

3359-1-03 Committees of the board.

(A) Standing committees.

The members and chairperson 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) Educational policy committee/student affairs committee.
 - (a) Consider and make recommendations concerning all policy matters requiring attention or action of the board relating to faculty appointment, tenure, and status; academic planning and governance; areas of instruction and degree programs; areas of research and related activities; student admissions; and other matters of policy governing or pertaining to academic and curricular affairs; consider and make recommendations concerning all policy matters requiring attention or action of the board relating to student affairs and student life including enrollment services, advising and counseling, academic support programs, student development and conduct, student financial aid, and other non-academic matters affecting students.
- (2) Finance, fiscal policy, and investment committee.
 - (a) Consider and make recommendations concerning all policy matters requiring attention or action of the board relating to the university budget and financial operations, business organization and practice; ~~internal and external audit functions and reporting; legal matters;~~ personnel appointments, changes of status, salary adjustments, and other personnel changes; placing and renewal of all insurance; borrowing of funds and issuance of bonds and notes; determination of student tuition, fees, and other

sources of university income; custody and investment of any funds which are now under or may in the future come under control of the board of trustees; submission of appropriation requests; and other such matters, except for those recommendations which are within the purview of the facilities planning and oversight committee and which include but are not limited to those recommendations of the facilities planning and oversight committee that involve the expenditure or commitment of funds related to capital planning and capital projects for the university. This committee shall constitute the board's "investment committee" as required by section 3345.05 of the Revised Code, and shall be authorized to exercise that authority and responsibility provided by law for the investment committee.

- (3) External affairs committee.
 - (a) Consider and make recommendations concerning all policy matters requiring attention or action of the board relating to solicitation of funds for present and future needs of the university; coordination of activities with the university of Akron foundation; relations with local, state, and federal legislative and administrative agencies; and the promotion of relations with the university's alumni and alumni association; consider and make recommendations concerning the naming of buildings and other similar honorary designations.
- (4) Facilities planning and oversight committee.
 - (a) Consider and make recommendations to the board of trustees regarding the capital planning and capital projects for the university, including the overall campus development guide plan; consider and make recommendations regarding the location, planning, construction, renovation, demolition and maintenance of the university's physical plant, streets, grounds, and capital equipment; consider and make recommendations regarding the purchase, sale, and lease of real estate; make recommendations regarding the procedure for

implementation of locally administered projects, and for the selection process for architects, engineers, construction managers, and contractors; make recommendations regarding biennium capital appropriation requests and the expenditure or commitment of funds related to capital planning and capital projects for the university.

- (5) Strategic issues, governance and compliance committee.
 - (a) Consider and make recommendations concerning the strategic position of the university and the strategic issues and priorities that from time to time require the board's focused attention. Such issues shall be assigned to the committee by the chairman of the board and reflect areas critical to the successful performance of the institution's mission. In making assignments, the chairman of the board shall avoid unnecessary duplication with other standing committees.
 - (b) Collect and analyze data 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, etc.
 - (c) 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) Coordinate with the chairman of the board the regular and structured delivery of reports to and reviews by the board of trustees from the administration through information sessions, executive sessions, and regular or special meetings of the board of trustees as appropriate. Unless provided within the purview of another standing or special committee of the board, the subject matters of such reviews may include, but shall not be limited to (i) legal reviews; (ii) health, safety and environmental reviews for all property owned, leased, or operated by the university; (iii)

intellectual property, technology transfer and entrepreneurial activity reviews; (iv) affiliated entity reviews (v) compliance reviews; (vi) corporate governance, fiduciary and conflicts reviews; etc.

(6) Rules committee.

- (a) Consider and make recommendations concerning the adoption, amendment and repeal of rules of the university required to be filed with the secretary of state. Such rules shall include but not be limited to (i) any rule, regulation, bylaw or standard adopted by the board of trustees, or pursuant to their rule-making authority; and, (ii) 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.

(7) Audit committee.

- (a) The primary responsibility of the audit committee is to provide oversight of the university's financial practices, internal controls, 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 committee, which shall be comprised of five members of the board. The audit committee chairperson shall be one of these five members. The board chairperson shall be an ex-officio member of the audit 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 or whether a quorum is present at a meeting. In making appointments to the audit 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 committee.

- (c) Definition. “Independent” shall refer to a person who, other than in his or her capacity as a member of the audit 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; and
 - (ii) Has not accepted such compensation at any time in the year preceding the member’s appointment to the audit committee.
- (d) Eligibility. Each member of the audit committee shall be a voting member of the board and shall be independent.
- (e) Consultants. The audit committee may obtain counsel, financial experts, or other expertise to advise the committee, or to assist in the conduct of an investigation. The audit committee may enlist the assistance of the university’s administrators and employees as needed.
- (f) Review. The audit committee shall review and reassess the this rule in this rule related to the audit committee and especially this paragraph annually and recommend any proposed changes to the board, including changes that it deems to be necessary as a result of its work and/or new laws or regulations.
- (g) Meetings. The audit committee shall meet at least twice per year. The audit committee may ask members of the university administration or others to attend its meetings and provide pertinent information as necessary.
- (h) Executive sessions. The audit committee may conduct audit conferences as provided by law and may conduct executive sessions with the university's outside auditors, its general counsel, or outside counsel, or anyone else as desired by the audit committee and permitted by the Ohio “open meetings act.”

(i) Responsibilities. The audit committee shall:

- (i) Internal auditor. Review and concur in the appointment, replacement, reassignment, or dismissal of the internal auditor who shall have a dual reporting responsibility to the vice president for business and finance and chief financial officer (“CFO”) and to the audit committee. The Audit Committee shall follow the guidance of the Institute of Internal Auditors Practice Advisory 1110-2 with respect to the distinction between functional and administrative reporting and shall develop and recommend for approval by the board of trustees for inclusion in this rule, those circumstances in which the university internal auditor shall report directly to the audit committee of the board of trustees, without prior or subsequent reporting to any institutional officer.
- (ii) Selection/retention of outside auditor. Recommend appointment of the outside auditors to be engaged by the university and which auditors shall report to the board through the audit committee, establish the audit fees of the outside auditors, and pre-approve any non-audit services provided by the outside auditors before the services are rendered. In general, the outside auditors may provide non-audit services to the extent that they are not auditing their own work, fulfilling the university administration’s role, or advocating externally for the university.
- (iii) Evaluation of outside auditor. Review and evaluate the performance of the outside auditors and review with the full board any proposed discharge by the audit committee of the outside auditors.
- (iv) Duration of audit partners. Ascertain that the lead or concurring audit partner, as well as any partner other than the lead or concurring partner, from the outside auditors serves in such capacity for a period

of reasonable duration, consistent with then best practices for non-profit entities.

- (v) Communications with outside auditor. Review all material written communications between the outside auditors and university administrators, such as any management letter or schedule of unadjusted differences.
- (vi) Risks. Inquire of university administrators, the internal auditor, 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 outside auditors, the “CFO,” and the internal auditor, the audit scope and plans of the internal auditor and the outside auditors; and address the coordination of audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of the audit resources.
- (viii) Internal reviews. Conduct internal reviews by reviewing with the university administration and the internal auditor:
 - (a) Significant findings on internal audits during the year and the university administration's responses thereto;
 - (b) Any difficulties the internal audit team encountered in the course of their audits, including any restrictions on the scope of their work or access to required information;
 - (c) Any changes required in the scope of their internal audit;

- (d) The internal auditing department budget and staffing;
- (e) The internal auditing department charter; and
- (f) Policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets and any available review of these areas.
- (ix) Controls. Review with the outside auditors and the internal auditor:

 - (a) The adequacy of the university's internal controls including computerized information system controls and security; and
 - (b) Any related significant findings and recommendations of the outside auditors and internal audit services together with the university's responses thereto.
- (x) Laws and regulations. Review with the general counsel and the internal auditor legal and regulatory matters that, in the opinion of university administrators, may have a material impact on the financial statements, related university compliance policies, and programs and reports received from regulators.
- (xi) Financial statements. Review with the university's administrators and the outside auditors:

 - (a) The university's annual financial statements and related footnotes;
 - (b) The outside auditors' audit of the financial statements and their report thereon;

- (c) Any significant changes required in or indicated for the outside auditors' audit plan; and
 - (d) Any serious difficulties or disputes with the university's administrators which are encountered during the audit.
- (xii) Codes of conduct. Periodically review applicable federal and state laws regarding codes of conduct and similar compliance requirements and standards, including but not limited to the university's conflict of interest, conflict of commitment, scholarly misconduct, and ethical conduct policies and procedures, located in Ohio Administrative Code section 3359-11-17, to ensure that they are adequate and up-to-date, easy to access and understand, widely communicated, clear as to how to report concerns or ask questions, and complete with a conflict of interest policy; and review with the internal auditor and the general counsel the results of their monitoring of compliance of such policies and procedures.
- (xiii) Alerts. Review procedures for the receipt of information, anonymous or otherwise, raising concerns regarding questionable accounting or auditing matters or wrongdoing, and review any submissions that have been received, the current status, and the resolution if one has been reached.
- (xiv) General. Perform such other functions as may be required by law, the university of Akron board of trustees' by-laws, or the university of Akron board of trustees.
- (j) Reporting. The audit committee shall regularly apprise the board of its activities and recommendations.

(7)(8) The chairperson of the board and the president of the university shall be ex-officio members of each standing committee. Whereas the chairperson shall have power to vote, the president shall be without power to vote. Questions involving assignments or duties of committees of the board shall be decided by the chairperson.

(8)(9) Between meetings of the board, the board may request its standing committees to ~~take action~~ make recommendations within their respective spheres as they deem necessary and to report any ~~action recommendations~~ they may have taken make by virtue of this authority to the board at a regular or special meeting for ratification by the board. However, committees shall not be empowered to act for the board; but committees may act or recommend action within their respective spheres subject to approval or ratification by the board. It is the purpose of this provision to establish that the board shall conduct its business and take official action only at regular or special meetings of the board as provided in these bylaws. Moreover, each individual committee shall annually review its charge and work with a view of keeping with best practice.

(B) Special committees.

Special committees may be appointed by the chairperson for such purposes as the board may from time to time authorize and direct.

(C) Advisory committees.

Advisory committees may from time to time be authorized by the board and appointed by the chairperson for permanent or temporary service in a consultative or advisory capacity. Persons who are not members of the board shall be eligible for membership thereon.