

## **Resolution of the Board of Directors of Heritage University**

### **Establishing Standing Committees**

Effective July 1, 2019

Effective July 1, 2019, the Board of Directors of Heritage University hereby establishes the following standing committees by resolution of the Board:

1. Executive Committee:

1.1. The Executive Committee of the Board is to be composed of the officers of the corporation, who are the Board Chair, the First Vice Chair, the Second Vice Chair, the President, the Secretary and the Treasurer, plus the immediate past Board Chair. Only Directors shall be voting members of the Executive Committee.

1.2. The Executive Committee can exercise all powers of the Board of Directors in the period between meetings of the Board, and shall be responsible for addressing emergency or other matters requiring immediate action. The Executive Committee shall also serve as an initial forum for the consideration of issues that transcend the jurisdiction of the other standing committees of the Board.

1.3. The Executive Committee may ask other parties to attend Executive Committee meetings to provide information to the Executive Committee with respect to matters under consideration. This may include (but is not limited to) other Directors, employees of the University, and members of the community at large.

1.4. Working with the President, the Executive Committee shall be responsible for preparing the University's strategic plan and presenting it to the Board for approval. It may engage in other planning initiatives as necessary to fulfill the mission of the University. When warranted, the Executive Committee may convene ad hoc committees for a specific purpose and for a limited time to address matters or issues falling outside the expertise of the Board. Such ad hoc committees may include representatives of outside organizations and persons who possess an expertise in the subject matter delegated to the ad hoc committee.

1.5. The Executive Committee shall also be responsible for recommending who will assume leadership positions on the Board, including Board Chair, Vice-Chairs, Secretary, Treasurer and Committee Chairs and Vice-Chairs. Further, the Executive Committee shall be charged with recommending new Board members for election and for recommending the renewal of existing Board members terms of office. The Executive Committee shall consider nominations made by the Governance Committee in making such recommendations. With regard to the Corporation's Bylaws and governance documents, the Executive Committee shall approve any changes to the Corporation's governance documents and recommend the amended documents to the Board for final approval or adoption.

## 2. Academic Affairs Committee

2.1. The mission of the Academic Affairs Committee is to enhance the University's academic practices and to act proactively to ensure such practices remain consistent with the University's mission. As its goal, the Academic Affairs Committee strives to assure two outcomes: *Educational Quality* and *Student Success*.

2.2. To these ends, the Academic Affairs Committee shall oversee and recommend policies proposed by the administration that are related to (i) the University's academic curriculum, (ii) the awarding of degrees, (iii) graduate programs offered or to be offered at the University, (iv) graduate enrollment, and (v) faculty. It shall also assess the effectiveness of curriculum responsiveness to the institution's mission and goals, and shall approve academic program changes.

2.3. The Academic Affairs Committee shall review and assess faculty effectiveness in carrying out its academic, administrative, and advising responsibilities, and approve changes to the Faculty Handbook and recommendations for faculty promotion and the award of multi-year contracts. It shall also oversee compliance with the University's academic accreditation requirements and may recommend policies and procedures related to the University's accreditation and compliance efforts.

## 3. Advancement and External Affairs Committee

The Advancement and External Affairs Committee reviews and advises the Board and President on policies and strategies designed to enhance and promote the University's engagement with alumni, donors, tribal, federal, state, and local governments, local and regional communities, policymakers, media, and the public at large. In this role, the Advancement and External Affairs Committee shall assess matters related to the University's external relations and make recommendations to the President. The Advancement and External Affairs Committee shall also oversee the University's fundraising, marketing and public relations efforts, and other advancement initiatives supporting the University's mission.

## 4. Finance and Internal Operations Committee

4.1. The Finance and Internal Operations Committee shall oversee the financial matters of the University, and formulate for board approval policies governing administrative operations, annual operating and capital budgets, financial planning, investment management, the presentation of internal and independent audits, and the University's compliance with applicable regulations and standards. The Treasurer shall be the chair of the Finance and Internal Operations Committee.

4.2. The Finance and Internal Operations Committee shall review and recommend to the Board the annual operating and capital budgets prepared under the direction of the President and monitor current revenues and expenditures for consistency with approved budgets, the sustainability of resources, and the efficiency of internal operations. Expenditures not provided for in the approved operating or capital budgets shall be reviewed and approved by the Finance and Internal Operations Committee.

4.3. Annually, the Finance and Internal Operations Committee shall select an independent auditor and monitor the audit process. The completed audit shall be approved by the Finance and Internal Operations Committee and presented to the Board.

4.4. Subject to Board review, the Finance and Internal Operations Committee shall select an investment manager and the investments made on the University's behalf. The University's investment portfolio and other funds under management shall be reviewed periodically by the Finance and Internal Operations Committee and the results of such review shall be reported to the Board.

4.5. The Finance and Internal Operations Committee shall periodically review the compensation paid the President, Vice Presidents, deans and director, and shall review annually the comparative salaries and benefits of employees, including those identified as subject to IRS regulations for verification that they are not being paid "excessive salary and/or benefits," providing assurance of compensation fairness and balance when compared with other universities reasonably similar to Heritage University.

## 5. Governance Committee

5.1. The Governance Committee shall assess the policies and actions of the Board to assure that it is effectively and efficiently fulfilling its responsibilities with respect to overseeing the performance of the University. To this end, the Governance Committee shall make recommendations to the Board regarding leadership and succession planning, the size and composition of the Board, committee structure and composition, corporate governance principles and guidelines, and the performance of the Board, its committees, members, and the President.

5.2. Specifically, the Governance Committee shall be responsible for:

5.2.1. Nominating persons to fill leadership and officer positions (other than the office of the President);

5.2.2. Providing the Board of Directors with nominations of new Directors and with recommendations for the renewal of existing Directors' terms of office, taking into consideration desired skill sets, as well as ethnic, gender, geographic, and other types of diversity;

5.2.3. Providing the Board of Directors with nominations of past Board members for the honorary position of Director Emeritus;

5.2.4. Developing and maintaining a Board orientation process, ensuring that new members have a clear understanding of the University's mission and the roles of the Board and its members;

5.2.5. Establishing Board performance criteria and expectations in areas of attendance, preparation, participation, and overall performance;

5.2.6. Establishing, reviewing, and monitoring the criteria and method for annually evaluating the effectiveness the President and assuring that the annual review is conducted;

5.2.7. Establishing, reviewing, and monitoring the criteria and method for annually evaluating the effectiveness the Board and its members and assuring that the annual review is conducted;

5.2.8. Overseeing the development and implementation of conflict of interest and other policies ensuring the ethical operation of the Board and its members;

5.2.9. Assessing the Bylaws for relevance and effectiveness and recommending amendments for Board consideration;

5.2.10. Establishing a search committee and conducting a search to fill the position of President, in the event the position is or is expected to be vacated; and,

5.2.11. Performing such other duties related to internal Board matters as may be assigned by the Board from time to time.

## 6. Student Affairs Committee

The Student Affairs Committee shall be concerned with matters affecting the quality of student life, maintaining a close relationship with student life administrators, student leaders, and student organizations. The Committee shall be responsible for overseeing and recommending policies related to student life, undergraduate admissions, financial aid, student counseling, career and placement services, campus safety, student-centered spaces, student government, athletics and clubs, enhancement of the campus, and other matters that affect the quality of student life and contribute to student satisfaction and success.

## 7. Tribal Relations Committee

The Tribal Relations Committee shall oversee the University's relationship with the Yakama Nation and its people and shall assure that the Board and President fully understand the Yakama Nation's culture and the sovereignty of its government. The Committee, working with the Board and President, shall assure that the University's policies and practices contribute to the education, training, and professional development of the Yakama people, and shall work to promote the academic success of all Native students. Further, the Committee shall promote programs and events that educate the University community and others as to the history and culture of the Yakama Nation, and endeavor to build positive relationships with tribal and other communities living on the Yakama Reservation.

RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS on June 14 2019.

Attest:



Patrick Oshie, Board Chair