

**Middle Tennessee State University
Board of Trustees Policy
Board Committees**

Section 1. Purpose

The Middle Tennessee State University Board of Trustees (Board) is responsible for the governance of Middle Tennessee State University. As provided in the Board Bylaws, the Board may establish standing and special committees as it deems appropriate and necessary to fulfill these responsibilities. This Board policy establishes the committees of the Board, defining their membership and duties.

Section 2. Standing Committees

The standing committees of the Board shall be:

- Executive and Governance
- Audit and Compliance
- Finance and Personnel
- Academic Affairs, Student Life and Athletics

Section 3. Membership

- 3.1** Each standing committee shall have at least three (3) voting members who shall each serve a two-year term.
- 3.2** Each standing committee shall have a chair who shall serve a one-year term.
- 3.3** Members of the standing committees, with the exception of the Executive and Governance Committee, shall be appointed by the Board Chair. The Board Chair shall also appoint the chairs of the standing committees.
- 3.4** The Board Chair shall serve as an ex officio member of all standing committees, entitled to vote.
- 3.5** Each committee shall have an administrator of the University to assist with its work.
- 3.6** The Board Chair may appoint additional member(s) to standing or special committees if the assistance of others with particular professional or business expertise is necessary to carry out the responsibilities of the committee or subcommittee. No such additional non-trustee member shall have voting privileges.

Section 4. Special Committees

The Board Chair or Vice Chair may appoint special committees for specific assignments. Membership may be as determined appropriate. The chair of a special committee shall be designated by the Board Chair at the time the special committee is appointed. Matters

assigned to a special committees shall be subject to action and approval by a designated standing committee or the Board before becoming effective.

Section 5. Meetings

- 5.1 The Committees shall meet as often as necessary to carry out their responsibilities.
- 5.2 Meetings may be called by the Board Chair, the President of the University or the committee chair.

Section 6. Notice of Meeting; Agenda

- 6.1 When feasible, committee members shall receive at least ten (10) days' notice of meetings to include the purpose of the meeting.
- 6.2 When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.
- 6.3 Matters not appearing on the agenda of a standing or special committee meeting may be considered only upon an affirmative vote of the entire committee.

Section 7. Quorum

A majority of the voting members of each standing or special committee shall constitute a quorum for the transaction of business. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

Section 8. Minutes

Minutes shall be made of all standing and special committee meetings and provided to the Board Chair, the President of the University and the Secretary to the Board. The minutes shall be maintained as the official record of such meetings.

Section 9. Open Meetings and Public Notice

All meetings of standing and special committees shall be open to the public except as authorized by a statutorily or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et. seq. Notice provided to the public shall be compliant with the Open Meetings Act.

Section 10. Authority of the Standing and Special Committees

- 10.1 The authority of the standing and special committees shall be subject to action by the entire Board. The committees' actions must be authorized and approved by the Board before becoming effective unless the Board delegates to the committee the authority to act on its own behalf.

10.2 The standing and special committees shall have the right to retain independent consultants.

Section 11. Executive and Governance Committee

11.1 The Executive and Governance Committee shall be composed of the Chair and Vice Chair of the Board, and the Chair of the Audit and Compliance Committee. The Chair of the Board shall be the chair of this committee.

11.2 The Executive and Governance Committee may act for the Board between regular Board meetings on urgent matters except the following, which shall be reserved to the Board:

1. Presidential selection, evaluation and termination
2. Amendments to the Board Bylaws
3. Adoption of the annual budget
4. Tenure and promotion decisions

11.3 The Executive and Governance Committee shall ensure the integrity of the Board and is responsible for:

1. Establishing and maintaining standards of Board conduct.
2. Assessing the performance of the Board and Board members by monitoring compliance with the Board's Code of Conduct and Conflict of Interest policies.
3. Ensuring an effective orientation and continuing education process for Board members.
4. Periodically reviewing and ensuring compliance with the Board Bylaws and other Board policies, recommending amendments when appropriate.
5. Reviewing the committee structure of the Board for continued effectiveness.
6. Overseeing the work of the other standing committees.
7. Other matters as assigned by the Board.

11.4 The Executive and Governance Committee shall be responsible for regularly evaluating the Board's responsibilities and expectations on at least a biennial basis, which shall include:

1. Preparation of self-evaluation procedures and instrument.
2. Presentation and discussion of results from completed self-evaluations, including board strengths, needs, and actions for improvement.

11.5 The Executive and Governance Committee shall have the right to retain independent consultants.

Section 12. Audit and Compliance Committee

12.1 The Audit and Compliance Committee shall assist the Board in exercising oversight of the University's financial and accounting practices, internal controls and standards of conduct. The Committee shall have the authority to direct University management to initiate and address specific audit and compliance issues within the mandate of the Committee. It may conduct or authorize or facilitate any audit or investigation appropriate to fulfill its oversight responsibilities.

12.2 The Audit and Compliance Committee is responsible for and shall make recommendations to the Board related to:

1. Oversight of adherence to laws, regulation and policies that pertain to the University's operations.
2. Oversight of the quality and integrity of the accounting and financial reporting practices and processes, and systems of internal controls regarding finance, accounting and legal compliance.
3. Audit issues reported in the University's external audits or reviews.
4. Presidential audits.
5. Oversight of the internal audit function including reviews of the internal audit reports and monitoring of the resolutions of any audit issues.
6. Ensuring compliance with legal and regulatory requirements.
7. Oversight and monitoring of internal controls, compliance and risk management functions of the University.
8. Oversight of the process for the reporting of suspected illegal, improper, wasteful or fraudulent activities involving University resources.
9. Other matters as assigned by the Board.

12.3 The University's Chief Audit Executive reports administratively to the President of the University and functionally to the Audit and Compliance Committee, and the Board. The Audit and Compliance Committee will review and recommend the appointment of the Chief Audit Executive who shall be removable only for cause by a majority vote of the Board. The Chief Audit Executive shall have direct and unrestricted access to the chair of the Audit and Compliance Committee. The Chief Audit Executive shall make a comprehensive report on the internal audit function to the Board through the Audit and Compliance Committee at a stated meeting. The report will include the annual audit plan and a review of all previous year audits completed and in progress, including any follow-up reviews and any audits that were scheduled but not completed.

Section 13. Finance and Personnel

13.1 The Finance and Personnel Committee shall oversee the integrity and stability of the University's financial operations, long-term economic health and allocation of resources, and its physical assets of land, buildings and equipment.

13.2 The Finance and Personnel Committee is responsible for:

1. Monitoring the financial performance of the University and reporting to the Board.
2. Reviewing and recommending annual and long-range operating and capital and maintenance budgets.
3. Reviewing and recommending rates for student tuition and fees.
4. Overseeing financial reporting and related disclosures.
5. Recommending adoption or modification of capital improvement plans and the facilities master plan, advocating for new structures, and rehabilitating or removing older structures.

6. Creating and maintaining a maintenance capital expenditures budget and proposed timeline for all capital assets whose repair or replacement would result in an expenditure of \$100,000 or more.
7. Recommending appropriate action with regard to the acquisition and disposition of real property.
8. Recommending execution of contracts as required by University policy.
9. Actions related to personnel, including faculty and staff compensation.
10. Ensuring adequate policies and procedures are in place to promote the effectiveness, integrity and security of the University's information technology investments and their operation.
11. Other matters as assigned by the Board.

Section 14. Academic Affairs, Student Life and Athletics

The Academic Affairs, Student Life and Athletics Committee shall oversee the quality of academic programs and services, student life and athletics consistent with the mission of the University. The committee shall make recommendations to the Board relating to:

1. Approval of proposals for new academic programs and the significant revision of existing programs.
2. Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs.
3. Matters regarding faculty tenure and promotion.
4. Approval of admission, progression, retention and graduation standards.
5. Institutional and program accreditation, and program review.
6. Promoting the welfare of students attending the University.
7. Metrics to measure efficiency of each academic department.
8. The operation of the intercollegiate athletics programs to assist the Board in carrying out its responsibility of those programs.
9. Other matters as assigned by the Board.

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