
Policy on Board Committees

Title:	Board Committees
Policy number:	POL 002
Approval(s) required	Academic Senate <input type="checkbox"/> Board of Trustees <input checked="" type="checkbox"/> Both <input type="checkbox"/>
Date of Senate approval if required	(dd/mm/yyyy)
Date of Board approval	13/09/2023
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Frequency of review required	3 years
Replacing or superseding information	None
Revision number	New
Responsible Office	Office of the University Secretary
Accountable Officer	University Secretary
Related legislation, regulation, policy, or policies	University of The Bahamas Act, 2016
Appendix/Appendices	<input type="checkbox"/>

1. **Authority**

The Board of Trustees.

2. **Purpose**

The University of The Bahamas Board of Trustees (Board) is responsible for the governance of University of The Bahamas. As provided in the University of The Bahamas Act, the Board may establish standing and special committees as it deems appropriate and necessary to fulfill these responsibilities. This Board policy establishes the committees of the Board, defining their membership and duties.

3. **Scope**

This policy applies to Trustees of University of The Bahamas.

4. **Definitions**

None

5. **Policy Statement**

5.1. Standing Committees

Executive, Governance and Nominating

Audit and Compliance

Finance and Investment

Academic Affairs, Student Affairs and Athletics

Infrastructural and Technological Development

Advancement

5.2. Membership

5.2.1. Each standing committee shall have at least three (3) voting members who shall each serve a two-year term. Only Members of the Board of Trustees, with voting privileges may vote at meetings of Standing Committees.

5.2.2. Each standing committee shall have a chair who shall serve a one-year term.

5.2.3. The Chair and Members of the standing committees shall be appointed by the Board Chair.

5.2.4. The Board Chair shall be Chair of the Executive Committee.

5.2.5. The Board Chair shall serve as an ex officio member of all standing committees.

5.2.6. The President shall serve as an ex officio member of all standing committees.

5.2.7. Each committee shall have an administrator of the University to assist with its work. The Board Secretary shall keep the minutes of each committee and shall be primarily responsible for follow up and coordination, with the administrator, of the affairs of the committee.

5.2.8. The Board Chair may appoint additional member(s) to standing or special committees if the assistance of others with particular professional or business expertise is recommended to carry out the responsibilities of the committee or subcommittee.

5.3. Ad Hoc Committees

5.3.1. The Board Chair or Vice Chair, in consultation with the Chair, may appoint ad hoc committees for specific assignments. The chair of an ad hoc committee shall be designated by the Board Chair at the time the ad hoc committee is appointed. The Board Chair may not be a chair of an ad hoc committee. Matters assigned to ad hoc committees shall be subject to action and approval by a designated standing committee or the Board before becoming effective.

5.4. Meetings

5.4.1. The Standing Committees shall meet as often as necessary to carry out their responsibilities, but not less than twice a year.

5.4.2. Meetings may be called by the Chair of the full Board or Committees thereof, by the Chair of that Board or Committee thereof, as appropriate.

5.5. Notice of Meetings and Agenda

5.5.1. When feasible, committee members shall receive at least seven (7) days notice of meetings to include the purpose of the meeting.

5.5.2. When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.

5.5.3. Matters not appearing on the agenda of a standing or special committee meeting may be considered only upon an affirmative vote of the entire committee.

5.6. Quorum

5.6.1. A majority of the voting members of each standing or special committee shall constitute a quorum for the transaction of business.

5.7. Record of Meetings

5.7.1. The University Secretary shall keep a record of meetings of the Board and Standing Committees and shall obtain the record of meetings of all ad hoc Committees. The record shall be maintained as the permanent record of such meetings.

5.8. Authority of the Standing and Ad Hoc Committees

5.8.1. The authority of the standing and ad hoc committees shall be subject to action by the entire Board. The committees' recommendations must be approved by the Board before becoming effective.

5.9. Executive, Governance and Nominating Committee

5.9.1. The Executive, Governance and Nominating Committee shall be composed of the Chair and Vice Chair of the Board, and any other trustee as appointed by the Board Chair. The Chair of the Board shall be the chair of this committee.

5.9.2. The Executive, Governance and Nominating Committee may act for the Board between regular Board meetings on urgent matters except the following, which shall be reserved to the Board:

1. Presidential selection, evaluation and termination
2. Amendments to the Board By-laws
3. Adoption of the annual budget

4. Tenure and promotion decisions

5.9.3. The Executive, Governance and Nominating Committee shall ensure the integrity of the Board and is responsible for:

1. Establishing and maintaining standards of Board conduct.
2. Assuring annual assessment of the Board and Board Members.
3. Monitoring compliance with the Board's Code of Conduct and Conflict of Interest policies.
4. Ensuring an effective orientation and continuing education process for Board members.
5. Periodically reviewing and ensuring compliance with the Board Bylaws and other Board policies, recommending amendments when appropriate.
6. Reviewing the committee structure of the Board for continued effectiveness.
7. Overseeing the work of the other standing committees.
8. Overseeing the compensation of executive leadership at the University.
9. Ensuring, in collaboration with the President, the regular review and evaluation of the executives.
10. Other matters as assigned by the Board.

5.9.4. The Executive, Governance and Nominating Committee shall be responsible for regularly evaluating the Board's responsibilities and expectations on an annual basis, which shall include:

1. Preparation of self-evaluation procedures and an instrument.
2. Presentation and discussion of results from completed self-evaluations, including board strengths, needs, and actions for improvement.

5.10. Audit and Compliance Committee

5.10.1. The Audit and Compliance Committee shall assist the Board in exercising oversight of the University's financial and accounting practices, internal controls and standards of conduct. The Committee shall have the authority to direct University management to initiate and address specific audit and compliance issues within the mandate of the Committee. It may conduct or authorize or facilitate any audit or investigation appropriate to fulfill its oversight responsibilities.

5.10.2. The Audit and Compliance Committee is responsible for and shall make recommendations to the Board related to:

1. Oversight of adherence to laws, regulation and policies that pertain to the University's operations.
2. Oversight of the quality and integrity of the accounting and financial reporting practices and processes, and systems of internal controls regarding finance, accounting and legal compliance.
3. Audit issues reported in the University's external audits or reviews.
4. Presidential audits.

5. Oversight of the internal audit function including reviews of the internal audit reports and monitoring of the resolutions of any audit issues.
6. Ensuring compliance with legal and regulatory requirements.
7. Ensuring that the University establishes and maintains a thorough risk management process and effective internal controls.
8. Oversight and monitoring of internal controls, compliance and risk management functions of the University.
9. Oversight of the process for the reporting of suspected illegal, improper, wasteful or fraudulent activities involving University resources.
10. Other matters as assigned by the Board.

5.10.3. The University's Chief Internal Auditor reports administratively to the President of the University and functionally to the Audit and Compliance Committee, and the Board. The Audit and Compliance Committee will review and recommend the appointment of the Chief Internal Auditor who shall be removable only for cause by a majority vote of the Board. The Chief Internal Auditor shall have direct and unrestricted access to the chair of the Audit and Compliance Committee. The Chief Internal Auditor shall make a comprehensive report on the internal audit function to the Board through the Audit and Compliance Committee at a stated meeting not less than annually. The report will include the annual audit plan and a review of all previous year audits completed and in progress, including any follow-up reviews and any audits that were scheduled but not completed.

5.11. Finance and Investment Committee

5.11.1. The Finance Committee shall oversee the integrity and stability of the University's financial operations, long-term economic health and allocation of resources, and its physical assets of land, buildings and equipment, and investment related to the University's endowment and operating funds.

5.11.2. The Finance and Investment Committee is responsible for:

1. Monitoring the financial performance of the University and reporting to the Board.
2. Reviewing and recommending annual and long-range operating and capital and maintenance budgets.
3. Reviewing and recommending rates for student tuition and fees.
4. Overseeing financial reporting and related disclosures.
5. Adopting the investment policy with regard to restricted and segregated funds held by the University.
6. Recommending adoption or modification of capital improvement plans and the facilities master plan, advocating for new structures, and rehabilitating or removing older structures.
7. Creating and maintaining a maintenance capital expenditures budget and proposed timeline for all capital assets whose repair or replacement would result in an expenditure of \$100,000 or more.
8. Recommending appropriate action with regard to the acquisition and disposition of real property.
9. Recommending execution of contracts as required by University policy.
10. Actions related to personnel, including faculty and staff compensation.

11. Monitoring the endowment of the University and reporting to the Board.
12. Other matters as assigned by the Board.

5.12. Academic Affairs, Student Affairs and Athletics Committee

5.12.1. The Academic Affairs, Student Affairs and Athletics Committee shall oversee the quality of academic programmes and services, quality of student life programmes and services, student affairs, and athletics consistent with the mission of the University. The committee shall make recommendations to the Board relating to:

1. Approval of proposals for new academic programmes and the significant revision of existing programmes.
2. Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programmes.
3. Matters regarding faculty tenure and promotion.
4. Approval of admission, progression, retention and graduation standards.
5. Institutional and programme accreditation, and programme review.
6. Metrics to measure efficiency of each academic department.
7. Promoting the welfare of students attending the university.
8. The operation of the athletics programme to assist the Board in carrying out its responsibility of those programmes.
9. The improvement of activities of student organizations in order to encourage their useful contributions to student life and to the university.
10. Other matters as assigned by the Board.

5.13. Infrastructural and Technological Development Committee

5.13.1. The Infrastructural Committee shall oversee the master plan of the university, as it relates to physical structures, IT development, and maintenance of the University's properties. The committee shall make recommendations to the Board relating to:

1. Support of the development of an infrastructure strategy in all its forms, including but not limited to, the existing master plan, along with those elements of the IT strategy that are related to either the physical and/or virtual.
2. Approval of the master plan for the University.
3. Safe and effective maintenance of the existing buildings and grounds.
4. The oversight of the task and management of specific facilities development projects.
5. The financial situation in relation to capital funding for properties and IT matters.
6. Ensuring adequate policies and procedures are in place to promote the effectiveness, integrity and security of the University's information technology investments and their operation.
7. Other matters as assigned by the Board.

5.14. Advancement Committee

5.14.1. The Advancement Committee shall oversee all strategic and policy matters related to advancement including alumni engagement, development, donor relations and stewardship,

communications and institutional reputation, internal and external relationships. The committee shall make recommendations to the Board relating to:

1. Policy matters related to advancement, including communications, alumni engagement, development, and other functions that may evolve over time.
2. Advancement strategic plans and goals, to include but not limited to:
 - a. Alumni Engagement Strategy & Objectives
 - b. Multi-Year Fundraising Goals
 - c. Strategic Communications Plan, and
 - d. Institutional brand and identity standards and campaigns
3. Study and make recommendations to the Board on any new and significant advancement initiatives (e.g., capital campaigns, etc.)
4. Provide leadership, participate in, and support the ongoing Annual Fund and other identified priority fundraising projects.
5. Other matters as assigned by the Board.