

Wright State University

Board of Trustees

Finance, Audit, Governance, and Compliance Committee Statement of Purpose and Responsibilities

Draft 2.0 – June 6, 2024

A. Overview

University bylaws designate that the board of trustees establish a Finance, Audit, Governance, and Compliance Committee as a standing committee of the board (See Article I, Section 6 of university bylaws). Bylaws further require the board to adopt a Statement of Purpose and Responsibilities governing operations of this committee.

The purpose of the Finance, Audit, Governance, and Compliance Committee is to assist the board in overseeing the fiscal and infrastructure management of the university, university compliance/risk management processes, internal/external audits, matters related to board governance, and any other responsibilities the board deems necessary or advisable for the efficient oversight of the university. In exercising its duties, the committee is to ensure the university's financial stability and long-term economic health.

B. Membership and Meetings

Membership of the Finance, Audit, Governance, and Compliance committee is governed by university bylaws (Article I, Section 6 (C)).

Similarly, meetings of the Finance, Audit, Governance, and Compliance Committee are also governed by state law and the university's bylaws (Article I, Section 7).

D. Responsibilities

The Finance, Audit, Governance, and Compliance committee is responsible for overseeing and making recommendations to the board of trustees, as may be appropriate, regarding matters pertaining to the financial, business, and administrative management of the university.

The committee also oversees the university's financial governance policy and investment policy. Matters to be brought before the committee include, but are not limited to those that require board oversight or authorization in the following areas:

1. Oversight over financial operations and fiscal management, investments, budgeting/reporting, and capital budgeting.
2. Internal/external audits, internal controls, external compliance, audits not related to financial monitors, the university's code of conduct, and risk management.
3. University infrastructure including buildings, grounds, information technology, and the purchase/sale of real property.
4. Placing and renewal of all insurance.
5. Borrowing of funds and issuance of bonds and notes.

6. Student tuition, fees, and other sources of university income.
7. Custody and investment of any funds which are now under or may in the future come under the control of the board of trustees.
8. Institutional fiscal health indicators, including Senate Bill 6 and measures of the university's accrediting agencies.
9. Approving expenditures and agreements at or below thresholds set by the Board.

E. Investment Committee Responsibilities

The Finance, Audit, Governance, and Compliance committee shall constitute the board's investment committee as required by section 3345.05 of the Ohio Revised Code and shall be authorized to exercise that authority and responsibility as provided by laws.

F. Infrastructure, Facilities, and Grounds

In considering matters relating to the infrastructure and campus facilities, the Finance, Audit, Governance, and Compliance committee shall review and make recommendations to the board regarding the following subjects, when board authorization or oversight is necessary:

1. Matters relating to the grounds and facilities of all campuses and other real property of the university, campus master plans, capital project plans, major capital construction projects, and long-range development of the total physical environment of the university, including inherent standards of aesthetics and quality.
2. The acquisition of any real property regardless of source (e.g. purchase, gift, eminent domain), including by lease if the annual cost to the university is greater than \$500,000.00.
3. The disposition of any real property with a value more than \$500,000.00.
4. The acquisition or disposition of property broadly classified as technology with a value more than \$500,000.
5. Proposed projects more than \$500,000, including, but not limited to, the construction, demolition, or remodeling of facilities, as well as projects associated with energy, environmental health, safety, and transportation.
6. Institutional mission, strategic and master plans, or relevant parts thereof, dealing with matters within the committee's purview.
7. The university's policy on naming of facilities, grounds, and spaces.

G. Policy Review

The Finance, Audit, Governance, and Compliance Committee shall review and assess this Statement of Purpose and Responsibilities and recommend changes to the board as may be appropriate.

Wright State University

Academic and Student Affairs Committee Statement of Purpose and Responsibilities

Draft 2 – June 6, 2024

A. Overview

University bylaws designate that the board of trustees establish an Academic and Student Affairs committee as a standing committee of the board (see Article I, Section 6 of university bylaws). Bylaws further require the board to adopt a Statement of Purpose and Responsibilities governing committee operations.

The primary purpose of the Academic and Student Affairs Committee is to assist the board in its oversight responsibilities regarding the university's academic mission and priorities, enrollment and retention, student life, and any other responsibilities the board deems necessary or advisable for the efficient oversight of the university.

B. Purpose

The purpose of the Academic and Student Affairs Committee is to assist the board of trustees in its oversight responsibilities regarding the University's academic mission, strategic academic priorities, recruiting and retention, and student life. The committee is to consider and make recommendations pertaining to matters including, but not limited to, teaching, learning, the quality of academic programs, student support services, enrollment and retention, intercollegiate athletics, and the quality of the student experience outside the classroom.

Further detail on committee responsibilities are documented below.

B. Membership and Meetings

Membership of the Academic and Student Affairs committee is governed by university bylaws (Article I, Section 6 (A) (1)).

Similarly, meetings of the Academic and Student Affairs committee are also governed by university bylaws (Article I, Section 7).

C. Responsibilities

The Academic and Student Affairs Committee is responsible for overseeing and making recommendations to the board of trustees on a wide variety of matters regarding academic programs and activities. The committee's responsibilities are detailed below.

D. Academic Programs

The committee works with the president and provost to improve teaching, learning, and the quality of academic programs, including by studying and making recommendations to the board of trustees concerning the following:

1. Academic planning, including proposals for adding, modifying, or discontinuing programs.

2. Program quality, university and program accreditation, and program review.
3. Alignment of academic programs to the University's academic mission, priorities, and strategic plans.
4. Alignment of academic programs with student interest and professional workforce needs.
5. Matters related to awarding degrees and issuing certificates.
6. Academic policies which provide for and govern teaching, research, and service, including learning goals and outcomes.
7. Any matters requiring attention or action of the board relating to acquiring, operating, and maintaining systems regarding in-house research, sponsored research, technology transfers, and licensing.
8. Faculty appointments, tenure and status, promotions, discipline and dismissal, fields of instruction, and student scholarships.

E. Enrollment and Retention

The committee oversees enrollment and retention strategies, serves as the focus of dialogue in forming university policies that relate to enrollment and retention, and studies and makes recommendations to the board of trustees concerning the following:

1. Enrollment management reporting (undergraduate and graduate, in-state and out-of-state, college credit plus, on-line programs, international enrollment, etc.), including historical, current, and projected trends.
2. Tuition waivers, discounts, scholarships, financial incentives, and all other means intended to enhance enrollment and retention.
3. Transfer (articulation) relationships with community colleges, high schools, and other academic partnerships including international partnerships.
4. Academic credit programs including military credit, prior learning credit, advanced placement, College Credit Plus, and other college credit programs.
5. Recruitment and outreach programs related to enrollment.
6. Policies that provide for and govern student recruitment, admission, financial aid, retention, course completion, and graduation, including, but not limited to, diversity issues, and general education requirements.

F. Student Life

The committee oversees matters related to student life, and studies and makes recommendations to the board of trustees concerning the following:

2. Policies for student housing and student life.
3. Oversight over all matters requiring attention or action of the board relating to student residential and social life, fraternities, sororities, and student organizations.
4. Oversight of intercollegiate athletics, including all levels of athletic programs.

5. Recommendations and reports brought to the board by the Student Government Associations.

G. Other Responsibilities

The committee will undertake other responsibilities as the board may direct.

G. Policy Review

The Academic and Student Affairs committee shall review and assess this Statement of Purpose and Responsibilities and recommend changes to the board as may be appropriate.

Wright State University

Compensation Committee

Statement of Purpose and Responsibilities

Draft 2 – June 6, 2024

A. Overview

University bylaws designate that the board of trustees establish a Compensation committee as a standing committee of the board (see Article I, Section 6 of university bylaws). Bylaws further require the board to adopt a Statement of Purpose and Responsibilities governing committee operations.

The purpose of the Compensation committee is to provide strategic oversight to the board regarding the university's executive compensation program. This includes overseeing and making recommendations to the board on the compensation and performance evaluation of the president, recommending goals and objectives for the president, and any other responsibilities the board deems necessary or advisable for the efficient oversight of the university.

C. Scope

The board of trustees is responsible for developing an executive compensation philosophy for the university, and for setting the compensation for, and reviewing the performance of, the university president.

The university president is responsible for setting the compensation for, and reviewing performance of, other university executives within the context the board's executive compensation philosophy.

B. Membership and Meetings

Membership of the Compensation committee is governed by university bylaws (Article I, Section 6 (A) (1)).

Similarly, meetings of the Compensation committee are also governed by university bylaws (Article I, Section 7).

C. Duties and Responsibilities

The Compensation Committee assists the board to ensure the university's presidential compensation program is competitive and designed to attract and retain a highly qualified individual to lead Wright State University. These duties include:

1. Developing, for board approval, the university's overall executive compensation philosophy and process (attached as an appendix to this policy).
2. Overseeing annually an evaluation of the president's overall performance and compensation and presenting recommendations to the board accordingly. This includes overseeing an assessment of the president's performance against board-established goals and objectives.

3. Overseeing, on an annual basis, development and updating of performance goals and objectives for the president.
4. Collecting and reviewing relevant market data for presidential compensation, including base salary, goal-based performance incentives, deferred compensation/supplemental retirement plans, perquisites, and any other benefits as may be customary for public universities similar in scope to Wright State University.
5. Engaging outside consultants and other advisors, as may be necessary, to assist the committee in evaluating presidential compensation.

D. Compensation Consultants and Advisors

The Compensation committee shall have sole authority to retain and terminate any compensation consultant who assists the committee in evaluating presidential compensation and shall have the sole authority to approve the consultant's fees and to direct the consultant's work.

The Compensation committee also shall have authority to obtain advice and assistance from other advisors it determines necessary to carry out its duties.

G. Policy Review

The Compensation committee shall review and assess this Statement of Purpose and Responsibilities and recommend changes to the board as may be appropriate.

Wright State University

Responsibilities and Expectations of University Trustees

Draft 2 – June 6, 2024

A. Overview

The Board of Trustees of Wright State University is a public body charged by the state of Ohio with “doing all things necessary for the creation, proper maintenance, and successful and continuous operation of the university” (*Ohio Revised Code Section 3352: Wright State University*). To convey the duties trustees are expected to perform on behalf of the university, the university’s bylaws require the board adopt and periodically review a policy regarding guidelines and responsibilities of trustees.

The purpose of this policy is to assist trustees, as both a governing body and acting individually, in becoming familiar with, committed to, and able to abide by the many responsibilities of the board as set forth in the laws of Ohio and the bylaws of Wright State University.

While it is not possible to document every responsibility, this policy provides high-level guidance to assist trustees in understanding what is expected of them as members of the board.

B. Scope

This policy applies to all trustees, including student trustees and national trustees.

C. Responsibilities of the WSU Board as a Governing Body

Wright State University Trustees, and in particular voting trustees, are fiduciaries of the university, and as such are responsible for overseeing the institution’s mission, strategic plans, academic programs, and financial performance. Accordingly, the primary responsibilities of the board as a governing body include, but are not limited to, the following:

1. Developing, shaping, and overseeing the university’s mission, vision, and values.
2. Fostering a high level of academic excellence, and a focus on students and their success.
3. Selecting, setting compensation for, advising, supporting, and evaluating the university president.
4. Adopting strategic plans and priorities and delegating implementation of these to the president as may be appropriate.
5. Overseeing compensation and terms of employment for university employees as may be necessary for the successful operation of the university.
6. Promoting fiscal integrity and sustainability by exercising stewardship over university resources, approving operating and capital budgets, setting tuition and fees, and overseeing university assets.
7. Adopting bylaws and policies for appropriately governing the university and exercising oversight of institution’s compliance with applicable laws and regulations.

7. Developing and administering and administering policies, procedures, and controls to promote the efficient and orderly governance of the university, while taking care not to become involved in day-to-day decisions or operations.
8. Ensuring that appropriate succession plans are in place for the president and administrative officers.
9. Serving as an advocate of higher education and Wright State University, representing the university to the community at large, and protecting the reputation of the institution.

C. Expectations of Individual Trustees

To maximize effective service on the board, trustees must actively engage with, learn about, and participate in a wide variety of activities, meetings, and events in furtherance of the university's long-term success. At the highest level, trustees are expected to:

1. Devote the time, attention, and preparation necessary to perform as an informed, effective trustee, and to attend all board meetings and meetings of standing or special committees to which a trustee has been assigned, absent extraordinary circumstances and unforeseeable events. (Attendance at all committee meetings regardless of whether a member or not is encouraged).
2. Support the role of the president of the university as chief executive officer when he or she is carrying out delegated authority for all academic, administrative, fiscal, and personnel matters.
3. Maintain a keen sensitivity to the boundary between board oversight and guidance and day-to-day institutional management and administration.
4. Engage as an active and collegial participant in meetings and events, acting and speaking according to one's individual conviction, while supporting the majority decisions of the board.
5. Placing the interests of the university before personal interests.
6. Be a vigorous advocate for the university and act in the best interests of the institution and its students.
7. Develop and maintain familiarity with critical aspects of the university including, but not limited to, its culture, governance, academic programs, organizational structure, strategic plans, financing, and measures of performance.
8. Exemplify the highest standards of ethical behavior, conduct business with appropriate decorum and transparency, and adhere to the highest ethical standards as set forth in board bylaws, policies, and Ohio law.
9. Comply always with applicable laws concerning open meetings and public records laws, while maintaining confidentiality of non-public board matters.
10. Refrain from speaking on behalf of the board unless expressly authorized to do so.
11. Engage with the university community and its people, through activities such as attending commencement exercises, observing classes, engaging administrators and members of the faculty, interacting with student groups, visiting regional campuses, attending sporting and fundraising events, etc.

12. Seek out and participate in board orientation and continuing education.
13. Support fundraising and other development efforts through personal giving when able, with a willingness to solicit others, and serve as a liaison between the university and the community at large.
14. Serve on university search committees for key administrative positions when able.

E. Policy Review

The board of trustees, through its Finance, Audit, Governance, and Compliance Committee shall review and assess this policy at least once every three years.

Wright State University

Conflict of Interest Policy

Draft 2 – June 6, 2024

A. Overview

The State of Ohio established the board of trustees of Wright State University and granted the board to do “all things necessary for the creation, proper maintenance, and successful, continuous operation of the university.”

To ensure board of trustees carries out its public trust, university bylaws require the board to adopt a conflict-of-interest policy which requires trustees to abide by protections to the public embodied in Ohio’s ethics laws. The purpose of this policy, accordingly, is to document a Board of Trustees Conflict of Interest Policy in accordance with university bylaws.

B. Scope

This policy governs voting members of the board of trustees, national trustees, student trustees, administrative and academic officers, and all employees of the university.

C. Conflict-of-Interest

Ohio’s ethics law prohibits public officials or employees, including voting and student trustees of Ohio public universities, from participating in any way in actions or decisions that directly involve their own financial interests, or those of members of their family members of business associates. Generally, conflicts may arise when:

1. A trustee, officer, or employee has an existing or potential financial or other interest which impairs, or might appear to impair, his or her independence or objectivity in service to the university; or
2. A trustee, officer, or employee might derive, or appear to derive, a financial or other material benefit from confidential information learned during his or her board service or employment.

It is therefore the policy of the Wright State University Board of Trustees that when a trustee, officer, or employee is confronted with a matter that represents a conflict of interest in the discharge of their duties on behalf of the university, he or she shall immediately and completely recuse themselves from making decisions about or influencing how the matter is resolved. Such recusal includes refraining from voting, discussing, reviewing, recommending, inspecting, or taking any other action on the matter. In addition, any trustee, officer, or employee having conflict of interest shall make full disclosure thereof to the University’s General Counsel.

D. Conflict of Interest Statement

Individuals presiding over any board or committee meeting will, at the start of the meeting, communicate the university’s conflict-of-interest statement for the record, with such statement reminding meeting participants of their obligations under this policy.

E. Policy Review

This Policy shall be reviewed at least annually by the Finance, Audit, Governance, and Compliance Committee, which shall be responsible for recommending necessary revisions to the Board.

Wright State University

Executive Committee

Statement of Purpose and Responsibilities

Draft 2 – June 6, 2024

A. Overview

University bylaws designate that the board of trustees establish an Executive Committee as a standing committee of the board (see Article I, Section 6 of university bylaws). Bylaws further require the board to adopt a Statement of Purpose and Responsibilities governing committee operations.

According to university bylaws, the committee's primary purposes are to facilitate required decision making between board meetings, facilitate development and dissemination of board meeting agendas, monitor collective bargaining and other administrative personnel decisions, and any other responsibilities the board deems necessary or advisable for the efficient oversight of the university.

Further details on committee responsibilities are documented below.

B. Membership and Meetings

Membership of the Executive committee is governed by university bylaws (Article I, Section 6 (A) (1)). In addition, any trustee may attend meetings of the executive committee at their option.

Similarly, meetings of the Executive committee are also governed by state law and the university's bylaws (Article I, Section 7).

C. Responsibilities

The Executive committee responsibilities include:

1. Acting on matters requiring board authorization between meetings of the board, including authorizing of contracts and agreements, interim personnel actions, policy actions, and similar matters, subject to limits contained in university bylaws. These limits include:
 - a. Acting only on matters requiring board action before the next meeting of the board.
 - b. Acting only on matters determined by the committee chair to not be of sufficient urgency as to require a special or emergency meeting of the board.
 - c. Authorizing expenditures and agreements that do not exceed \$500,000 in aggregate between meetings of the board.
2. Overseeing the collective bargaining process and personnel actions concerning administrative and academic officers.
3. Overseeing the development and dissemination of agendas for meetings of the board.
4. Monitoring effectiveness of the board's committee structure.
5. Overseeing an effective orientation and continuing education program for trustees.

D. Notification Requirements

The Executive committee shall inform the board of its activities. This includes:

1. Notification by writing in advance of the place, time, and agendas of upcoming meetings.
2. Following each meeting the committee shall notify the board in writing of any actions taken or to be taken on behalf of the board.

Email is an approved means of written notice under this policy.

E. Policy Review

The Executive committee shall review and assess this Statement of Purpose and Responsibilities and recommend changes to the board as may be appropriate.