



THE CONNECTICUT STATE UNIVERSITY

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RESOLUTION

AMENDING THE REGULATIONS OF THE BOARD OF TRUSTEES
FOR THE
CONNECTICUT STATE UNIVERSITY
CONCERNING THE ADMINISTRATION
OF THE
CONNECTICUT STATE UNIVERSITY RESEARCH FOUNDATION

July 26, 1985

- WHEREAS, Pursuant to authority granted by Section 10a-98 though 10a-98g of the Connecticut General Statutes the Trustees of the Connecticut State University have established the Connecticut State University Research Foundation for the purpose of facilitating and encouraging faculty and staff research and service activities and for developing non-state support for such activities, and
- WHEREAS, The Trustees of the Connecticut State University by Resolutions 80-112 and 82-131 have adopted regulations for the operation of the Connecticut State University Foundation, and
- WHEREAS, It is now appropriate to expand the size of the faculty and staff group which recommends policy guidelines to the Director of the Foundation and to give this group greater prominence and visibility within the University community, and
- WHEREAS, It is appropriate, due to extremely limited support in previous years, to extend the time during which start-up financing may be provided to the Research Foundation, therefore be it
- RESOLVED, That Articles II, III, IV, and VII of the Regulations of the Board of Trustees for the Connecticut State University concerning the Administration of the Connecticut State University Research Foundation are amended as shown in the attachment hereto.

A Certified True Copy:


Dallas K. Beal
President

REGULATIONS
OF THE
BOARD OF TRUSTEES FOR THE CONNECTICUT STATE UNIVERSITY
CONCERNING
THE ADMINISTRATION OF THE CONNECTICUT STATE UNIVERSITY
RESEARCH FOUNDATION

ARTICLE I - NAME/OFFICE

Section 1. Name

The name of the Foundation shall be "The Connecticut State University Research Foundation."

Section 2. Principal Office

The location of the principal office of the Foundation is to be such place or places as designated by the Board of Trustees for the Connecticut State University.

ARTICLE II - DIRECTOR OF THE FOUNDATION

Section 1. Director of the Foundation

After consultation with the Board of Directors, the President of the Connecticut State University shall nominate a Director of the Foundation who shall be appointed by and serve at the pleasure of the Board of Trustees.

Section 2.

The Director of the Foundation shall serve as its chief operating officer and shall have direct responsibility for its effective functioning and authority to sign in behalf of the Foundation. All other staff members of the Foundation shall report to the Director.

Section 3.

The Director of the Foundation shall report directly to the President of the Connecticut State University and shall be answerable to the President of the Connecticut State University for the effective functioning of the Foundation.

Section 4.

The Director of the Foundation shall serve as an ex-officio, non-voting member of the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Membership

There shall be a Board of Directors of the Foundation which shall consist of 22 members. Members of the Board of Directors shall be appointed by the Board of Trustees for the Connecticut State University.

- a. One member nominated by each Campus President (the campus grant administrator, or anyone else the President on each campus may choose to nominate).
- b. Four faculty members nominated from each of the four state university campuses, one representing the research and development committee on each campus and three members-at-large selected by whatever means is most appropriate on each campus, each to serve non-consecutive, three-year terms. At least two of the faculty members-at-large from each campus shall have actively participated in research programs.
- c. One member nominated by the President of the Connecticut State University.
- d. One member in the person of the Director of the Foundation, ex-officio, without voting powers.
- e. Initial appointments of faculty representatives to the Board of Directors shall be for one, two, or three year terms. Appointments after the expiration of the initial term shall be for the term of three years.
- f. Any unexpired terms which may occur for any reason shall be filled by the Board of Trustees for the period of time remaining in the unexpired term. Any appointments to the Board of Directors shall be consistent with the representation outlined in Article III, Section I., a through d.

Section 2. Duties

- a. The Board of Directors shall meet periodically to formulate guidelines regarding the operation of the Foundation and make recommendations to the Director of the Foundation concerning operations and the general management of the property and affairs and business of the Foundation including but not limited to the following.
 1. Annual operating budget of the Foundation including disbursement of Foundation funds in support of research and service activities.
 2. Actions to stimulate, develop, and sustain research and service activities by the staffs of the Connecticut State University.
 3. Procedures for submission and processing of grant and contract applications involving research and service activities in the Connecticut State University.
 4. Procedures for reporting grant and contract activities and overhead income received therefrom.
 5. Charges for support of Foundation services.
 6. Procedures for management of patent and property rights derived from the work of the staff of the Connecticut State University.
- b. The Board of Directors shall make recommendations to the President of the Connecticut State University concerning the selection of the Director of the Foundation and shall have such other duties as the Board of Trustees for the Connecticut State University shall designate.

Section 3. Meetings

- a. The annual meeting of the Board of Directors shall be held at the Foundation Office. At said annual meeting, officers shall be elected and such other business as may be brought before the meeting may be transacted.
- b. Special meetings of the Board of Directors may be held at any time and place designated by the Chairperson or by petition of two thirds of the members.
- c. A majority of the members shall constitute a quorum at any meeting of the Board of Directors, and all questions shall be determined by a plurality.
- d. Notice of each meeting, annual or special, shall be mailed by the Director of the Foundation to each of the Board of Directors members not less than five days preceding any such meeting. In the event the notice is of a special meeting, such notice shall indicate briefly the purpose thereof. The Board of Directors members may waive notice of any such meeting, a waiver of notice of such meeting of the purposes thereof by a majority of all members of the Board of Directors shall be as effective and have the same force and effect as though all members had waived the requirements of this paragraph as to such notice.

Section 4. Officers

- a. Officers of the Board of Directors shall consist of the following:
Chairperson, Vice Chairperson, and Secretary.
- b. Chairperson. The duties of the Chairperson shall be as follows:
 1. To convene regular and special meetings of the Board of Directors.
 2. To preside at all meetings of the Board of Directors.
- c. Vice Chairperson. The duties of the Vice Chairperson shall be as follows:
 1. The Vice Chairperson shall discharge the duties of the Chairperson in the absence of the Chairperson or in situations in which the Chairperson is unable to serve.
 2. The Vice Chairperson shall perform such other duties from time to time as may be assigned by the Chairperson or the Board of Directors.
- d. Secretary. The duties of the Secretary shall be as follows, except as herein otherwise provided:
 1. To attend the annual meeting and all meetings of the Board of Directors.
 2. To keep accurate minutes in a book of such nature as to serve as a permanent record.
 3. To keep on record a copy of the Regulations of the Foundation.
 4. To carry on such of the general correspondence of the Board of Directors as may be assigned by the Chairperson.

- e. Other Officers. The Board of Directors, from time to time, may create such other officers as in its discretion it may deem necessary and proper for the carrying on of the business of the Board of Directors. The duties of other officers who may be appointed by the Board of Directors shall be determined by the Board of Directors.
- f. Qualifications and Elections.
1. All the officers shall be elected from the members of the Board of Directors.
 2. Each officer shall be elected for a term of one year, or until his successor has been elected and qualified.
- g. Removal. Any officer of the Board of Directors may be removed with or without cause from his office by a two-thirds vote of the Board of Directors at a special meeting of the Board of Directors called for that purpose.
- h. Vacancies. In the event of resignation, retirement, disqualification, death, disability or removal from office for any cause whatsoever of an officer of the Board of Directors the vacancy so created shall be filled by a majority vote at a regular meeting of the Board of Directors.
- i. In the event of absence, inability or refusal of any of the officers to act, the Board of Directors may appoint any person to perform such duties.

ARTICLE VII - FISCAL MANAGEMENT

Section 1. Operating Budget

- a. Start-up financing for the Foundation, i.e., for the first six years, from the date of implementation will be drawn from General Fund appropriations or from the tuition fund. Where in the General Fund or Tuition Fund Budget this money comes from will be proposed in conformity with all state regulations by the President of the Connecticut State University with final approval required from the Board of Trustees.
- b. The salaries and fringe benefits of the Foundation personnel are the anticipated personnel costs to be supported through the General Fund appropriation to the Board of Trustees.
- c. To the extent possible, the balance of the operating budget of the Foundation will be derived from other revenues, including but not limited to, indirect cost recoveries or direct cost allocations to grants, contracts, and funds managed by the Foundation. It is recommended that other expenses of the Foundation operation be supported at no less than 50% through the General Fund appropriation to the Board of Trustees or through the tuition fund during the start-up period.

Section 2. Grants/Contract/Management

- a. All grants, contracts, and other sponsored projects received by the State University through Special Identification accounts will henceforth be part of the CSU Research Foundation operation unless determined to the contrary by Board of Trustees decision or by the Director or Acting Director of the Foundation.
- b. Each University will continue to maintain according to system-wide procedures the accounting records for the grants, contracts, or projects it generates. The Foundation Director will provide leadership in developing administrative and fiscal flexibility for grant/contract/project processing and the simplification of financial management procedures.
- c. A reporting mechanism will be added to inform the Foundation Director of all grant/contract activity.
- d. Each university must submit copies of all proposals to be a part of the Foundation operation to the Foundation Director for review and approval in a manner that is expeditious and consistent with the proposal submission process. No grant, contract or project resulting from such a proposal may be accepted by a university without the approval of the Director of the Foundation.
- e. All applicable grants and contracts which qualify for indirect cost reimbursement shall include provision for such reimbursement with the resulting funds allocated as Foundation income, less necessary withholding for demonstrated local expenses.