person presence at the meeting for quorum and official record purposes provided all participants can hear one another.

2. The dates of all regular Advisory Board meetings shall be set at least one year in advance and ordinarily held in the months of February or March, June, and October. The Advisory Board shall designate one of its regular meetings as its Annual Meeting. From time to time as the Advisory Board deems appropriate, one of the Advisory Board's regular meetings may be devoted to a retreat format for the purpose of addressing one or more strategic issues or other special-purpose such as Advisory Board self-assessment or other in-service education program.

3. Written notice of the date, time, purpose, and place of each regular meeting of the Board and each annual meeting of the members shall be sent to each Advisory Board member at least thirty (30) days prior to the meeting. Meeting agendas and supporting information shall, to the extent practicable, be sent to each Advisory Board member at least fourteen (14) days before each such Board meeting. Notice of meetings shall be sent by regular U.S. Mail, Express Mail, or courier service, with postage or fees prepaid, or by electronic mail, facsimile, special delivery, or personal delivery. Notice shall be deemed effective upon electronic transmission, or three days after mailing by ordinary mail and one day after mailing by express or overnight mail or courier service.

**B. Executive Sessions.** The Chair of the Advisory Board shall determine, depending on the matter to be discussed and ordinarily in consultation with the Vice-Chair and Chancellor, as appropriate, when and on what matters it shall meet in executive session with or without the Chancellor, the Vice-Chancellors, or other Antioch Division personnel. All members of the Advisory Board and management of the Antioch Division are duty-bound to strictly adhere to Antioch Division policy concerning matters of confidentiality as elaborated by the *Code of Ethics and Statement of Commitment and Responsibilities* adopted by the Advisory Board.

**C. Special Meeting.** Special meetings may be held upon request of the Chair of the Advisory Board, the Chancellor, or at least one-third of the voting members of the Advisory Board. Written notice of the date, time, purpose, and place of each special meeting shall be sent to each member of the Advisory Board at least ten (10) days prior to the meeting. Should an emergency meeting be required, in the judgment of the Chair of the Advisory Board or the Chancellor, with less than ten (10) days' notice to all members, it may be conducted by conference call or videoconference at their discretion. Notice of the purpose, date, and time of any special meeting by conference call shall be provided to all Board members by electronic mail or other expedited means at least 24 hours prior to the meeting.

**D. Quorum and Minutes.** A simple majority of the voting members of record shall constitute a quorum for the transaction of routine business of the Antioch Division except to adjourn the meeting. Should a quorum not be achievable, those in attendance may continue the meeting, but no official action may be taken. The minutes of all Advisory Board meetings shall list members present and those members absent and shall normally be sent to all Advisory Board members within thirty (30) days following adjournment of each meeting. A duplicate set of minutes shall be provided along with agenda and supporting information for subsequent Advisory Board meetings for acceptance by vote. Official minutes and attendance records shall be maintained for all committee and Advisory Board meetings.

**E. Voting.** Each member of the Advisory Board shall be entitled to one vote on each matter properly submitted for action. The vote of a majority of members present at a meeting at which a quorum is present shall be the act of the Advisory Board. At any meeting of the Advisory Board where there is no quorum, the members of the Advisory Board present may adjourn the meeting until a quorum is in attendance. No member entitled to vote at a meeting of the Advisory Board may authorize any person to act for the member by proxy.

**F. Unanimous Action by Members Without a Meeting.** Any action that may be authorized at a meeting of the Advisory Board may be authorized without such a meeting only upon the unanimous affirmative written approval of all of the members who would be entitled to notice of a meeting for that purpose. Such approval may be in writing or by electronic transmission. The date on which any writing is transmitted electronically is the date of signature. All actions, whether done in a meeting or without a meeting, shall be filed with the records of the corporation.

**G. Invitees.** The Advisory Board may invite Antioch Division personnel, including representatives of management and other third parties, to attend meetings and to participate in a non-voting capacity.



## VI. Committees

**A. General.** The Advisory Board may establish such standing and ad hoc committees as it deems necessary to discharge its responsibilities. Each such committee shall exist at the pleasure of the Advisory Board. Each committee shall have a written statement of purpose or charter with clear responsibilities and the title of the Antioch Division person assigned to assist the committee.

1. Membership. The Chair of the Advisory Board shall, in consultation with the Chancellor and the Vice-Chair, determine the chair, vice-chair, and membership of each committee and shall serve as an *ex-officio* voting member of all committees.

## VII. Indemnification and Insurance

**A. Indemnification.** The Corporation shall indemnify, to the fullest extent permitted by the Ohio Nonprofit Corporation Law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person is or was a member of the Advisory Board as defined in this Charter, against expenses, including attorney fees, judgments, fines and amounts paid in settlement. The Corporation may indemnify to the fullest extent permitted by the Ohio Nonprofit Corporation Law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person is or was a member of the Advisory Board.

**B. Insurance.** The Corporation shall procure and maintain reasonable and reliable directors and officers liability insurance coverage on behalf of the Advisory Board and its individual members from a reputable provider in aggregate and individual amounts that the Board shall deem to be appropriate and affordable.

## VIII. Amendments

This Charter may be amended by the affirmative vote of two-thirds of the total number of members of record who are serving on the Advisory Board at the time of the proposed amendment(s).

## Form Cross Reference

Statement of Commitment and Responsibilities of the Members of the Board of Governors	Form #2.101:01
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