

## **University of Memphis Board of Trustees - Board Committees**

The University of Memphis Board of Trustees is responsible for the governance and strategic direction of the University. As provided in the Board Bylaws, the Board may establish standing and ad-hoc 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.

### **I. Establishment of Committees**

The Board may establish standing committees. Each standing committee shall develop, and periodically review, a committee charter detailing the committee's purpose, primary responsibilities and composition, which shall be subject to the approval of the Board. In the event of a conflict between any charter and the Bylaws, the Bylaws shall control.

As authorized by the Board of Trustees' Bylaws, the Board may establish ad-hoc committees from time to time, as it deems necessary.

### **II. Committee Membership**

- a. Each standing committee membership shall be appointed by the Executive Committee. The Trustees shall be the only voting members of the committee with the other non-voting members to be established by the committee charter.
- b. Committee Chairs shall be appointed by the Executive Committee.
- c. Members of ad-hoc committees shall be appointed by the Board Chair upon authority of the Board.
- d. Members of committees shall hold office for two years or until the appointment of their successors. Trustees may be reappointed to the same committee.
- e. Any vacancies on the standing committees shall be filled by appointment of the Board Chair.

### **III. Meetings**

- a. All standing committees shall meet as necessary for the conduct of business or as otherwise designated in the committee charter.
- b. Ad hoc committees shall meet as necessary.
- c. Committee meetings may be called by the Chair of the Board, the President, or the committee chair.
- d. The Chair of the Board of Trustees, the President of the University, and the Secretary of the Board of Trustees shall be entitled to attend the meetings of each committee and to participate in all discussions of such committee; provided, however, unless named as members of a specific committee, those officers shall not have voting rights nor shall their attendance at a meeting count toward the presence of a quorum.
- e. When feasible, all committee members shall receive at least five (5) days written notice of the meeting, including the purpose of the meeting. The written notice may be delivered by regular mail, electronic mail, or facsimile transmission. If written notice is not feasible, by reason of urgency or other exigent circumstances, notice may be given by telephone.

- f. When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.
- g. Matters not appearing on the agenda of a standing or ad-hoc committee meeting may be considered at the discretion of the committee chair.
- h. At the discretion of the committee chairs, committees may meet jointly. However, only the voting members of the particular committee responsible for the discussed action shall vote on an agenda item requiring action by that committee.

**IV. Quorum**

A majority of the Trustee members of a committee shall be a quorum for the transaction of business. A member shall be deemed present at a meeting of the committee if that member participates in the meeting through the use of a conference telephone or similar electronic communications equipment that permits all persons participating in the meeting to simultaneously communicate with each other. The attendance of non-voting committee members and invited persons who are not committee members at a committee meeting shall not count toward the presence of a quorum. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

**V. Reporting**

Each committee established by the Board shall report its activities, and its findings and recommendations, to the Board of Trustees, the Board Chair, and the President of the University as appropriate and as dictated by the Board. Copies of the minutes of each meeting shall be filed with the Secretary of the Board.

**VI. Administrative Support**

The appropriate University division head will serve as a liaison to the committee having responsibilities specific to the division. Each committee will be provided staff support by a member of the administration.

**VII. Public Access**

Meetings of the committees, as appropriate, shall be noticed and open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

*Effective Date/Revisions: December 12, 2023*