ARTICLE 4: COMMITTEES

The Board shall establish standing and adhoc committees, as it deems appropriate to discharge its responsibilities. The Board Chair shall appoint members of committees and their Chairs. Members of the committees shall hold office until the appointment of their successors. Unless specifically delegated or as otherwise provided in these Operating Procedures, the authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities as approved by the Board.

4.1 EXECUTIVE COMMITTEE - The Executive Committee shall consist of six Trustees, which shall include the Board Chair, the Board Vice Chair, the Chairs of the Academic Affairs Committee, Audit and Compliance Committee, Budget/Finance Committee, Student Affairs Committee and Facilities Planning Committee. The Corporate Secretary shall be an ex-officio member without a vote and not counted as part of a quorum for purpose of transacting business. Each Committee member shall serve for a term of (2) years.

4.1.1 The Executive Committee shall meet upon the call of the Board Chair to conduct its business as the Board Chair and Corporate Secretary may determine, and minutes shall be taken.

4.1.2 The Executive Committee has the authority of the Board to act between regular Board meetings on matters which are either ministerial or which must be decided before the next Board meeting. The actions of the Executive Committee shall be reported to the Board at its next regular Board meeting and shall be confirmed and approved by the Board, if required.

4.2 STANDING COMMITTEES - Members of the each standing committee shall be appointed by the Board Chair to serve for a term of two (2) years. Unless specifically delegated and except as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board, and the duty of each standing committee shall only be to consider and make recommendations to the Board upon matters referred to it.
4.2.1 **Academic Affairs Committee** - The Academic Affairs Committee shall be responsible for oversight of educational policies and programs. It shall review and consider policies relating to new and existing degree programs, instruction, research, and continuing education, conditions affecting recruitment and retention of faculty members, including tenure, academic freedom and academic responsibility, codes of conduct and appropriate penalties for violations of University rules pertaining to academic dishonesty, and student admissions. It shall make recommendations to the Board on these and other matters referred to it by the Board. It shall make reports to the Board.

4.2.2 **Audit and Compliance Committee** - The Audit and Compliance Committee shall be responsible for reviewing and recommending to the Board policies affecting internal controls, accountability and audit. The Audit and Compliance Committee shall have access to internal and external auditors to assess their performance, the scope of audit activities and the adequacy of the system of internal accounting controls to ensure compliance with state and federal laws, regulations and requirements. Internal auditors shall report to the President for administrative support and shall report to the Board as to the process and content of their internal audit reports. The committee shall make reports to the Board. The committee’s responsibilities shall include, but not be limited to:

i. Reviewing internal audits of the University;
ii. Reviewing external audits performed by the State Office of Auditor General and other independent auditors, together with the University’s responses and corrective actions;
iii. Advising the Board on all aspects of internal and external audit and the adequacy of accounting procedures, systems, controls, and financial reporting in accordance with laws and regulations of the state;
iv. Reviewing compliance reports of the University of all laws and regulations pertaining to matters such as research, environment, occupational health and safety, fiscal affairs, including the system of reporting established by the University;
v. Recommending changes to the Audit Charter

4.2.3 **Budget/Finance Committee** - The Finance Committee shall be responsible for oversight of all policies relating to the financial affairs of the University. It shall review and consider the annual budget and requests for appropriation of funds for the University as prepared by the President, policies relating to the external financing of projects, and the schedule of tuition, fees, and other student charges, and make recommendations to the Board on these and other matters referred to it by the Board. This committee also shall monitor the University’s financial
operations, debt level and investment performance, if any. It shall make reports to the Board.

4.2.4 Student Affairs Committee - The Student Affairs Committee shall be responsible for oversight of policies relating to student affairs, including athletics. It shall review and consider policies relating to student conduct, student life, extracurricular activities, student health, career resources, and student financial affairs, and make recommendations to the Board on these and other matters referred to it by the Board. It shall make reports to the Board.

4.2.5 Facilities Planning Committee - The Facilities Planning Committee shall be responsible for overseeing the University's physical assets (e.g. land, buildings, infrastructure and equipment), and shall recommendations to the Board on these matters. The Committee's responsibilities shall include, but not be limited to:

i. Reviewing proposed additions of and accepting new facilities, and reviewing proposed additions and renovations of existing facilities, after having evaluated appropriate utilization of existing available space and taking into consideration master plans, infrastructure, traffic, parking, appropriate land use and the effect upon overall University operations, both to include facilities of direct support organizations (DSOs), and other affiliated corporations of the University;

ii. Reviewing annually the Capital Improvement Program list for funding by the Legislature, including the PECO list, and the Capital Improvement Program for all other projects;

iii. Recommending appropriate action with regard to real property acquisition, sale or lease;

iv. Recommending the naming of facilities;

v. Reviewing and approving the Campus Master Plan; and

vi. Reviewing and approving debt financing for property with the Budget/Finance Committee.

4.3 SPECIAL COMMITTEES - The Board Chair may establish such Special Committees as deemed necessary for the orderly conduct of the business of the Board. Special Committees shall have powers and duties and period of service as the Chair may determine; however, no Special Committee shall be created to act upon matters appropriate to be acted upon by a standing committee.