Collected Rules and Regulations

Administration

Chapter 10: Board of Curators

10.050 Standing Committees

Bd. Min. 11-10-67, p. 33,579; Amended 8-6-71, p. 35,988; Amended 5-23-03; Amended 9-9-04; Amended 3-23-06, Amended 7-21-06, Amended 10-6-06, Amended 4-6-07, Amended 6-1-07, Amended 2-6-09, Amended 9-24-10, Amended 5-19-11, Amended 4-15-16, Amended 9-15-16.

The Chair of the Board of Curators, subject to the approval of the Board, shall appoint the following standing committees: ACADEMIC, STUDENT AFFAIRS, RESEARCH AND ECONOMIC DEVELOPMENT, STUDENT AND EXTERNAL AFFAIRS COMMITTEE; AUDIT COMMITTEE; COMPENSATION AND HUMAN RESOURCES COMMITTEE; EXTERNAL AFFAIRS, MARKETING AND ADVANCEMENT COMMITTEE; FINANCE COMMITTEE; GOVERNANCE, RESOURCES AND PLANNING COMMITTEE, and HEALTH AFFAIRS COMMITTEE. The Board Chair shall designate one member of each committee as committee chair. The Chair of the Board shall consider in making such appointment that it is desirable for each Board member to serve on as many committees as possible during his/her term, but that no committee should be left without continuity.

A. Academic, Student Affairs, Research and Economic Development Committee - The Academic, Student Affairs, Research and Economic Development Committee may have referred to it matters relating to curricula, faculty, students, research and economic development. Academic, Student and External Affairs Committee – The Academic, Student and External Affairs Committee may have referred to it matters relating to curricula, faculty and student affairs, government relations and external relations.

1. The Vice President for Research and Economic Development and the Senior Associate Vice President for Academic Affairs, the Vice President for Government Relations and the Assistant Director of Strategic Communications, or some other person(s) designated by the President and the Student Representative shall be an ex officio members of this Committee and be responsible for the agenda and for transmitting Committee recommendations.

2. Academic and student affairs matters considered by the Committee may include, but are not limited to reviewing, implementing and monitoring strategies and policies regarding educational and instructional quality; student and faculty welfare; alignment of the University’s academic mission with resources; academic programs and degrees; articulation and the transfer of students to and among member institutions; admission requirements, student services, academic standards, and requirements for graduation; distance learning.
telecommunicated education and applications of educational and information technology in support of teaching, learning, research and creative activities; campus management of faculty workloads to assure equity, efficiency and effectiveness in the disposition of faculty efforts; learning climate, working climate and support mechanisms for faculty, staff and students; and faculty, staff and student conduct.

3. Research and economic development matters considered by the Committee may include, but are not limited to reviewing, implementing and monitoring strategies and policies regarding the University’s overall contribution to the economic development of the state and to support professional development, outreach, and research at all University institutions within the context of their unique missions; aligning the University’s research mission with its resources; the University’s role in enhancing its research enterprise and bolstering the state’s economy (such matters may include the advancement and growth of basic, applied, and clinical research; technology transfer; entrepreneurship; industry partnerships; and the development of intellectual capital for the benefit of the state); highlighting successful research and economic development efforts, partnerships, and innovations involving University institutions; and reporting on and ensuring accountability for research and economic development activities at University institutions. The Academic, Student and External Affairs Committee shall be the Board Committee on external affairs and shall be responsible for review of University of Missouri System, including each campus, activities and efforts that affect public perception of the entire University System and its mission.

a. Coordinate policy and planning relative to institutional relations with outside constituencies in conjunction with the President of the University and the offices of Governmental Relations and Strategic Communications. This may include activities pertaining to government affairs, alumni affairs, community relations, parent organizations and the media.

b. Consider, with the President, all recommendations and observations that the Board directs to the committee and to report to the Board all recommended actions and policies for Board consideration to advance the University.

c. Support long range planning efforts of the Board by developing plans aimed toward elevating the status of public higher education to all local, state and federal constituencies and agencies, including the Missouri Legislature and the general public.

d. Assist the Board and administration with articulating the mission of the University, its resource and revenue requirements to all local, state and federal constituencies and agencies, including the Missouri Legislature and the general public.

e. Assist the Board and the University administration (the University System and each of its campuses), in establishing and maintaining such development and fund raising policies, procedures and programs as are deemed appropriate to obtain donor financial support for the University as a whole and each of its campuses in order to fulfill identified financial goals necessary for the University to accomplish its mission. The Committee shall assist the Board
in identifying ways to participate and encourage active participation of the Board and its individual members in the development activities of the University.

B. Audit Committee -

1. The Audit Committee will assist the Board of Curators in fulfilling its oversight responsibilities relating to: the integrity of the University's financial statements, the systems of internal control, the performance of the University's independent auditors and internal audit function, the independent auditor's qualifications and independence, and the University's compliance with legal and regulatory requirements.

a. The University Chief Audit Officer or some other person(s) designated by the President shall be an ex officio member of the Committee.

b. The Audit Committee shall be the Board Committee on audit.

c. The Audit Committee shall meet four times per year to consider business related to its audit function. Sufficient opportunity for the internal and independent auditors to meet with the Committee should be provided. At least annually, the Audit Committee, as part of its audit function, shall meet solely with the independent auditor and the internal auditor.

d. The Audit Committee in its audit role may investigate any matter brought to its attention with full access to all records, facilities, and personnel of the University and the authority to engage other individuals as necessary to carry out its duties.

e. The responsibilities of the Audit Committee in its audit function include, but are not limited to, a review of the internal audit plan, a review of audits completed, a review of annual audited financial statements, and recommending to the full Board of Curators the appointment of the University's independent and internal auditors.

f. The Audit Committee may establish processes, procedures, and regulations governing their oversight of the internal and external audit process.

C. Compensation and Human Resources Committee - The Compensation and Human Resources Committee may have referred to it matters relating to the compensation, benefits and other human resource functions of the University and associated programs and policies.

1. The Associate Vice President and Chief Human Resources Officer of the University of Missouri or some other person or persons designated by the President of the University shall be an ex officio member of this Committee.

2. The Compensation and Human Resources Committee shall be the Board Committee for executive compensation based on established individual dollar threshold and multi-year contract arrangements; Retirement Disability and Death Benefits Program and other
The Compensation and Human Resources Committee has broad responsibility for oversight in matters involving personnel and compensation throughout the University. The President or some other person or persons designated by the President of the University shall regularly consult with the Committee in the following areas:

a. Multi-year employment contracts and extensions;

b. Compensation and salary levels for General Officers, faculty, and staff;

c. Performance and annual review protocols;

d. Market and wage comparator groups;

e. Evaluating benefits, retirement, and post-retirement plans; and

f. Promulgating employee recruitment, hiring, and termination policies.

D. The Academic, Student and External Affairs Committee shall be the Board Committee on external affairs - The External Affairs, Marketing and Advancement Committee - The External Affairs, Marketing and Advancement Committee shall be the Board Committee on external affairs and private philanthropy and shall be responsible for review of University of Missouri System, including each campus, activities and efforts that effect public perception and private support of the entire University System and its mission.

a1. The University Executive Director for the joint Office of Strategic Communications and Marketing or some other person(s) designated by the President shall serve as an ex officio member of the Committee.

2. The Committee shall coordinate policy and planning relative to institutional relations with outside constituencies in conjunction with the President of the University and the office of Strategic Communications. This may include activities pertaining to government affairs, alumni and donor affairs, community relations, parent organizations and the media.

b3. Consider, with the President, all recommendations and observations that the Board directs to the Committee and to report to the Board all recommended actions and policies for Board consideration to advance the University.

e. The Committee shall support long range planning efforts of the Board by developing plans aimed toward elevating the status of public higher education to all local, state and federal constituencies and agencies, including the Missouri Legislature and the general public.
4d. **The Committee shall assist** the Board and administration with articulating the mission of the University, its resource and revenue requirements to all local, state and federal constituencies and agencies, including the Missouri Legislature and the general public.

5e. **The Committee shall assist** the Board and the University administration (the University System and each of its campuses), in establishing and maintaining such development and fund raising policies, procedures and programs as are deemed appropriate to obtain donor financial support for the University as a whole and each of its campuses in order to fulfill identified financial goals necessary for the University to accomplish its mission. The Committee shall assist the Board in identifying ways to participate and encourage active participation of the Board and its individual members in the development activities of the University.

**DE. Finance Committee** - The Finance Committee may have referred to it matters relating to the fiscal and accounting functions of the University and associated programs and policies.

1. The Vice President for Finance and Administration of the University or some other person(s) designated by the President of the University shall be an ex officio member of this Committee. The Vice President for Finance and Administration shall be responsible for the agenda and for transmitting Committee recommendations.

2. The Finance Committee shall be the Board Committee on investments.

3. The Finance Committee shall be the Board Committee on physical facilities and management services. The Finance Committee may have referred to it matters relating to the planning, building, maintenance and operation of the physical facilities of the University, and the purchasing of equipment and supplies utilized by the University.

**EF. Governance, Resources and Planning Committee** -

1. The Governance, Resources and Planning Committee shall consist of three curators. The Board Chair and the President of the University shall serve as ex officio members of the committee. Ordinarily, not more than two of the three committee members shall be new in any given year. When possible, the immediate past Chair of the Board shall serve as Chair of the Committee.

2. The Committee shall have a broad mandate from the Board to work with the Board Chair and the President of the University to help the Board function effectively, efficiently and with integrity. Its responsibilities shall minimally include:

   a. ensuring that a substantive orientation process is in place for all new Board members;
b. overseeing, or determining with the Board Chair and President, the timing and process of periodic Board self-assessment;

c. encouraging Board members to participate periodically in in-service education opportunities;

d. ensuring that the Board adheres to its rules of conduct, including conflict-of-interest and disclosure policies, and that it otherwise maintains the highest levels of integrity in everything it does; and

e. periodically reviewing the adequacy of the Board's bylaws and other Collected Rules and Regulations adopted by the Board that pertain to its internal operations. All recommendations for bylaws amendment shall first be considered by this Committee.

3. In addition, the Committee shall engage in activities and meaningful work with the University of Missouri administration to: (1) assist the Board of Curators in securing adequate public resources for the University of Missouri to respond to its challenges and responsibilities as Missouri's major public research university; and (2) to provide oversight and guidance for the University of Missouri's academic and financial planning, both short- and long-term. In assisting the Board of Curators and the University of Missouri to secure adequate public resources, the Resources and Planning Committee will monitor and recommend changes, as appropriate, in policies and procedures related to:

   a. support from the taxpayers of Missouri, as recommended by the Governor and appropriated by the General Assembly;

   b. federal support for the University of Missouri's research and other educational programs and for student financial aid at both the undergraduate and graduate levels.

4. The Committee's role in planning includes leadership leading to the annual establishment and assessment of goals and priorities for the University of Missouri System and its campuses and the intermediate-term strategic planning (three to five year time horizon) and longer term environmental forecasting for the University of Missouri System and its campuses, all intended to assist the University of Missouri in establishing current and future needs of the University of Missouri and systems or means to accomplish the future ambitions of the University of Missouri.

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**FG. Health Affairs Committee**

1. The Health Affairs Committee shall include curators and may include additional non-curator members appointed by the Board Chair, subject to approval of the Board. The Board Chair, subject to approval of the Board, shall determine the number of curators and non-
curator members to appoint to the Committee; provided that, the number of non-curato
members on the Committee shall not exceed the number of curator members on the
Committee, unless the Committee temporarily has more non-curator members than curator
members because a curator member of the Committee has resigned from the Board or the
Committee. Committee members may be reappointed to serve additional terms. Non-
curator members may resign their committee membership by providing written notice to the
Board chair. Non-curator members of the Health Affairs Committee serve at the pleasure of
the Board of Curators and may be removed by the Board Chair at any time, subject to
approval of the Board. Non-curator vacancies shall be filled in the same manner as original
appointments.

2. The Health Affairs Committee will assist the Board of Curators in overseeing the clinical
health care operations of the University and in coordinating those operations in furtherance
of the University’s teaching, research, and clinical missions. The Health Affairs Committee
shall receive and review regular reports from University of Missouri Health Care (“MU
Health Care”) and the MU School of Medicine’s faculty practice plan (“University
Physicians”). Areas of oversight for the Health Affairs Committee shall minimally include:
mission, strategy, governance, compliance, operations, and coordination of the clinical,
teaching, and research missions. The Health Affairs Committee may also request
information and reports, receive referrals from the Board and University officers, and
initiate such other actions as may be appropriate or necessary to assist the Board in
overseeing health care issues and coordinating clinical, teaching, and research missions of
other System and campus units.

3. The Health Affairs Committee shall meet at least four times per year to consider business
related to the clinical health care operations of the University and coordination of those
operations in furtherance of the University’s teaching, research, and clinical missions. The
Health Affairs Committee shall receive reports from appropriate officers of MU Health Care
and University Physicians at such meetings and may also request information and reports
from other campus or System officers as appropriate. The Board Chair, subject to approval
of the Board, may appoint a staff liaison to the committee to assist in developing the agenda
for Committee meetings and transmitting Committee recommendations.

4. A quorum for the transaction of any and all business of the Committee shall exist when:

a. Both a majority of all Curator members of the Committee and a majority of all
members of the Committee are participating for Committee meetings which are held
in conjunction with meetings of the Board; or

b. Both all Curators members of the Committee and a majority of all members of the
Committee are participating for Committee meetings which are not held in
conjunction with meetings of the Board; or
c. Both a majority of all Curator members of the Committee and a majority of all members of the Committee are participating for Committee meetings which are held solely for the purpose of reviewing and overseeing compliance matters.

5. The Health Affairs Committee may identify significant issues related to health care matters of the University and require advance approval and coordination of those issues in furtherance of the teaching, research, and clinical missions of the University.

GH. Duties

1. Each Committee shall receive such other matters as may be referred to it by the Chair of the Board of Curators.

2. Said Committees shall investigate the matters referred to them and make recommendations to the Board.

3. Each of said Committees shall meet as business requires and upon the call of the Chairman of the Committee.