

BOARD OF TRUSTEES
UNIVERSITY OF THE DISTRICT OF COLUMBIA
UDC RESOLUTION NO. 2009-02

SUBJECT: Separation of Audit and Finance Committees

WHEREAS, the District of Columbia Post-Secondary Education Reorganization Act authorizes the Board of Trustees of the University of the District of Columbia to prescribe, repeal, amend, and enforce such bylaws, rules, and regulations as it may deem necessary for the governance and administration of the University, D.C. Official Code § 38-1202.01; and

WHEREAS, the Board of Trustees has established in its bylaws various standing committees to support the full Board in the conduct of the business of the University, including an Audit, Budget, and Finance Committee, 8 D.C.M.R. § 110.1; and

WHEREAS, in keeping with good governance standards and the standards of the Sarbanes-Oxley Act of 2002, Pub.L. 107-204, the Board intends to constitute separate committees to fulfill Audit and Finance functions;

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of the University of the District of Columbia hereby adopts the attached Notice of Proposed Rulemaking amending the bylaws of the Board of Trustees to remove the Audit, Budget, and Finance Committee and creating (1) a Budget and Finance Committee and (2) an Audit Committee as separate, standing committees of the Board; and

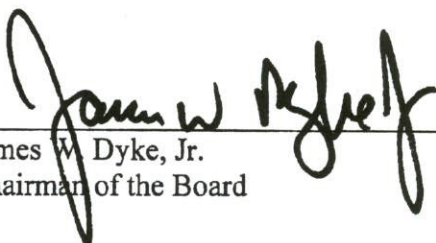
BE IT FURTHER RESOLVED the General Counsel is hereby directed to publish this Resolution and Notice of Proposed Rulemaking in the District of Columbia Register as soon as is practicable for a comment period of not less than thirty (30) days, in accordance with the provisions of D.C. Official Code § 2-505(a).

Submitted by the Executive Committee

January 9, 2009

Approved by the Board of Trustees

January 13, 2009


James W. Dyke, Jr.
Chairman of the Board

NOTICE OF PROPOSED RULEMAKING

The Board of Trustees of the University of the District of Columbia, pursuant to the authority set forth under §201(a) of the District of Columbia Public Postsecondary Education Reorganization Act Amendments ("Act") effective January 2, 1976 (D.C. Law 1-36; D.C. Official Code § 38-1202.01), hereby gives notice of its intent to amend Section 110 of Chapter 1 of Title 8 of the D.C. Municipal Regulations in not less than thirty (30) days from the date of publication of this notice in the D.C. Register. The purpose of the proposed rule is to amend the standing committees of the Board of Trustees.

The Board of Trustees proposes to amend the Chapter 1 of Title 8 of the D.C. Municipal Register as follows:

Section 110.1, Prefatory Clause: Strike the phrase "the Audit, Budget, and Finance Committee" and insert in its place the phrase "the Audit Committee; the Budget and Finance Committee;"

Section 110.1(c): Strike the current text and insert in its place the following:

(c) The Budget and Finance Committee shall consist of the Treasurer, who shall be the chairperson, and at least two (2) other members of the Board. It shall monitor the institution's financial operations; oversee annual and long-range operating budgets; ensure that accurate and complete financial records are maintained; submit to the Full Board for its approval capital budgets that exceed prescribed amounts; recommend investment policies to the Board; manage asset classes; review investment expenses; and oversee accounting and financial reporting; ensure that timely and accurate information is presented to the Board; and communicate with and educate the Board on all aspects of the University's financial status.

Section 110.1(d) (Current): Change designation of the current Section 110.1(d) to 110.1(e).

Section 110.1(d) (New): Insert a new section designated Section 110.1(d), which shall state:

(d) The Audit Committee shall consist of a chairperson, who shall not be the chairperson of the Budget and Finance Committee, and at least two (2) other members of the Board. Every member of the Audit Committee shall be independent from the University. The Audit Committee shall ensure that the financial operations of the University are in compliance with all applicable laws, regulations, and financial accounting standards; ensure that an annual audit is conducted; select independent auditors to perform the annual audit; meet with the auditors before the process begins to review the general scope and procedures for the audit and to discuss areas where the Committee may desire special emphasis; upon completion of the audit again meet with the auditors to review the financial statements, their report of the adequacy of internal controls, and other findings; review the auditor's "management letter"; present the financial statement to the full Board; review the results of other work done by the auditors; and oversee the institution's conflict-of-interest policy, including how it pertains to the Board.

All persons desiring to comment on the subject matter of the proposed rulemaking should file comments in writing not later than thirty (30) days after the date of publication of this notice in

the D.C. Register. Comments should be filed with the Office of General Counsel, Building 39-Room 301Q, University of the District of Columbia, 4200 Connecticut Avenue, N.W. Washington, D.C. 20008. Comments of no more than ten pages may be submitted by telecopier (FAX) to (202) 274-5320. Copies of the proposed rules may be obtained from the Office of the General Counsel at the address set forth above.