

3364-01-03 Committees of the university board of trustees.**(A) Standing committees.**

The members of all committees of the university board of trustees are to be appointed by the university board of trustees chairperson, unless otherwise ordered by the university board of trustees or as provided for below. The chairperson is responsible for appointing the chairperson of each committee. The secretary of the university 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 university board of trustees chairperson as the university board of trustees 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 university board of trustees committee to transact business based upon current trustees assigned to a committee, the university board of trustees chairperson, or in the absence of the university board of trustees chairperson, the vice chairperson or the university board of trustees committee chairperson, is authorized to appoint another trustee(s) who is in attendance as an alternate university board of trustees committee member(s) for purposes of transacting business for that meeting. Should the appointment(s) be made by the vice chairperson, then the vice chairperson may appoint him/herself or another trustee(s) in attendance.

The university board of trustees 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 university board of trustees or the chairperson of the university board of trustees.

~~(2) 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 the executive vice president for clinical affairs 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 the executive vice president for clinical affairs regarding relevant clinical, financial and compliance matters as necessary.~~

~~Further, the committee is charged with oversight and review of all clinical enterprise accreditation issues. Except as provided below, the committee will review medical staff membership, credentialing, privileges and renewal of privileges, and recommend action on such matters to the board of trustees for board approval. In the months where no regularly scheduled board meeting is held, a subcommittee of the clinical affairs committee consisting of three board members is delegated the responsibility to act on behalf of the board in regard to medical staff membership, credentialing, privileging and renewal of privileges of medical staff of the university. This delegation is in the best interest of the university as it provides for timely membership, credentialing, privileging and renewal of privileges of practitioners. Medical staff membership, credentialing, privileging and renewal of privileges will be done in accordance with the policies and procedures of the board, the medical staff bylaws, the standards of the Joint Commission, and state of Ohio or other regulatory obligations on these matters. Through the clinical affairs committee, the subcommittee will make a full report of its activities at the next regularly scheduled board meeting.~~

~~(3)~~(2) 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 six 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:

- (a) Reviewing the quality of financial reporting with the external auditors and management including financial statement assumptions, disclosures, and accounting policies.
- (b) Overseeing the university's system of internal controls and the adequacy of financial, accounting and operational practices on financial reporting.
- (c) 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.
- (d) Assuring the effectiveness of the internal audit function including access required and authorization of the appointment or dismissal of the university auditor.
- (e) Ensuring the independence of the university auditor through the auditor's direct-unrestricted reporting to the committee chair and functional reporting to the university administration.
- (f) Determining the impact to the university of audits of entities outside the scope of this committee (university of Toledo "UT" physicians, UT insurance captive, etc.).
- (g) Overseeing the implementation of the institution's policy on fraud and irregularity including notification to the committee of any action taken under that policy.
- (h) Reviewing the university's compliance with government regulations including legal or regulatory matters materially impacting university operations.
- (i) 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 rocket innovations.

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

~~(4)~~(3) Trusteeship and governance committee

The trusteeship and governance committee ensures the integrity of university board of trustees 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 university board of trustees assessment and oversee university board of trustees development, including orientation of new members. This committee coordinates the university board of trustees' annual assessment of the president. 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 university board of trustees personnel committee, receiving and recommending action upon all personnel actions, with the exception of medical staff membership, credentialing, privileging and renewal of privileges, 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 university board of trustees or the chairperson of the university board of trustees.

(5)(4) All other standing committees established by the university board of trustees.

(B) Special committees

Nominating committee

The chairperson of the university board of trustees appoints the nominating committee for officers of the university board of trustees. Membership on the nominating committee consists of three university board of trustees members. Members of the nominating committee are not eligible to hold office for the next fiscal year. The nominating committee's recommendations for a candidate for each office must be presented to the full university board of trustees so that the officers for the following year are elected no later than the last regular meeting of each fiscal year (June 30). Nominations from the floor are also accepted prior to the election. New officers take office beginning the first of July.

Other special committees may be appointed by the chairperson of the university board of trustees for the purposes as the university board of trustees may from time to time authorize and direct.

(C) Non-trustee committee members

The chairperson of the university board of trustees 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.

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CERTIFIED ELECTRONICALLY

Certification

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Date

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