

(A) Standing committees.

The members, chairperson and, if deemed necessary or desirable chairperson(s) of each standing committee shall be appointed annually 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 on such proposals. 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 committee.

Review, 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:

- (a) Academic planning and governance and educational policies; degree certificate programs; areas of research and related activities; student admissions; and other matters of policy governing or pertaining to academic and curricular affairs.
- (b) Areas of student engagement and success including enrollment services, advising, counseling, and academic support programs; student development and conduct; student financial aid and scholarship; intercollegiate athletics; and other non-academic matters affecting students.
- (c) Alumni structures, strategies and policies, including the promotion of relations with the university's alumni.
- (d) Communication and marketing strategies.

(2) Finance and administration committee.

(a) Review, consider, and make recommendations concerning all 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 alignment

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) Consultants. The audit and compliance committee may obtain or may authorize university administrators to obtain legal counsel, financial experts, or other expertise to advise the committee, or to assist in the conduct of an investigation and may enlist the assistance of the university's administrators and employees as needed.
- (e) Review. The audit and compliance committee shall review and reassess this rule as needed and recommend any proposed changes to the board through its rules committee, including changes that it deems to be necessary as a result of its work and/or new laws or regulations.
- (f) Meetings. The audit and compliance committee shall meet at least twice per year. The audit and compliance committee may ask university

administrators or others to attend its meetings and provide pertinent information as necessary.

administrators the outside auditors, and the chief audit executive, the intended scope and plans for the audit, the completeness of completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.

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.

- (7) Between meetings of the board, the board may request its standing committees to make recommendations within their respective assigned areas of responsibility as they deem necessary and to report any recommendations they make by virtue of this authority to the board at a regular or special meeting for consideration by the board. Committees shall not be empowered to act for the board; but committees may act or recommend action, 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 review periodically 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.