

3359-1-03 Committees of the board.

(A) Standing committees.

The members, chairperson and, if deemed necessary or desirable, vice chairperson(s) of each standing committee shall be appointed annually by the chairperson of the board. Each such committee shall be self-governed and may subdivide its work among subcommittees and perform its functions in such manner as the committee deems advisable. It may initiate proposals or act on proposals delegated to it by the board, or made to it by the board chairperson or president of the university, and shall make recommendations to the board for action. The functions of the standing committees, including such special duties as may be delegated by the board, shall in general be as follows:

(1) Academic affairs ~~issues and student success~~ committee.

(a) Review, consider, Consider and make recommendations concerning all policy matters requiring attention or action of the board and relating to the following matters prepared by and brought to the committee by university administrators:

(i) ~~Faculty appointment, tenure, and status; academic~~ Academic planning and

services, advising, ~~and~~ counseling, and academic support programs; student development and conduct; student financial aid and scholarships; ~~internships, student assistantships,~~ intercollegiate athletics; and other non-academic matters affecting students.

(iii) Alumni structures, strategies and policies, including the promotion of relations with the university's alumni.

(iv) Communication and marketing strategies, ~~including positioning in rankings.~~

(2) Finance and administration committee.

(a) Review, consider, Consider and make recommendations concerning all policy matters requiring attention or action of the board and relating to the following matters prepared by and brought to the committee by university administrators:

(i) The university budget and financial operations and its ~~as well as budget~~ alignment with academic objectives and priorities, business organization

~~assigned~~ to the committee for review, as appropriate, ~~by the chairperson of the board and reflect areas critical to the successful performance of the institution's mission. In making assignments, the chairperson of the board~~ but shall avoid unnecessary duplication with the responsibilities of other standing committees.

- (b) Review information and ~~Collect and analyze~~ data relevant to understanding and considering strategic recommendations and priorities ~~utilizing, when appropriate, comparisons, trends, goals and objectives, trend analysis, market comparisons, peer comparisons, norm comparisons, environmental comparisons, impact analysis, projections and forecasts, resource allocation models, presentation methods, and other similar measures.~~
- ~~(e) Identify and, from time to time, inform the board and make recommendations with respect to local, state, national and international issues involving higher education and their potential impact upon the university of Akron.~~
- (d) (c) Coordinate with the chairperson of the board the

~~authority; and, (ii) any rule, regulation, bylaw, or standard which has a general and uniform effect when applied to students, faculty, staff, or the general public, or to any identifiable class of students, faculty, staff, or the general public.~~

(5) Audit and compliance committee.

(a) The primary responsibility of the audit and compliance committee is to provide oversight of the university's financial practices, compliance policies, internal controls, fiscal responsibility ~~financial management~~, and standards of conduct.

(b) The chairperson of the university of Akron board of trustees shall appoint the members and chairperson of the audit and compliance committee, which shall be comprised of five members of the board who are independent (as defined in this paragraph). The audit and compliance committee chairperson shall be one of these five members. The board chairperson shall be an ex-officio member of the audit and compliance committee who has the right, but not the obligation, to participate and vote in the proceedings of the committee, but is not counted in determining the number required for a quorum unless fewer than three voting members of the audit and compliance committee are present, in which case the chairperson may be counted for purposes of establishing a quorum. In making appointments to the audit and compliance committee, the chairperson of the board of trustees shall attempt to provide for reasonable continuity such that annually the committee includes one or more members who have had previous service on the audit and compliance committee.

(c) Definition. "Independent" shall refer to a person who, other than in his or her capacity as a member of the audit and compliance committee, the board of trustees, or any other board committee:

(i) Does not accept any consulting, advisory, or other compensatory fee from the university, its related entities, or its external auditor(s), unless consistent with the requirements, limitations, and prohibitions of the Ohio ethics law; and

(ii) Has not accepted such compensation at any time in the year preceding the member's appointment to the audit and compliance committee, unless consistent with the requirements, limitations, and prohibitions of the Ohio ethics law.

~~(d) Eligibility. Each member of the audit and compliance committee shall be a voting member of the board and shall be independent.~~

~~(e)~~ (d) Consultants. The audit and compliance committee may obtain or may authorize university administrators to obtain legal counsel, financial ~~audit and compliance~~ audit and compliance

(a) Review the university administrators' proposed selection for outside auditors and recommended to the board for approval

- ~~(v) Communications with outside auditors. Review all material written communications between the outside auditors and university administrators, such as any management letter, schedule of findings, or schedule of unadjusted differences.~~
- ~~(vi) Risks. Inquire of university administrators, the chief audit executive, and the outside auditors about significant risks or exposures facing the university; assess the steps the university administration has taken or proposes to take to minimize such risks to the university; and periodically review compliance with such steps.~~
- (vii) Audit function. Review with the university's admi

- (b) Coordinate as necessary the delivery of reports on university compliance and risk management issues by appropriate university administrators to the board.
- (c) Controls. Review with the chief compliance and risk officer, the chief audit executive, other university administrators and the outside auditors, as applicable the adequacy of the university's internal controls and any related recommendations.
- (d) Laws and regulations. Periodically review with the general counsel and, if applicable, the chief compliance and risk officer, the chief audit executive, or other university administrators any legal and regulatory matters that may materially impact university programs, operations, or finances.
- (e) Codes of conduct. Periodically review with the chief compliance and risk officer, the chief audit executive, or other university administrators, as applicable, the university's conflict of interest, conflict of commitment, scholarly misconduct, and ethical conduct policies and procedures for compliance with applicable law and to ensure that such policies are current, easily accessible and understandable, and widely communicated.
- (f) Alerts. Periodically review with university administrators the established procedures for the receipt of information, anonymous or otherwise, the potential violation of applicable laws and/or university conflict of interest and conflict of commitment polices, and the process to investigate and address such issues, if they were to occur.

~~(a) Legal reviews;~~

~~(b) Health, safety and environmental reviews for all property owned, leased, or operated by the university;~~

~~(c) Intellectual property, technology transfer and entrepreneurial activity reviews;~~

~~(d) Affiliated entity reviews;~~

~~(e) Compliance reviews; and~~

~~(f) Corporate governance, fiduciary and conflict reviews.~~

~~(xv)~~ (v) General. Perform such other functions as may be required by law, the university of Akron board of trustees' bylaws, or the university of Akron board of trustees.

~~(j)~~ (i) Reporting. The audit and compliance committee ~~shall~~ regularly shall apprise the board of its activities and recommendations.

~~(6) The personnel and compensation committee.~~

(a) ~~Oversee on behalf of the board of trustees the overall employment and~~

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Certification:

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Secretary
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