Sec. 8. Removal of Officers or Employees

(1) The board may remove from office any officer or employee of the University if, after due notice, investigation, and opportunity for a hearing, it shall appear that there is cause sufficient to justify such removal.

(2) The president may be removed by the concurring vote of not less than two-thirds of the trustees then in office, but no such action shall be taken unless notice thereof is set forth in the call of the meeting.

(3) Except where specifically provided for elsewhere in the by-laws or the charter of the University, nothing in this Section 8 shall be interpreted to limit the legal authority of the president and officers of the University to remove employees from the employment of the University.

Chapter III. Board Committees

Sec. 1. Standing Committees

(1) The board shall establish the following standing committees:

Audit Committee
Board Governance Committee
Campus Affairs Committee
Finance Committee and Portfolio Subcommittee
University Relations Committee

and such other committees as the board may determine from time to time with such duties as the board may designate. None of said committees shall take any action except pursuant to power delegated to that committee by the board or by these by-laws.

(2) Each standing committee other than the Audit Committee, the Board Governance Committee and the Portfolio Subcommittee shall normally consist of:

(a) the chair of the applicable standing committee;

(b) those trustees appointed by the chair of the board in consultation with the president and the chair of the applicable standing committee;

(c) faculty members chosen by the faculty, and undergraduates chosen by the students, the total number of faculty and student representatives on all standing committees not to exceed six each, in accordance with procedures approved by the board; and

(d) such other non-trustee members as may be appointed from time to time by
the chair of the board in consultation with the president and the chair of the applicable standing committee.

(3) The Audit Committee shall consist of the chair of the Audit Committee, the chair of the Finance Committee and three additional trustee members appointed by the chair of the board in consultation with the president and the chair of the Audit Committee. The Board Governance Committee shall consist of the chair of such committee and six additional trustees elected at an annual meeting by the board for one-year terms commencing on July 1 and until their successors are elected. The Portfolio Subcommittee of the Finance Committee shall consist of the chair of the Portfolio Subcommittee and not less than two additional trustee members and such other non-trustee members as in each case shall be appointed by the chair of the board in consultation with the president and the chairs of the Finance Committee and the Portfolio Subcommittee. The Portfolio Subcommittee may, subject to board approval, designate one or more advisers to sit with the subcommittee but not vote.

(4) The chair of the board and the president, or their delegates, shall be ex officio members of all standing committees except the Board Governance Committee. In addition, each vice chair of the board may be designated by the chair of the board as an ex officio member of one or more standing committees except the Board Governance Committee. Ex officio members shall not vote and shall not be counted in determining the presence of a quorum.

(5) At an annual meeting, the board shall elect a trustee to be chair of each standing committee for concurrent two-year terms commencing July 1 and until their successors have been elected and take office. The other members of each standing committee shall be appointed, elected or chosen annually as provided in clauses (2) and (3) above and shall hold office for one-year terms commencing July 1 and until their successors are appointed, elected or chosen. The members of each standing committee shall elect a trustee as vice chair of such committee and the trustee so designated shall act as chair in the absence of the designated chair.

(6) A majority of the trustees on any standing committee shall constitute the necessary quorum for the performance of committee business, except as otherwise provided in these by-laws.

(7) Every standing committee member shall be entitled to vote in committee except that only trustee members of the Campus Affairs Committee, a designee of the president and the vice chair of the Advisory Committee shall deliberate personnel issues. Only trustee members of the Campus Affairs Committee shall vote on such personnel issues.

(8) All members of standing committees shall be entitled to attend board meetings (other than executive sessions) and to speak on matters before the board.
Sec. 2. Special Committees

The chair of the board shall constitute such special committees as may be necessary from time to time to advance the work of the board. Faculty, students, alumni and others with special competence may serve on such committees and shall be entitled to attend relevant board meetings (other than executive sessions) and to speak on related matters before the board.

Sec. 3. Campus Affairs Committee

(1) The Campus Affairs Committee shall have responsibility for the board's activities relating to the educational program of the University, including but not limited to matters relating to the faculty and curriculum, and for student affairs, including but not limited to matters relating to admissions and student life.

(2) (a) Every appointment to the faculty not conferring tenure, and every promotion of a member of the faculty not newly conferring tenure, shall be made by the president or his/her designee[s] and shall be reported to the Campus Affairs Committee at its next meeting and subsequently to the board at its next meeting.

(b) Every appointment to the faculty conferring tenure, and every promotion of a member of the faculty newly conferring tenure, shall be submitted by the president or his/her designee[s] to the Campus Affairs Committee and shall thereafter be submitted, with the report of the Campus Affairs Committee thereon, to the board for its approval.

(c) The concurrence of the Academic Council shall not be required for any such appointment or promotion, but when reporting or submitting each such appointment or promotion to the Campus Affairs Committee, the president or his/her designee[s] shall at the same time submit to the Campus Affairs Committee the report of the Academic Council thereon, if any.

(3) The Campus Affairs Committee shall meet with and receive periodic reports from the president or his/her designee[s], academic departments, faculty and other individuals or groups affiliated with the University, as it deems useful and appropriate, concerning the current educational program, admissions and financial aid programs, student life, and plans for the future of the University.

(4) The Campus Affairs Committee may meet without its faculty and student representatives as and when it considers advisable.

Sec. 4. Finance Committee

(1) The Finance Committee shall be responsible for the board's activities relating to the University's capital and operating budgets and the establishment and monitoring of a long-range financial plan for the University.
2.2 The By-Laws of Wesleyan University

(2) The Finance Committee shall receive from the treasurer between January 1 and May 1 each calendar year an integrated proposed budget setting forth the estimated income and expenditures for all of the University's operations, including capital projects, for the fiscal year commencing July 1 of that year. A final proposed budget shall be submitted to the Finance Committee and the trustees not less than five business days prior to the annual meeting. After review by the Finance Committee, the treasurer shall submit a final proposed budget to the board at the annual meeting.

(3) The Finance Committee shall be responsible for the board's activities relating to the planning, erection, maintenance, alterations, and demolition of all facilities, including buildings and physical property owned or controlled by the University and for the approval of real estate purchases and sales.

(4) (a) The Finance Committee shall be responsible for the investment policies of the University and, through the agency of its Portfolio Subcommittee, for the management of the University's portfolios.

(b) The Portfolio Subcommittee, subject to policies recommended by the Finance Committee and established by the board, shall have responsibility for the management of the University's portfolios.

(5) The Finance Committee shall meet with and receive periodic reports from the president or his/her designees['].

(6) The Finance Committee may meet without its faculty and student representatives as and when it considers advisable.

Sec. 5. Board Governance Committee

(1) The Board Governance Committee shall be responsible for matters relating to the internal functioning of the board and board membership which matters shall include: board governance; proposal of slates of board officers and chairs, members of the Board Governance Committee, trustees and emeriti trustees for board action; and development and implementation of programs to develop candidates for the positions of trustee, board officer and committee chair and to maintain and improve the quality of performance of the individual trustees and the entire board.

(2) (a) The Board Governance Committee shall present to the board for board action (i) at each annual meeting, a slate of trustees, trustees emeriti and members of the Board Governance Committee and (ii) at alternate annual meetings, a slate of board officers and chairs of standing committees. The Board Governance Committee may also present to the board for board action a slate of one or more trustees at any regular meeting in order to fill any mid-term vacancies. A trustee in the last year of his/her elected term shall not be eligible for election to the Board Governance Committee.
2.2 The By-Laws of Wesleyan University

(b) In the event of a vacancy in the chairship of any standing committee, the Board Governance Committee shall present nominations to the board to fill such vacancy for the unexpired term of such chairship. In the event of a vacancy on the Board of Trustees, the committee may present nominations to the board to fill the unexpired term.

(c) The Board Governance Committee shall solicit proposals from the trustees for its nominations and shall consult with the chair of the board and the president in considering its nominations. In the case of nominations for the chairs of standing committees, the chair of the board (or, if the then holder of the office of chair of the board is not the nominee for such office at the annual meeting at which such chairs are to be elected, the person who is such nominee) shall propose, after consultation with the president, a slate of such chairs to the Board Governance Committee for its approval and presentation to the board.

Sec. 6. University Relations Committee

(1) The University Relations Committee shall have responsibility for the board's activities relating to the University's relationship and communications with its off-campus constituencies and publics, including but not limited to the board's activities relating to the University's relations with its alumni and parents of current students and alumni. The University Relations Committee also shall have responsibility for the board's activities relating to the University's development efforts including but not limited to matters relating to the University's annual and special fundraising efforts, including The Wesleyan Fund, capital campaigns, major gifts and planned giving, and corporate and foundation relations.

(2) The University Relations Committee may meet without its faculty and student representatives as and when it considers advisable.

(3) The University Relations Committee shall meet with and receive periodic reports from the president or his/her designee[s].

Sec. 7. Audit Committee

(1) The Audit Committee shall be responsible for oversight of the University's internal control and auditing functions, and for advising the board on the University’s risk profile, and on the adequacy and effectiveness of the University’s risk management policies, accounting procedures, systems, and controls.

(2) The Audit Committee shall meet no less than once per year. Members of the Audit Committee shall be and remain “independent” as that term is defined by applicable Internal Revenue Service definition.

(3) The Audit Committee shall be responsible for reviewing the audited annual financial statements of the University, any management letters prepared
by the independent auditors and the audit hours and fees. The Audit Committee shall meet with the University's independent auditors no less than once per year to discuss such financial statements and management letters.

(4) The Audit Committee shall evaluate the independent auditors of the University and, where appropriate, recommend the engagement or replacement of such auditors. The Audit Committee shall ensure that the independent auditors provide it with periodic written reports regarding the independence of such auditors. The Audit Committee is responsible for reviewing with the independent auditor any disclosed information that may impact the objectivity and independence of such auditors, and for recommending that the board take appropriate action in response to the auditors' report to satisfy itself of the auditors' independence.

Chapter IV. The Faculty

Sec. 1.

The faculty shall consist of the professors, associate professors, assistant professors, lecturers, instructors, and the president of the University, together with such others as may be constituted members thereof by vote of the board.

Sec. 2.

The president, full professors, associate professors with tenure, three untenured faculty members elected by the faculty, and such other members of the faculty and officers of the University as may be elected thereto by vote of the board shall constitute the Academic Council.

Sec. 3.

The faculty, with the concurrence of the president, shall have power to determine, subject to approval of the board, the courses of study; the arrangements of the recitations, lectures, and other exercises; the times and modes of examination; and the general method of instruction.

Sec. 4.

No tenured member of the faculty may be removed from office unless after due notice, investigation, and opportunity for a hearing it shall appear that there is cause sufficient to justify such removal. Any such removal shall require the concurring vote of not less than two-thirds of the trustees then in office, but no such action shall be taken unless notice thereof is set forth in the call of the meeting.