

**FORMATION OF BOARD OF TRUSTEES COMMITTEES  
AND MEMBERSHIP APPOINTMENTS**

**A Recommendation**

1. **Division and Department:** Board of Trustees
2. **Previous Board Action:** The Board of Trustees has historically and periodically formed and dissolved various committees of the Board of Trustees.
3. **Budget Implications:** None
4. **Educational Implications:** The Board of Trustees committees enhance the purpose and advance the productivity of the full Board, and are responsible for recommending decisions and actions to the full Board.
5. **Personnel Implications:** None
6. **University Reviews/Approvals:** The resolution and committee charges were prepared by the law firm of Honigman Miller Schwartz and Cohn in consultation with and at the direction of the Board of Trustees.
7. **Recommendation:**

WHEREAS, Article V of the Bylaws permits the Board to appoint committees and prescribe their duties, functions and limitations; now, therefore, be it

RESOLVED, that the following committees of the Board shall be, and they hereby are, created, each with the respective duties and functions described below:

- A Governance Committee, which shall assist the Board on matters relating to Board and University governance, Board performance, Board and University policies, and compliance with Board and University policies and with applicable laws and regulations;
- An Executive Committee, which shall advise the Chair of the Board and the President on matters of policy, assist with the establishment of Board meeting agendas and assist with the compensation and review of performance of the President;
- A Facilities Committee, which shall assist the Board to align long-range planning and development of University facilities with the Board's strategic vision, goals and priorities for the University; and

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- An Ad Hoc Presidential Search Committee, which shall have the responsibility to conduct a search for the University's next President, including recommending the engagement of an appropriate firm to assist in the search, working with and soliciting the views of key University constituencies and recommending one or more candidates for consideration by the full Board; and, be it further

RESOLVED, that the members of the Audit Committee shall be Mark Schlusssel, Ronald Robinson (Chair) and Richard DeVore; the members of the Governance Committee shall be Scott Kunselman (Chair), Jay Shah and Monica Emerson; the members of the Executive Committee shall be Michael Kramer (Chair), Mark Schlusssel and Richard Flynn; the members of the Facilities Committee shall be Jay Shah (Chair) and Scott Kunselman; and the members of the Ad Hoc Presidential Search Committee shall be Michael Kramer (Chair), Mark Schlusssel, Richard Flynn, Richard DeVore and Monica Emerson; and the non-trustee members David Dulio, Craig Stinson, Kerri Schuiling and Louay Chamra, all of such members shall serve at the pleasure of the Board and its Chair on such committees until the next annual meeting of the Board or their earlier resignation or removal; and, be it further

RESOLVED, that none of such Committees shall include a quorum of the Trustees nor have the authority to act on behalf of the Board of Trustees.

**8. Attachments:**

- A. Governance Committee Charter
- B. Executive Committee Charter

Recommended on October 7, 2013  
to the Board for approval by

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Michael Kramer, Chair of the Board of Trustees

## GOVERNANCE COMMITTEE

### CHARTER

#### I. Purpose

The Governance Committee (the "Committee") shall provide assistance to the Board of Trustees (the "Board") of Oakland University (the "University") in fulfilling the Board's responsibilities by evaluating, monitoring and making recommendations to the Board with respect to the governance policies and procedures of the University.

#### II. Structure and Operations

The Committee shall be comprised of no more than four members of the Board.

A Chairperson shall be elected by the full Board. The Chairperson shall be a voting member of the Committee. The Chairperson will chair all meetings and set the agendas for Committee meetings in consultation with the other members of the Committee, the Board and the Executive Committee. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee in advance of each meeting to permit meaningful review.

#### III. Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined in Section I of this Charter.

1. Review and recommend to the Board the adoption of, and any changes to, the Board's governance guidelines, including the Board Conflict of Interest Policy, and monitor developments with regard to governance to enable the Committee to make recommendations to the Board on matters of Board governance and on any action to be taken in light of such developments.
2. Periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the adoption of or revisions to the committee charters, the creation of additional committees or the elimination of Board committees.
3. Consider and recommend to the Board policies and procedures related to meetings of the Board, such as may relate to agendas, preparation and delivery of meeting materials, meeting schedules and locations.
4. Report to the Board at the Board's next regularly scheduled meeting or as soon thereafter as reasonably possible following meetings of the Committee, and recommend action by the Board as appropriate. The report to the Board may be an oral report by the Chairperson of the Committee or any other Committee member.

**EXECUTIVE COMMITTEE**

**CHARTER**

**I. Purpose**

The Executive Committee (the "Committee") shall assist the Board of Trustees (the "Board"), particularly the Chairperson of the Board, and the President of Oakland University (the "University") in their performance of their duties. The Committee shall not have the authority to take action on behalf of the Board.

**II. Structure and Operations**

The Committee shall be comprised of no more than four members of the Board.

The Chairperson of the Board shall serve as the Chairperson of the Committee. The Chairperson shall be a voting member of the Committee. The Chairperson will chair all meetings and set the agendas for Committee meetings in consultation with the other members of the Committee and the Board. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee in advance of each meeting to permit meaningful review.

**III. Responsibilities and Duties**

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined in Section I of this Charter.

1. Review the activities of the Board and of its various committees and assist the Chairperson in the coordination of the work of each of them. Assist, when requested, in the establishment of agendas for Board and committee meetings.
2. Advise the President of the University and the Chairperson of the Board on such matters as the Chairperson shall determine.
3. Consider such matters as may be referred to it from time to time by the Chair or by the Board of Trustees
4. Report to the Board at the Board's next regularly scheduled meeting or as soon thereafter as reasonably possible following meetings of the Committee, and recommend action by the Board as appropriate. The report to the Board may be an oral report by the Chairperson of the Committee or any other Committee member.