ARTICLE IX
BOARD COMMITTEES

Section 1. The Standing Committees of the Board are the Committee on Audit, the Committee on Education Policy, the Committee on Finance, the Committee of the Whole, and the Committee on Organization and Compensation.

Section 2. Subject to the provisions of Section 6 of this Article, the Chairperson of the Board, at the annual meeting of the Board or as soon thereafter as practicable, shall, after consulting with the members of the Board, appoint members to each of the Standing Committees for the coming year. In addition, the Chairperson of the Board shall designate the Chairperson and the Vice Chairperson of each Standing Committee. In making such appointments, the Chairperson shall determine the number of members on each standing committee. In case of a vacancy on a committee, the Chairperson of the Board shall appoint a new member for the unexpired term. Each Committee member shall serve at the pleasure of the Board Chairperson. The Chairperson of the Board shall be an ex officio member of all Standing Committees.

Section 3. Committee on Audit.

A. The Committee on Audit shall have the following duties:

1. The Committee on Audit shall render advice and assistance to the Board of Regents in fulfilling its fiduciary responsibilities for overseeing adequacy of and compliance with the internal controls of the University System of Maryland and the sufficiency and appropriateness of its financial reporting.

2. This Committee shall review independent audit proposals including the scope of examination, services to be provided, reports to be rendered and fees to be charged, recommend to the Board the selection and scope of work of the independent external auditor of the University System of Maryland, review findings received therefrom and provide the Board with appropriate reports.

3. This Committee shall review legislative audits
of the institutions of the University System and institutional responses thereto, and provide the Board with appropriate reports.

4. This Committee shall review and recommend to the Board the scope of the internal audit function. The Committee shall review the Charter of the Office of Internal Audit, its annual plan of work, its reports and administrative actions taken regarding its recommendations, and its annual report of significant audit items, and shall provide the Board with appropriate reports on the activities of that office.

5. In fulfillment of these responsibilities this Committee shall foster direct communications with the external auditors on an annual basis or as otherwise deemed appropriate, and shall assure direct access from the Office of the Internal Auditor, including meeting privately, at least on an annual basis, with the Director of Internal Audit.

6. This Committee shall monitor the Board’s observance of the State Ethics Code as it pertains to possible conflict of interest with matters of the University System of Maryland.

Section 4. Committee on Education Policy.

A. The Committee on Education Policy shall consider and report to the Board on all matters relating to education policies and programs for all institutions and major units. The Committee shall also consider and report to the Board on matters pertaining to the faculty, including conditions affecting recruitment and retention of faculty members, adequacy of instructional facilities, proposal of new degrees and educational programs by the Chancellor and other such matters relating to the education policies and programs as may be brought before it by the Chancellor or referred to it by the Board.

B. The Committee on Education Policy shall maintain a
familiarity with extracurricular activities at all institutions of the University System of Maryland, including but not limited to athletic activities. It shall consider policy matters relating thereto and make its recommendations to the Board.

C. In addition, it shall be the responsibility of the Committee on Education Policy to concern itself with the following matters: student recruitment, graduate placements, alumni cooperation, curriculum development and interinstitutional cooperation, including cooperation among the various components of the University System and affiliated organizations. The Committee shall make recommendations to the Board relative to the foregoing and other matters as appropriate.

Section 5. Committee on Finance.

A. The Committee on Finance shall consider and report or recommend to the Board on all matters related to financial affairs (including affiliated foundations and alumni associations). The Committee shall consider and recommend the annual operating and capital budgets and amendments thereto. The Committee shall also consider and recommend compensation policies for all staff.

B. This Committee shall consider and report or recommend to the Board on matters pertaining but not limited to purchase and sale of real estate, the need for capital improvements, site planning and landscaping, construction, operation and maintenance of the physical plant, the care and presentation of all furnishings, equipment and other such matters relating to buildings and grounds of the University System as may come before it.

C. This Committee shall have responsibility for reviewing the annual contract, and any amendments thereto, between the University System and the University of Maryland Medical System Corporation, as developed by the President of the University of Maryland, Baltimore and the Chancellor of the University System of Maryland, and shall recommend appropriate action to the Board of Regents, which may
include procedures for annual review and adoption of the contract.

D. This Committee shall have the responsibility for reviewing and recommending to the Board of Regents appropriate action with respect to requests by the UMMS Corporation for grants from the State.

E. This Committee shall receive reports and recommendations from the University System of Maryland investment adviser and investment manager and provide recommendations to the Board regarding the endowment policies of the University System of Maryland.

Section 6. Committee of the Whole.

A. The Committee of the Whole shall consist of all members of the Board. The Chairperson shall preside at meetings of the Committee of the Whole. The purpose of such meetings is to provide an informal forum for members of the Board to engage in dialogue, as well as to provide an opportunity for open discussion and recommendations on major questions and issues. Agenda items from members of the Board may be submitted to the Chairperson in advance or may be introduced by members of the Board at meetings of the Committee. The prepared agenda shall be limited to matters of major significance and those not appropriate for other Standing Committees.

Section 7. Committee on Organization and Compensation.

A. The Committee shall consider and report to the Board on all matters requiring the attention of the Board concerning the organization and structure of the University System of Maryland, its constituent institutions and centers, and the System Office. The Committee shall also consider and recommend to the Board on all matters pertaining to the performance and compensation of the chief executive officers of the System.
B. The Committee shall have the responsibility from time to time for conducting strategic reassessments of the organizational structure and leadership resources of the System and its institutions and centers, reporting on these to the Board, and forwarding recommendations for changes as needed or desired. The Committee shall also consider any recommendations for major organizational changes which are forwarded by the Chancellor for the Board's consideration.

C. The Committee shall have responsibility for overseeing the annual performance evaluation of the Chancellor, for discussing this evaluation with the Chancellor and for reporting the evaluation to the Board. The Committee shall also have the responsibility for recommending annually to the Board the compensation package of the Chancellor.

D. The Committee shall discuss with the Chancellor her/his performance evaluation of each institutional president, and each Vice Chancellor, and her/his consequent recommendations for compensation actions. Based on this discussion, the Committee shall consider and recommend to the Board annual compensation packages for each of these individuals.

E. In the event that a vacancy occurs in a presidential position, on the recommendation of the Chancellor, the Committee shall recommend to the Board the appointment of an individual to serve in an acting or interim capacity until such time as the Board makes a permanent appointment. The Committee shall recommend all compensation actions for the acting or interim appointment to the full Board. The Committee shall also recommend to the Board any and all severance packages for chief executive officers, and Vice Chancellors as appropriate.

F. In the event that the Chancellor's position becomes vacant, the Committee shall recommend to the Board the appointment of and an appropriate compensation package for an Acting or Interim
G. The Committee shall review, monitor, and implement processes and procedures for the Board’s optimal performance. The Committee is also responsible for development and implementing assessment of the Board’s activities.

Section 8. Meetings of Standing Committees.

A. Standing Committee Chairpersons (except Chairperson of the Committee of the Whole) should schedule regular meetings in advance of each regular meeting of the Board. Such regular Standing Committee meetings shall be called by the Chancellor at the request of the committee Chairperson. A majority of the members of a Standing Committee may request the Chairperson of the committee to call a special meeting of the committee. The Chairperson, upon receipt of such a request, or at his own initiative, shall have the Chancellor call a special meeting.

B. Calls for meetings of Standing Committees shall be in writing and, along with an agenda and such other materials as may be appropriate which the Chancellor shall prepare in consultation with the Committee Chairperson, shall be mailed to each member of the committee at least five days before the scheduled date of the meeting.

C. Emergency meetings of any Standing Committee may be called at any time by the Chairperson of the Board or by the Chancellor, who shall designate the time and place for such meetings. The call notice required in paragraphs A and B above shall not be applicable to the call for emergency meetings.

D. All meetings of the Standing Committees created by these By-Laws shall be conducted in accordance with the State Open Meetings Act, State Government Article, sections 10-501 et seq.

E. Regents may participate in committee meetings by
phone or video conferencing, provided that all participating Regents deliberate collectively, each in the hearing of every other Regent and others in attendance at the meeting. Such Regents shall be counted for quorum purposes and their votes shall be counted when determining the actions of the committee.

Section 9. Authority of Committees. Unless otherwise specifically delegated by appropriate resolution or policy of the Board, authority to act on all matters is reserved to the Board and the duty of each Standing or Special Committee shall be only to consider and to report or recommend to the Board on appropriate matters. In cases where specific power or authority to act is granted, a report of final action by any Committee shall be made at the next regular meeting of the Board and, if confirmation is required, shall be confirmed and approved by the Board at that time. Any grant to a Committee of authority or power to commit the Board shall be reviewed by the Board at the annual meeting each year, at which time it may be modified or rescinded by a majority vote of the members of the Board.

Section 10. Task Forces and Workgroups Members and Chairpersons of such task forces and workgroups as may be authorized from time to time by the Board or the Chairperson of the Board to work on specified matters, shall be appointed by the Chairperson of the Board. Such appointments shall not exceed one year but may be renewed by the Chairperson of the Board for additional periods not to exceed one year. Meetings of such groups shall be called by the groups’ Chairpersons. Regents may participate in such meetings by telephone or video conferencing, provided that all participating Regents deliberate collectively, each in the hearing of every other Regent and others in attendance at the meeting. Such Regents shall be counted for quorum purposes and their votes shall be counted when determining the actions for the task force or work group.