

**UNIVERSITY OF THE SCIENCES IN PHILADELPHIA**  
**CAPITAL PROJECTS SUB-COMMITTEE CHARTER**

**Purpose**

There shall be a sub-committee of the Finance Committee of the Board of Trustees of University of the Sciences in Philadelphia (the "University") to be known as the Capital Projects Sub-Committee of the University (the "Committee"). The Committee shall oversee the University's Deferred Maintenance and Capital Projects.

**Membership**

The Committee shall consist of no fewer than three outside members who may or may not be members of the Board of Trustees. All Committee members shall meet the independence requirements established by the Board and applicable laws, regulations, and listing requirements or disclose their affiliation with any related parties and recuse themselves on voting whenever a conflict may appear to exist. Each member shall in the judgment of the Finance Committee have the ability to make recommendations for current and future deferred maintenance and capital projects. The Finance Committee shall appoint the members of the Committee and the chairperson and may remove any member from the Committee at any time with or without cause. The chairperson shall serve for a term of three years unless elected to fulfill an un-expired term in which case the chairperson shall serve the balance of the un-expired term to which elected. Upon term expiration the chairperson can renew his/her term twice, serving a maximum of nine consecutive years. Each other committee member is not held to term stipulations.

The Vice President for Finance and Administration shall be a member of this Committee.

**Meetings and Procedures**

- The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the University and this Charter.
- The Committee shall meet in person periodically and more frequently as circumstances require.
- The chairperson of the Committee or a majority of the members of the Committee may call special meetings.
- The Committee may seek approval from the Finance Committee that any persons whose advice and counsel are sought by the Committee, attend any Committee meeting and/or provide such pertinent information as the Committee requests.
- The Committee shall apprise the Finance Committee on a regular basis regarding Committee meetings and include a description of all actions taken by the Committee.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the University.

## **Authority and Functions**

The Committee shall oversee and report to the Finance Committee of the Board of Trustees concerning the recommended Deferred Maintenance and Capital Projects for the upcoming year. The Sub-Committee will also advise the Finance Committee if in the event there is a major mechanical or structural failure where critical unanticipated funding is required of the University. The Committee shall understand the University's master plan and how the recommended projects will support the mission of the University.

The Committee shall be responsible to evaluate the University buildings and grounds and make recommendations to the Finance Committee based on current conditions, University program needs, and recommendations based on the Entech 2013 Facilities Assessment.

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. In discharging its oversight role, the Committee shall be empowered to investigate any matter brought to its attention. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the University, and the Committee shall take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The decisions of any member of the Committee to whom authority to grant pre-approval has been delegated shall be presented to the full Committee at the next scheduled meeting.

The Committee shall review the backgrounds of Committee members and staff to ensure no conflicts of interest exist and perform a periodic assessment of its and its advisor's effectiveness.

The Committee shall maintain an appropriate level of skepticism regarding management's assertions and judgments affecting financial reporting, asking probing and challenging questions of management.

## **Education**

The University shall provide new members with appropriate orientation briefings and educational opportunities, and the full Committee with educational resources and other material as may be requested by the Committee. The University will assist the Committee in maintaining appropriate financial literacy.

## **Limitations**

The Committee is responsible for the duties set forth in this Charter. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to best react to a changing environment.