

Board Statement Number 3 Statement on Committees

1.0 Standing and Ad Hoc Committees

1.1 The board creates committees in order to focus attention on particular subject areas of the board's work. Each committee works closely with support staff and University constituents who are knowledgeable about the subjects assigned to the committee in the committee's charter. Committee members are expected to develop a specialized understanding of these subjects. To a large degree, committees are the workshops of the board. Committees are where information is gathered and proposals developed for board consideration. The committees serve in an advisory capacity to the board. They do not make final decisions for the board, except in the rare instance where the board has explicitly delegated such authority to a committee. Although committees work closely with staff, committee members are cautioned to keep their attention on board-level matters, rather than on work delegated to the authority of the president and other administrators.

1.2 Where the work of a committee is substantial, predictable, and ongoing, the board may establish a standing committee to address that topic. Where a topic is occasional and falls outside the scope of a standing committee, the board may create an ad hoc committee to address that topic. Standing committees consist only of Trustees and continue until terminated by the Board. Although the board may appoint non-trustees to serve on an ad hoc committee, ad hoc committees typically consist exclusively of trustees, and must have at least one trustee member. The term of any ad hoc committee is limited to no more than one year.

1.3 Prior to July 1 of any academic year, the Board Chair shall appoint trustees to fill any vacant chair, vice-chair, or member positions on standing committees. The term of appointment of any chair, vice chair, or member of a standing committee shall expire on the later occurrence of: a) June 30 of the second year of the trustee's appointment, b) appointment of a successor trustee, or c) reappointment of the Trustee to a successive term. The Board Chair shall consult with committee members prior to making appointments. Standing committee officers and members may serve consecutive terms.

2.0 Governance Committee

2.1 The Governance Committee is a standing committee of the Board. The Governance Committee shall consist of at least five members of the Board of Trustees. The University President and the Board Chair shall not be appointed to the committee.

2.2 The principal staff support for the Governance Committee shall be provided by the University General Counsel and Board Secretary, the Vice President for University Advancement, and their designees.

3.0 Finance and Administration Committee

3.1 The Finance and Administration Committee (F&A) is a standing committee of the Board of Trustees. The F&A Committee shall consist of at least five members of the Board of Trustees. Neither the Chair of the Board nor the President shall be a member of the ASA but either (or both) may act as an alternate, including voting, in the event of the absence of any committee member at any meeting.

3.2 The principal staff support for the committee shall be provided by the Vice President for Finance and Administration and the vice president's designees.

4.0 Academic and Student Affairs Committee

4.1 The Academic and Student Affairs Committee (ASA) is a standing committee of the Board of Trustees. The ASA shall consist of at least five members of the Board of Trustees. Neither the Chair of the Board nor the President shall be a member of the ASA but either (or both) may act as an alternate, including voting, in the event of the absence of any committee member at any meeting, when necessary for the committee to achieve a quorum.

4.2 The principal staff support for the committee shall be provided by the Provost and Senior Vice President for Academic Affairs, the Vice President for Student Affairs, and their designees.

5.0 Committee Procedures

5.1 The procedures governing the conduct of Board committee meetings are contained in Board Statement No. 1, Public Meetings. The Board calendar produced by the Board Secretary under section 5.2 of Board Statement No. 1 shall include dates of committee meetings. Committee Chairs, in consultation with committee support staff and the Board Secretary, may vary this schedule when necessary or appropriate.

5.2 A majority of the members of a Standing Committee shall constitute a quorum. The faculty and non-faculty staff members of any committee shall not participate in any discussions or action by the committee or attend any executive session of the committee involving collective bargaining issues that affect faculty or non-faculty staff at the university.

5.3 Annually, each standing committee shall review its charter and consider whether to request that the Board amend its charter to refine its subject matter.

5.4 At each standing committee's initial meeting of the academic year, the committee shall review a work plan of projected topics for each of the committee's scheduled meetings.

Approved by the Board of Trustees on June 4, 2015.

Amended by the Board on April 20, 2017, May 24, 2018, November 12, 2020, May 17, 2023, February 12, 2025, May 21, 2025, and February 18, 2026.

A handwritten signature in black ink, appearing to read "Charles Hofmann" followed by a stylized flourish.

Charles Hofmann
Chair of the Board

A handwritten signature in black ink, appearing to read "Chris Burford" with a long, sweeping flourish.

Christopher L. Burford
University General Counsel and Board Secretary