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, Amended Bd. Min. 2-1-18.; Amended Bd. Min. ______.

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 COMMITTEE; AUDIT, COMPLIANCE AND ETHICS-COMMITTEE; GOVERNANCE AND COMPENSATION AND HUMAN RESOURCES COMMITTEE; EXTERNAL AFFAIRS, MARKETING AND ADVANCEMENT COMMITTEE; FINANCE COMMITTEE; GOVERNANCE, RESOURCES AND PLANNING COMMITTEE, and HEALTH AFFAIRS COMMITTEE. In the event a new Curator(s) takes office prior to the next regular Board meeting, the Board Chair has the authority to temporarily appoint the new Curator(s) to standing committees. Their permanent appointment shall be subject to the approval of the Board at the next regular Board meeting. 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 no committee should be left without continuity. If a committee chair is unavailable for a meeting, they shall have the ability to designate a temporary appointment as committee chair or the Board Chair may designate the temporary appointment if the committee chair is unable to.

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 and intercollegiate athletics.

1. The Academic, Student Affairs, Research and Economic Development Committee may have referred to it matters relating to curricula, faculty, students, research and economic development and intercollegiate athletics.

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; oversight of athletic programs; 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.

A. 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.

3. **Audit, Compliance and Ethics Committee**

1-B. 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. **Governance, Compensation and Human Resources Committee**

   The Governance, Compensation and Human Resources Committee will help the Board function effectively, efficiently and with integrity and 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(s) 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 retirement programs; medical plan and all
other benefit programs of the University; human resource and labor policy; and attendant financial considerations associated with these programs with the exception of the Retirement Trust. 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(s) 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. **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 affect public perception and private support of the entire University System and its mission.

1. 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.
3. 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, and the general public.
4. 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, and the general public.
5. 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.

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

1. The Vice President for Finance 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 shall be responsible for transmitting Committee recommendations.
2. The Finance Committee shall be the Board Committee on investments.
   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.

3. 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 should 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.

G.E. Health Affairs Committee 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”).

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-curator 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.

H.F. 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.