

 **Bylaws of the Board of Trustees**

**3364-01-03 Committees of the Board.**

1. Standing committees.

The members of all committees of the board are to be appointed by the board chairperson, unless otherwise ordered by the board or as provided for below. The chairperson is responsible for appointing the chairperson of each committee. The secretary of the board of trustees will be the secretary of each committee when requested to do so by the committee chairperson. Each committee will contain no less than three members plus the board chairperson as the board chairperson is an ex-officio member of all standing committees but shall be counted only for purposes of determining a quorum and shall have the right to make motions and vote when there is a lack of such quorum.

In the event there is not a quorum for a board committee to transact business based upon current trustees assigned to a committee, the board chairperson, or in the absence of the board chairperson, an officer of the board of trustees or the board committee chairperson, is authorized to appoint another trustee(s) who is in attendance as an alternate board committee member(s) for purposes of transacting business for that meeting. Should the appointment(s) be made by an officer of the board of trustees other than the board chairperson, then that officer may appoint him/herself or another trustee(s) in attendance.

The board is responsible for setting the duties of each committee. The standing committees are as follows:

1. Academic and student affairs committee

The academic and student affairs committee will oversee and ensure continuous improvement of university academic activities and student programs with an emphasis on student centeredness; The scope of the committee includes any other matter assigned to the committee by the board or the chairperson of the board.

1. Clinical affairs committee

The clinical affairs committee is charged with oversight and strategic direction of the clinical enterprise of the university.  The committee shall be regularly informed of and hold the university president, and/or his designee, responsible for the continuous improvement of quality of care, patient centeredness, and medical staff membership. The committee shall receive reports and recommendations from the university president, and/or his designee regarding relevant clinical, financial and compliance matters as necessary.

Further, the committee is charged with oversight and review of all clinical enterprise accreditation issues. The committee will carry out the responsibility delegated to it from the board according to bylaw 3364-01-03 for medical staff membership, credentialing, privileges and renewal of privileges.

1. Finance and audit committee

The finance and audit committee is charged with oversight and continuous improvement of the financial soundness of the university including oversight of revenue from all sources, and oversight of all expenses, as well as the margin for both the academic and the clinical enterprises. It will receive and recommend action upon budget proposals from the administration. It will review relevant parameters such as Senate Bill 6 ratios, bond ratings, and the cash flow margin for the entire university. It will receive and review reports relative to fund raising and investment performance from The University of Toledo Foundation.

The committee is responsible for the overall audit function of the university, including:

1. Reviewing the quality of financial reporting with the external auditors and management including financial statement assumptions, disclosures, and accounting policies.
2. Overseeing the university's system of internal controls and the adequacy of financial, accounting and operational practices on financial reporting.
3. Reviewing the annual internal audit plan, discussing the extent to which it addresses high-risk areas with the university auditor and management, and approving the final audit plan.
4. Assuring the effectiveness of the internal audit function including access required and authorization of the appointment or dismissal of the university auditor.
5. Ensuring the independence of the university auditor through his direct-unrestricted reporting to the committee chair and functional reporting to the university administration.
6. Determining the impact to the university of audits of entities outside the scope of this committee (, UT Physicians, UT Insurance Captive, etc.).
7. Overseeing the implementation of the institution's policy on fraud and irregularity including notification to the committee of any action taken under that policy.
8. Reviewing the university's compliance with government regulations including legal or regulatory matters materially impacting university operations.
9. Helping to achieve increased revenue and to advance areas of the strategic plan.

In addition, this committee will function as the facilities committee, receiving and recommending action upon all proposed facilities recommendations. It will receive and review reports from the Department of Intercollegiate Athletics regarding its finances, operations and processes. It will provide oversight of university external affairs, inclusive of global outreach, engagement and university partnerships and relations with campus neighborhoods, business entities, and other relevant community resources.

The scope of this charge to the committee includes all business operations within the legal bounds of The University of Toledo, including academic and clinical enterprises and UT Innovation Enterprises, Inc.

 The scope of the committee includes any other matter assigned to the committee by the board or the chairperson of the board.

1. Trusteeship and governance committee

The trusteeship and governance committee ensures the integrity of board governance and the avoidance of conflicts of interest. It fosters a culture of excellence, service, and high ethical standards, among university trustees. The committee will also develop and conduct board assessment, and oversee board development including orientation of new members.  This committee coordinates the board's annual assessment of the president. This committee has oversight responsibilities for the financial reporting process, internal controls, and monitoring compliance with laws and regulations.  The committee will ensure that the highest ethical and legal standards are met.  The committee will ensure the implementation of the strategic plan and continuous improvement in appropriate areas are defined and set forth in quantifiable objectives and measures.

In addition, the committee functions as the board personnel committee, receiving and recommending action upon all personnel actions, with the exception of medical staff membership, credentialing, privileging and renewal of privileges delegated by the board to the Clinical Affairs committee, and providing oversight, direction, and recommendations on human resources, compensation strategy, collective bargaining, succession planning and organizational changes to the university. The Office of Governmental Relations will provide updates on federal, state and local activities, initiatives, and legislation that may affect the university.

The scope of the committee includes any other matter assigned to the committee by the board or the chairperson of the board.

 (5) All other standing committees established by the board

(B) Special committees.

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

(C) Non-trustee committee members.

Each committee may designate non-trustee committee members to advise the committee. The non-trustee members shall serve in an advisory capacity without voting privileges, shall not be counted for purposes of determining a quorum,and their right to attend executive sessions shall be at the discretion of the committee chair.

*Replaces: Former 3364-01-03*

*Date approved by Board of Trustees:*

*Certification: Secretary, Board of Trustees*

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