

3361:10-1-05**Board of trustees bylaws: committees.****(A) Standing committees.**

Standing committees, consisting of no fewer than three members each, shall be appointed yearly by the chairperson of the board. The standing committees shall be the academic and student affairs committee, finance and administration committee, audit and risk management committee, government relations committee, governance and internal affairs committee, health affairs committee, the investment committee, and the compensation committee. The investment committee shall be constituted in the manner set forth in rule 3361:20-41-03 of the Administrative Code. In addition, there shall be the following standing subcommittee: master planning and facilities subcommittee of the finance and administration committee. The master planning and facilities subcommittee, consisting of no fewer than any three members of the board, shall be appointed yearly by the chairperson of the board. The chair of the master planning and facilities subcommittee generally should be a member of the finance and administration committee and the chair of the finance and administration committee generally should be an ad hoc member of the master planning and facilities subcommittee. The responsibility for each standing committee and subcommittee shall extend, in its sphere, to the east and west campuses and all branches of the university. Each standing committee's actions and/or recommendations shall be reported to the board for information, approval or confirmation.

- (1) Academic and student affairs committee action shall be required for:
 - (a) General policies governing instruction and research;
 - (b) Appointment and reappointment of deans and academic unit heads, promotion to full professor, granting of tenure, granting of emeritus status, and appointment to the association of graduate fellows;
 - (c) Student admissions and enrollment policies; and
 - (d) Student affairs and welfare.
- (2) Finance and administration committee action shall be required for:

- (a) Appointment of the president and officers excepting academic appointments;
- (b) Human resources and matters involving negotiations of collective bargaining agreements;
- (c) General university policies and business not specifically assigned to another committee;
- (d) Salary, wage and benefits policies;
- (e) The university's annual operating budget;
- (f) Budget transfers in undesignated general or auxiliary funds above the amount of five million dollars and additional appropriations of undesignated general, auxiliary or plant funds, above the amount of five million dollars which are not provided for in the annual budget;
- (g) Contracts and modifications thereof in amounts of and greater than five million dollars, and all land purchase or sale contracts for operating real estate shall require finance committee action, regardless of amount;
- (h) Changes in the general fee, instructional fees, residence hall room and board rates, apartment rates, and nonresident surcharge;
- (i) Establishment of debt instruments issued by the university;
- (j) Changes in overall investment policies relating to the receipt, purchase, sale, lease, and exchange of securities, real estate and other tangible property which may be a part of the university's assets held for investment;
- (k) University building program and naming of buildings;
- (l) General policies respecting equipment, maintenance, operation, and use of the university's physical plant;

- (m) Concept approval for all building projects and rehabilitations with an estimated cost over six hundred and five thousand dollars; and
 - (n) Concept approval for any proposed purchase or sale of land which is or is to be operating real estate.
 - (o) Receiving information on the following:
 - (i) All budget transfers of undesignated general or auxiliary funds, and all additional appropriations of undesignated general, auxiliary or plant funds in amounts between one million dollars and five million dollars;
 - (ii) All contracts, purchase orders, sponsored contracts, sponsored grants and modifications thereof approved by the president in amounts between one million dollars and five million dollars.
 - (p) The financial limitations of this section shall be automatically increased by ten per cent every three years.
- (3) Audit and risk management committee action shall be required for:
- (a) Receipt and review of the university's annual financial report.
 - (b) Receipt and review of all outside audit reports and management letters addressing the system of internal accounting controls.
 - (c) Receipt and review of specific internal audit reports.
 - (d) Assessing recommendations in all audit reports and evaluating the risk associated with conditions cited, versus the cost to implement recommended changes.
 - (e) Making recommendations to the full board regarding actions to be taken in response to findings in audit reports.

- (f) Meeting at least annually with outside independent auditors.
 - (g) Receiving information on all contacts with state and federal auditors, including the internal revenue service.
 - (h) Reviewing changes in university accounting principles or reporting procedures that would have a major impact on the university's reported financial condition.
 - (i) Reviewing changes in university conflicts, conduct and ethics, and compliance policies.
 - (j) Overseeing risk management as it relates to compliance with applicable laws and regulations and litigation-related matters.
 - (k) Questions of law affecting the university, which questions may be referred to the attorney general for an opinion.
- (4) Investment committee powers and responsibilities are set forth in rule 3361:20-41-03 of the Administrative Code.
- (5) The health affairs committee shall oversee all activities that support the academic mission of the university's academic health center, including the university's relationship with board approved clinical practice plans as well as affiliations with other healthcare providers and health-related academic institutes and programs, and community health and medical affairs.
- (6) The powers and responsibilities of the compensation committee are set forth in rule 3361:30-17-01 of the Administrative Code.
- (7) The master planning and facilities subcommittee of the finance and administration committee shall oversee the acquisition, disposition, management, lease, maintenance, and improvement of all operating real estate of the university, subject to the provisions of rule 3361:10-1-06,

(8) The governance and internal affairs committee shall oversee the organization, operations and overall effectiveness of the board of trustees. Areas of focus include board structure, including policies, governing principles, agenda setting and succession planning; board performance, including engagement and assessment; board development, including orientation and education; and optimizing the various interfaces with university administration. The governance and internal affairs committee shall also oversee the periodic review, maintenance and amendment of, as well as the interpretation of, the bylaws and rules of the board;

(9) The government relations committee shall oversee the university's public affairs, including its relationships and interactions with elected and other public officials, and with federal, state, county, and municipal governments and their agencies;

(B) Non-standing committees.

Non-standing committees of the board of trustees may be appointed by the chairperson to provide advice or recommendations on matters that are not within the jurisdiction of any standing committee.

(C) Attendants.

The chairperson of the board shall be an ex-officio member of all committees. The president and/or his/her designee shall attend the meetings of all board committees. The vice presidents and other administrators as agreed to by the committee chairperson shall attend those meetings of board committees at which are discussed items of business within their sphere of activity.

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Certification: Nicole S. Blount
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