



Office of Compliance
 Division of the Office of General Counsel
 Compliance Charter

Approved by the
 Compliance Committee
 10.27.22

Clark Atlanta University UNIVERSITY COMPLIANCE CHARTER

I. PURPOSE AND ROLE

The Compliance Committee (“the Committee”), appointed by the University’s President, works with Clark Atlanta University (“the University”) and its Compliance Office, a division of the Office of the General Counsel, in structuring and maintaining an effective compliance and ethics program at the University. The Committee engages key stakeholders across the University in developing, implementing, monitoring, and enforcing the University’s compliance program to deter or detect compliance risks or violations of local/state/federal law or university policy. The Committee meets regularly each academic year and works collaboratively with the Office of Compliance to achieve its purposes. It reports to the Office of Compliance, the President of the University, and its Board of Trustees. The Committee is an integral part of the compliance program at the University.

II. AUTHORITY AND STRUCTURE

The Committee was created by and derives its authority from University Policy 2.4.0, University Code of Ethical Conduct (Section 3.1.1). The Committee may appoint a subcommittee of its members to complete any of its responsibilities as identified under Section IV, Responsibilities.

III. MEMBERSHIP AND TERM

Per the University’s Bylaws, Article V, Section 2, Other Administrative Officers, the President of the University is authorized to appoint the Committee, which shall be composed of no less than 13 but no greater than 19 voting members (“Committee Members”). Of the 13-19 voting Committee Members, a minimum of 8 will be deemed Standing Committee members, and a minimum of 4 will be considered Ad Hoc Committee Members. Standing Committee Members will include the following individuals representing a cross-section of the University’s senior leadership team:

- Chief Compliance Officer (who will serve as the Compliance Committee Chair);
- Senior administrators, as recommended by the Chief Compliance Officer, in the following areas:
 - Office of the Provost and Senior Vice President for Academic Affairs;
 - Office of the Chief Financial Officer;
 - Information Technology and Communications;
 - Internal Audit and Grants/Contracts Accounting;
 - Planning, Assessment, and Institutional Research;
 - Student Recruitment and Admissions;
 - Academic Deans; and
 - Faculty.
- Ad Hoc Committee Members will be selected from the following stakeholder categories:
 Department chairs, student affairs, and business services.



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The General Counsel or Associate General Counsel shall serve as advisory, non-voting members of the Committee.

All Committee Members (i.e., Standing and Ad Hoc) shall be appointed to serve for renewable terms of three years, with each year of the term commencing on January 1 and ending December 31 of each academic year. Each time shall automatically expire at the end of the third academic year following appointment to the Committee, unless the President has renewed the term or unless such member has separated from employment from the University, has resigned from the Committee before the end of the time, or has been removed from the Committee at the President's discretion at which event the term will end immediately.

The Compliance Office will conduct training annually for new and continuing Members.

IV. USE OF DESIGNATED ALTERNATES

While Committee Members are expected to participate in all Compliance Committee meetings whenever possible, a Committee Member may designate and act through an alternate who occasionally participates in a Compliance Committee meeting if the Committee Member is unavailable ("Designated Alternate"). Committee Members are encouraged to use Designated Alternates no more than two meetings each academic year, except for absences due to documented medical or emergency leave of a Committee Member. Attendance by a Designated Alternate may be counted towards the calculation of a meeting quorum, and the designated Alternate may vote as a proxy on the Committee Member's behalf. The Committee Member and the Designated Alternate will receive Committee materials before a Committee meeting. The Committee Members may invite their Designated Alternates to attend and observe Compliance Committee meetings even when not participating. Hence, when called on, they are sufficiently knowledgeable to act on the Committee Member's behalf in Compliance Committee meetings and subcommittee meetings. Designated Alternates must be selected and communicated to the Compliance Committee Chair by no later than September 1 of each academic year and can be replaced.

V. RESPONSIBILITIES

Members of the Committee will be actively engaged in working to ensure the effectiveness of the University's compliance processes. Specific responsibilities include:

- Reviewing and editing new and existing University policies to ensure that they are clear, comprehensive, and rigorous in communicating the University's expectations regarding University ethics, operations, and compliance;
- Reviewing and commenting on the University's compliance and ethics training programs to ensure that they appropriately engage all University personnel and effectively communicate with sufficient frequency and rigor key aspects of University policies related to ethics and compliance;
- Reviewing results of University operational audit and risk assessments to identify areas where policy and training conducted by the Compliance Office could be enhanced or strengthened;
- Identifying emerging compliance areas and high-risk situations at the University that require policy development, enhanced training, or individual intervention.



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- Reviewing a summary report of confidential and investigative activity and recommending procedural modifications or general disciplinary approaches to promote and enhance candor and accountability related to ethics and compliance; and
- Communicating and promoting a culture at the University that actively promotes ethics and compliance.

VI. MEETING PROCEDURES

The Committee must meet quorum requirements to assemble and conduct business. Alternates will be counted toward the quorum requirement. The Committee may adopt policy amendments, approve reports, or make recommendations related to the Compliance or other University offices. The Committee takes all actions by majority vote.

VII. REPORTING

The Committee provides a regular report of its activities and recommendations regarding ethics and compliance to the University Cabinet or Board of Trustees.

VIII. APPROVAL OF, AND AMENDMENTS OR MODIFICATIONS TO, THE COMMITTEE CHARTER

The President of the University approves the Committee Charter on the recommendation of the Committee. The Committee regularly reviews its Charter and may recommend modifications or updates.

Signature of President
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Dr. George T. French, Jr.
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Approval Date: February 26, 2023