

110 COMMITTEES OF THE BOARD OF TRUSTEES

110.1 The Standing Committees of the Board of Trustees shall be the following: Executive Committee; Audit, Budget and Finance Committee; Operations Committee; Student and Academic Affairs Committee; Community College Committee; and Committee of the Whole. The membership and jurisdiction of each committee shall be as follows:

- (a) The Executive Committee shall be comprised of the Officers of the Board. The Executive Committee shall have all of the power of the Board between meetings, but the Board may limit such power by Resolution. Interim actions taken by the Executive Committee must be submitted for ratification by the Board at its next regularly scheduled meeting. If a majority fails to confirm the validity of an Executive Committee action, that action shall be deemed void ab initio. Appropriate notice of Executive Committee actions must be given to all members of the Board and to the public within five (5) business days.
- (b) The Academic and Student Affairs Committee shall consist of a chairperson and at least two (2) other members. It shall ensure that the academic programs of the University are consistent with the institution's mission and strategies; that the faculty and students have adequate resources; that the academic budget reflects the institution's academic priorities; that the faculty personnel policies and procedures complement academic priorities; that the students' interest in the Board's policy-making activities are adequately represented; that the institution's academic programs are appropriate for its students; that technology is effectively used to enhance the academic programs of the University; that the institution assesses the effectiveness of its academic programs; and shall monitor philanthropic giving, fundraising and alumni affairs.
- (c) The Audit, Budget and Finance Committee shall consist of the Treasurer as Chairperson, and at least two (2) other members. It shall ensure that the financial operations of the University are in compliance with all applicable laws, regulations, and financial accounting standards; oversee annual and long-range operating budgets; ensure that accurate and complete financial records are maintained; review capital budgets for adherence to prescribed policy and guidance; present exceptions to the full Board for approval; recommend investment policies to the Board; manage asset classes; review investment expenses; oversee accounting and financial reporting; confer with the Office of the Inspector General of the District of Columbia (OIG) regarding significant investigations into financial matters; ensure that timely and accurate information is presented to the Board; provide oversight and guidance to the University's Internal Auditor in the performance of his or her duties; ensure that an annual audit is conducted; provide oversight responsibility for management's system of internal

financial controls and the controls over external reporting, the internal and external audit processes, the regulatory compliance functions, institutional ethics and conflicts of interest, and the risk management process; present the financial statement to the full Board and communicate with and educate the Board on all aspects of the University's financial status.

- (d) The Operations Committee shall consist of a chairperson, and at least two (2) other members. The Operations Committee serves as the Board's principal forum for the consideration of matters relating to the University's business and administrative operations. It shall review and approve University policies; monitor personnel practices to ensure that the University is promoting fair and respectful practices and compliance with all applicable employment, labor, and workplace laws; determine the adequacy, condition, and use of existing facilities; review renewal or replacement decisions and oversee financing of capital projects; establish a budget for all capital projects which shall include a list of all capital projects planned for the fiscal year; review contracts as necessary or as required by law; review and discuss issues and proposals involving government relations; receive periodic updates on the University's legal issues; and review University-wide policies and practices concerning communications and media, and public relations.
- (e) The Community College Committee shall consist of a chairperson and at least two (2) other members. The Community College Committee shall have jurisdiction over matters which specifically or exclusively affect the Community College.
- (f) The Committee of the Whole shall consist of all members of the Board and shall have jurisdiction concurrent with that of any committee. The Committee of the Whole may also have jurisdiction over matters not subject to the jurisdiction of any established standing committee.

110.2 The Chairperson may establish such advisory committees as deemed necessary to advise on policy. Such committees may consist of members of the Board, students, faculty members, parents, and governmental, educational, business, industrial, labor, and community representatives. The membership and scope of concern of each such committee shall be carefully defined. Such committees may be abolished or reconstituted by the Chair or by majority vote of the Board. The Chair may assign issues for consideration to such committees, establishing a deadline for report or recommendations. Such committees, in written reports distributed in the agenda package at least five (5) days prior to any regular meeting of the Board, may raise issues within their respective domains to the Board for consideration. Advisory committees shall not have executive powers.

- 110.3 The Chairperson shall establish the number of members, appoint the chairperson and members, subject to Section 110.1, and make determinations with respect to the jurisdiction of each standing committee of the Board.
- 110.4 The Chairperson may remove or reassign the chairperson or any member of a standing committee by notifying the chairperson or member in writing; provided, that a removed or reassigned committee chairperson may challenge such removal or reassignment by notifying the full Board of such challenge within five (5) days of the removal or reassignment, whereupon the removal or reassignment shall be subject to ratification by the full Board within thirty (30) days.
- 110.5 The Chairperson of the Board may establish ad hoc committees at any time, either by announcement at a meeting of the Board or in writing to the members of the Board. When establishing an ad hoc committee, the Chairperson shall set forth the name, membership, and purpose of the ad hoc committee.
- 110.6 An ad hoc committee shall be dissolved upon the submission of a final report and recommendation(s) to the Board, upon the expiration of a specified term of the committee that is set forth when the ad hoc committee is established, by the Chairperson, or by vote of a majority of the Board.
- 110.7 All standing and ad hoc committees of the Board shall be composed of members of the Board of Trustees; provided that the Chairperson may appoint non-members of the Board to ad hoc or advisory committees if such persons possess knowledge, skill, experience, or training necessary for the performance of a committee's function and such knowledge, skill, experience, or training is not available among the Trustees. Any committee which shall have a majority of members who are not members of the Board shall not have executive power or otherwise have the authority to impose decisions or policy upon the Board or the University. Notwithstanding anything in this section, members of the Executive Committee and Committee of the Whole shall be comprised exclusively of members of the Board.
- 110.8 Standing and ad hoc committees of the Board shall not have executive power unless specifically provided by the provisions of this title or unless that power is specifically delegated to the committee to deal with a particular matter by official act of the Board.
- 110.9 All committees of the Board are fact-finding and deliberative bodies except as otherwise provided in this chapter.

SOURCE: Final Rulemaking published at 39 DCR 2296 (April 3, 1992); as amended by Final Rulemaking published at 48 DCR 3418 (April 13, 2001); as amended by Final Rulemaking published at 53 DCR 2411 (March 31, 2006); as amended by Final Rulemaking published at 56 DCR 1814 (February 27, 2009); as amended by Final Rulemaking published at 57 DCR 6131, 6139 (July 16, 2010); as amended by Final Rulemaking published at 59

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DCR 9998 (August 17, 2012); as amended by Final Rulemaking published at 60 DCR 13386 (September 27, 2013); as amended by Final Rulemaking published at 61 DCR 9867 (September 26, 2014).