

AZUSA PACIFIC UNIVERSITY EXECUTIVE COMMITTEE CHARTER

Purpose

Under the University's governing documents, the Board of Trustees has the preeminent role in defining and safeguarding the spiritual mission of the University. In this regard, it is to be noted that the Executive Committee is the only Committee of the Board that is empowered to act (within certain constraints under the Bylaws) with the authority of the full Board, and it is to be noted that the Executive Committee has now explicitly assumed the role of guardian of mission faithfulness—formerly held by the Mission Fidelity Committee. Thus, the Executive Committee has been uniquely charged to faithfully shepherd the University's high calling of spreading and propagating the Gospel of Jesus Christ "on the face of the world." (APU's Articles of Incorporation (October 2005, March 1900)).

Functionally, the Executive Committee is one of two standing committees of the Board provided in the Bylaws. The business purpose of the Executive Committee ("Committee") is to ensure the APU Board of Trustees ("Board") fulfills its governance role as outlined in roles and responsibilities (below) on matters pertaining to institutional mission, financial sustainability, and/or other matters. The broad authority of the Committee shall also be used as necessary and appropriate on matters that cannot or should not be delayed until the next regularly scheduled meeting or special meeting of the Board.

Most importantly, from the standpoint of the University's religious purposes, the Executive Committee is called to exercise its unique authority to faithfully shepherd the University's high calling of spreading and propagating the Gospel of Jesus Christ "on the face of the world." (APU's Articles of Incorporation (October 2005, March 1900)).

Organization

Chair and Membership

Direction regarding Committee composition, quorum and required voting thresholds, and at-large membership appointment is provided in Bylaw III.15: "There shall be an Executive Committee composed of the Chair of the Board Chair, the Vice-Chair, the Secretary, the Board Chaplain, the President of the University, the Chair of each standing committee of the Board ... plus up to two additional at-large members elected from the board." The Chair of the Board serves as Chair of the Executive Committee. It is desirable that the Committee should include one or more members who possess knowledge of Wesleyan history, theology and principles, and relationships with key church leaders, and/or serve as the Board Chaplain. The committee shall be appointed by the APU Board of Trustees ("Board"). A quorum for any meeting of the committee shall consist of a majority of its voting members.

Administrative Liaison

The administrative liaison to the Committee shall be the President.

Meeting Schedule and Communications

The Committee shall meet at least three (3) times annually or more frequently as, in its or the Chair of the Committee's judgment, circumstances require.

Recordkeeping

The Chair of the Committee, in consultation with the administrative liaison, shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with relevant materials, shall be sent to the Committee members in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the administrative liaison or designee and reviewed by the Chair, and shall be approved by the Committee members at the following meeting. Minutes of each Committee meeting shall be made available to the full Board of Trustees at or before the next session of the tri-annual meeting of the full Board. The Committee shall make regular reports to the Board of Trustees.

Roles and Responsibilities

The Committee's authority is provided for in Bylaw III.15 and its subsections.

The Committee's primary responsibilities are:

- Ensure the Board as a whole is fulfilling its governance responsibilities.
- Support, encourage and advise the university president.
- Participate in the performance evaluation of the President as outlined in Bylaws III.15.2 and III.15.3.
- Consider significant institutional issues and priorities that transcend the purview of a single committee, and engage with the president in thoughtful, strategic dialogue.
- Anchored in the Word of God, proactively support the president in his/her responsibility to implement policies and practices consistent with APU's Christ-centered mission as outlined in the What We Believe document. This includes both curricular and cocurricular matters.
- Serve as thought-partners with the President on a variety of topics that pertain to the overall health of the university and its people (faculty/staff/students).
- Continue the work of the Board as needed between Board meetings.
- Act on behalf of the entire Board within the limits provided in Bylaw III.15: "The Committee, to the extent provided in the Bylaws, shall have all the authority of the Board except in the following:
 - The approval of any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
 - The filling of vacancies on the Board or in any Committee which has the authority of the Board;
 - The amendment or repeal of Bylaws or the adoption of the new Bylaws;
 - The amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable;
 - The appointment of Committees of the Board or the members thereof."

Charter Adoption and Revisions

This charter may be amended after due notice of proposed revisions upon the majority vote of the Executive Committee and the Board of Trustees in succession. Amendments must not be inconsistent with Bylaw III.15 related to the committee.

Significant revisions to this charter were adopted on October 1, 2024.

The charter was last updated and approved by the Board as to form on October 19, 2024.

AZUSA PACIFIC UNIVERSITY

ACADEMIC AFFAIRS COMMITTEE CHARTER

Purpose

The Academic Affairs Committee bears the primary responsibility for overseeing the policies that fulfill the academic mission of Azusa Pacific University. This is done on behalf of the Board of Trustees, in support of the University's mission of spreading and advancing the Gospel of Jesus Christ in the World (Bylaws Art. III, sec. 15.5), consistent with the Board's preeminent role in defining and safeguarding the spiritual mission of the University. This role includes the oversight of the development and implementation of policies and practices of the University regarding:

- The strategic direction of the institution's academic philosophy, objectives, and priorities.
- Defining student academic success—for admissions standards, academic support, and program expectations.
- The integration of Christian faith and learning.
- Shared governance.
- The annual review, recommendation, and approval of faculty handbook changes.
- Faculty appointment, recognition, and assessment.
- Faculty development, with an emphasis on teaching and research.
- Academic policies and priorities.
- The appropriate integration of teaching, scholarship, and service.
- Ensuring sufficient budgetary support to carry out the institution's academic identity, including support for student and faculty teaching and Research.

Organization

Chair and Membership

Committees consist of two or more trustees, to serve at the pleasure of the Board; and appointments to such committees shall be by a majority vote of the trustees then in office. The Board will determine the size of the standing committees. The Board Chair, in cooperation with the Executive and Governance Committees, recommends the Committee Chair and members, subject to ratification of the full Board at the Annual Meeting. Non-trustees may be appointed as long as trustees are in the majority and the Chair is a trustee. A quorum for any meeting of the committee shall consist of a majority of its voting members. The Chair of the Board and the President are ex officio members of the committee. Committee chairs serve 3-year terms, or shorter, with their service role expiring at the conclusion of their current 3-year trustee term, and limited to two consecutive 3-year terms. (APU Bylaws, Article III, Section 15.4).

Administrative Liaison

The administrative liaison for the committee will be the Provost.

Meeting Schedule and Communications

The Committee shall meet at least three (3) times annually or more frequently as, in its or the Chair of the Committee's judgment, circumstances require. Meetings will typically be held each year in October, February, June, tied to regular full Board meetings.

Recordkeeping

The Chair of the Committee, in consultation with the Provost, shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with relevant materials, shall be sent to the Committee members in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the administrative liaison or designee and reviewed by the Chair and shall be approved by the Committee members at the following meeting. The Committee shall make regular reports to the Board of Trustees.

Roles and Responsibilities

- Ensure that the academic program aligns with the University's Christian mission and purpose, and that the faculty are honoring with faithfulness the University's mission of spreading and advancing the Gospel of Jesus Christ in the World (Bylaws Art. III, sec. 15.5).
- Ensure that the academic budget reflects the University's priorities.
- Ensure that faculty personnel policies and procedures complement contemporary academic priorities.
- Ensure that the University's academic programs are appropriate for its students.
- Ensure that the University assesses the effectiveness of its academic programs.
- Meets regularly with and receives reports and information from the Faculty Senate Moderator.
- Ensure that the University engages in effective shared governance practices.

Charter Adoption and Revisions

This charter may be amended after due notice of proposed revisions upon the majority vote of the Academic Affairs Committee and the Board of Trustees in succession. Amendments must not be inconsistent with Bylaws related to the committee.

Significant revisions to this charter were adopted on January 20, 2018, September 10, 2021, and October 2, 2024.

The charter was last updated and approved by the Board as to form on October 19, 2024.

AZUSA PACIFIC UNIVERSITY

FINANCE AND OPERATIONS COMMITTEE CHARTER

Purpose

The purpose of the Finance and Operations Committee ("Committee") is to oversee the fiscal stability, sustainability, efficient operations, and long-term economic health of the University. All this is done to faithfully steward the resources of the University in support of its mission of spreading and advancing the Gospel of Jesus Christ in the World (Bylaws Art. III, sec. 15.5), consistent with the Board's preeminent role in defining and safeguarding the spiritual mission of the University.

Organization

Chair and Membership

Committees consist of two or more trustees, to serve at the pleasure of the Board; and appointments to such committees shall be by a majority vote of the trustees then in office. The Board will determine the size of the standing committees. The Board Chair, in cooperation with the Executive and Governance Committees, recommends the Committee Chair and members, subject to ratification of the full Board at the Annual Meeting. Non-trustees may be appointed as long as trustees are in the majority and the Chair is a trustee. A quorum for any meeting of the committee shall consist of a majority of its voting members. The Chair of the Board and the President are ex officio members of the committee. Committee chairs serve 3-year terms, or shorter, with their service role expiring at the conclusion of their current 3-year trustee term, and limited to two consecutive 3-year terms. (APU Bylaws, Article III, Section 15.4). The Committee Chair and a majority of Committee members shall be "financially literate," which is defined as being able to read and understand fundamental financial statements.

Administrative Liaison

The Vice President for Finance and Administration / Chief Financial Officer (CFO) shall be the administrative liaison to the Committee.

Meeting Schedule and Communications

The Committee shall meet at least three (3) times annually or more frequently as, in its or the Chair of the Committee's judgment, circumstances require. Meetings will typically be held each year in October, February, June, tied to regular full Board meetings.

Recordkeeping

The Chair of the Committee, in collaboration with the administrative liaison, shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with relevant materials, shall be sent to the Committee members in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the administrative liaison and reviewed and approved by the Chair, and shall be approved by the Committee members at the following meeting. The Committee shall make regular reports to the Board.

Roles and Responsibilities

The Committee shall keep itself fully informed concerning the budgetary and fiscal affairs of the university. The Committee shall review and approve the operating and capital budgets prior to July 1. The Committee is responsible for recommending budget parameters to the Board of Trustees for its consideration.

The Committee's primary responsibilities are:

- Regularly monitor and assess the University's overall financial operations;
- Assess and recommend for approval and evaluate periodically throughout the year the annual operating and capital budgets, and master facility plans;
- Ascertain that a viable long-range integrated financial plan is in place;
- Quarterly and annually review of financial performance against budget and plan;
- Oversee that timely and accurate financial information is presented to the Board;
- Communicate with and educate the Board on the University's financial condition;
- Establish a Debt Policy for recommendation to the Board, evaluate and monitor the Universities performance and compliance to the Debt Policy and structured debt requirements;
- Review plans for restructuring existing structured debt or issuance of new debt that aligns with the Universities short and long-term strategy, and make recommendations on such to the Board for its approval;
- Confirm with the Audit, Risk, and Investment Committee, that accurate and complete financial records are maintained and are in compliance with all relevant regulatory requirements, and an external audit of such financial records are conducted on an annual basis; and
- Ensure university operations are reviewed for mission, vision, goals, and outcomes, including but not limited to:
 - Human Resources (e.g. HR headcounts, compliance, etc.)
 - Dispositions and acquisitions of real estate (As needed)
 - Maintenance of physical plant
 - Review of auxiliary services
 - Review of major construction projects in alignment with master plan

Reviewing periodic reports including:

1. Quarterly and year-end consolidated and audited financial reports (through the Audit, Risk, and Investment Committee) that measure the University's fiscal condition;
2. Semi-annual debt management reports.

Charter Adoption and Revisions

This charter may be amended after due notice of proposed revisions upon the majority vote of the Finance and Operations Committee and the Board in succession. Amendments must not be inconsistent with Bylaws related to the Committee.

Significant revisions to this charter were adopted on September 13, 2021 and October 3, 2024.

The charter was last updated and approved by the Board as to form on October 19, 2024.

AZUSA PACIFIC UNIVERSITY

AUDIT, RISK, AND INVESTMENT COMMITTEE CHARTER

Purpose

The Audit, Risk, and Investment Committee (“Committee”) is a Standing Committee of the Board of Trustees (“Board”) of Azusa Pacific University (“APU”) and has oversight responsibility for APU’s accounting and financial reporting, independent financial audit by an external firm of certified public accountants (the “Auditor”), and other areas of enterprise risk (including, missional, operational, compliance, legal, and reputational) that could have a material adverse impact on APU. The Committee also has oversight responsibility for the university’s non-operating assets (including, for example, short term cash, and cash equivalents, non-campus real estate, planned gift annuities and life income funds and other trust assets such as the APU Endowment and Trust Fund investment portfolios) (The purview of the Committee does not extend to the university’s employee retirement plan). All this is done to faithfully steward the resources of the University in support of its mission of spreading and advancing the Gospel of Jesus Christ in the World (Bylaws Art. III, sec. 15.5), consistent with the Board’s preeminent role in defining and safeguarding the spiritual mission of the University.

Organization

Chair and Membership

Committees consist of two or more trustees, to serve at the pleasure of the Board; and appointments to such committees shall be by a majority vote of the trustees then in office. The Board will determine the size of the standing committees. The Board Chair, in cooperation with the Executive and Governance Committees, recommends the Committee Chair and members, subject to ratification of the full Board at the Annual Meeting. Non-trustees may be appointed as long as trustees are in the majority and the Chair is a trustee. A quorum for any meeting of the committee shall consist of a majority of its voting members. The Chair of the Board and the President are ex officio members of the committee. Committee chairs serve 3-year terms, or shorter, with their service role expiring at the conclusion of their current 3-year trustee term, and limited to two consecutive 3-year terms. (APU Bylaws, Article III, Section 15.4). The chair of the Audit, Risk, and Investment Committee cannot also be chair of the Finance and Operations Committee. The Committee shall be composed of at least five (5) voting members and all members shall be independent. Members will be considered independent as long as they do not accept any consulting, advisory, or other direct or indirect compensatory fee from the university and are not affiliated persons of the university, its subsidiaries or management. A majority of Committee members shall be “financially literate.” Financial literacy is defined as being able to read and understand fundamental financial statements and to be familiar with common systems and controls used to identify and mitigate enterprise risk in its various forms, systems & controls.

Administrative Liaison

The Vice President for Finance and Administration / Chief Financial Officer (“CFO”) shall be the Administrative Liaison to the Committee. The General Counsel / University Integrity Officer

(“OGC”) shall be a standing Cabinet guest on the Committee to provide insight into other risks under the purview of the Office of General Counsel.

Meeting Schedule and Communications

The Committee shall meet at least three (3) times annually or more frequently as, in its or the Chair of the Committee’s judgment, circumstances require. Meetings will typically be held each year in October, February, June, tied to regular full Board meetings.

Meetings shall include at least one in person meeting with the Auditor. The Committee can invite staff members to its meetings as deemed appropriate. As part of its responsibility to foster open communication, the Committee shall provide sufficient opportunity for the Auditor to meet privately with the Committee. The Committee will meet with the Auditor at least once annually without management present.

Recordkeeping

The Chair of the Committee, in collaboration with the Administrative Liaison, shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with relevant materials, shall be sent to the Committee members in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the Administrative Liaison and reviewed by the Committee Chair, and shall be approved by the Committee members at the following meeting.

Roles and Responsibilities

The Committee’s Primary Responsibilities are:

- Select the Auditor on an annual basis to be recommended for approval by the Board, and engage independent financial consultants and other financial, risk, and compliance advisors as it deems necessary to carry out its duties;
- Through the President, CFO, and OGC, and in line with applicable procedures, have access to members of management and other employees as well as to financial and other records and relevant facilities of the institution that are necessary and reasonable to carry out its duties;
- Approve the recommendation, compensation, retention, and work of the Auditor;
- Review and assess management’s efforts to ensure the security and integrity of internal and external computer systems and applications, the contingency plans for processing financial information in the event of a systems breach or breakdown, and the protection against computer fraud or misuse;
- Annually confer with the Auditor and evaluate if any additional outside examination is needed to assess compliance with and the need for additional internal controls;
- Annually assess the overall quality of the University’s vendors, with an added focus on third-party reporting concerning key vendors within this group;
- Inquire of management and the Auditor about significant financial and other risks or exposure to the institution and how these are being managed;
- Evaluate ministerial housing allowance process as appropriate and ensure that allowances are being processed in accordance with relevant tax law and internal policy;

- Ensure financial and risk-management decision-making is consistent with Committee responsibility as stewards of the University's mission, resources, and assets;
- Report any material deficiencies to the Executive Committee and Board of Trustees as deemed necessary.

Compliance with Laws and Regulations

- Oversee the effectiveness of the internal controls system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any fraudulent acts or willful non-compliance;
- Obtain reports concerning financial fraud resulting in losses in excess of \$10,000 or involving a member of senior management, and report such findings to the Board Chair;
- Obtain regular updates from management and the OGC regarding compliance matters that may have a material adverse impact on the organization's financial statements, compliance policies, or enterprise risk management efforts;
- Be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements;
- Review the Form 990 and recommend approval by Board before filing of return;
- Review of any internal or external reporting to external government agencies;
- Review on an annual basis the performance of the Auditor and make recommendations to the Board for their appointment, re-appointment or termination, and make recommendation for Request for Proposals (RFP) as deemed necessary by the Committee;
- Review required communications from the Auditor;
- Discuss with the Auditor the quality and appropriateness of the institution's aggressiveness or conservatism in applying significant judgments or estimates and the application of generally accepted accounting principles related to critical accounting policies and practices;
- Discuss with external auditor any audit problems encountered in the normal course of audit work, including any restrictions on audit scope or access to information;
- Meet separately with the external auditors to discuss any matters that the Committee or auditors believe should be discussed privately. Ensure that the auditors have access to the chair of the Committee when required. An executive session with the auditors must take place at the conclusion of the annual audit.
- Ensure the organization has appropriate policies regarding the hiring of audit firm personnel for senior positions after they have left the audit firm and within the first year of their separation from the audit firm.

Complaints and Ethics

- Ensure procedures for the receipt, retention, and treatment of complaints about accounting and financial reporting practices and auditing matters;
- Require appropriate disclosure of related party transactions, including an annual accounting.

Investment

- Adopt, review, and revise the Investment Policy Statement (IPS) and provide input on investment strategies and objectives, target asset allocations and ranges, and investment manager guidelines;

- Evaluate and monitor the performance of the investments and ensure compliance with the guidelines established in the Investment Policy Statement;
- Meet regularly, at least 3 times annually, with the investment advisor for the University investment funds;
- Monitor the provision of sufficient internal and external resources to support a comprehensive investment process;
 - Select, monitor, retain, or and replace all external investment managers;
- Regularly report performance to the Board;
- Review all fees incurred by or on behalf of the investment portfolio for reasonableness;
- Evaluate investment performance based on a comparison of actual returns with the endowment's absolute return objective, overall risk tolerance and with such other benchmarks as the Board or Committee may select;
- Periodically review and evaluate all non-operational real estate holdings of the University included within total investments;
- Annually, perform a self-assessment relative to the Committee's purpose, duties, and responsibilities outlined herein, review and assess this Charter, and submit to the Board any recommended changes;
- Ensure financial decision-making consistent with Committee responsibility as stewards of the university's mission and resources.

Charter Adoption and Revisions

This charter may be amended after due notice of proposed revisions upon the majority vote of the Audit, Risk, and Investment Committee, the Governance Committee, and the Board in succession. Amendments must not be inconsistent with Bylaws related to the Committee.

Significant revisions to this charter were adopted on January 20, 2018 and May 19, 2023 and October 2, 2024.

The charter was last updated and approved by the Board as to form on May 19, 2023 and October 19, 2024.

AZUSA PACIFIC UNIVERSITY

STUDENT BELONGING COMMITTEE CHARTER

Purpose

The Student Belonging Committee is charged with providing leadership oversight of the University's development and care of all students (undergraduate, graduate and professional), in support of the University's mission of spreading and advancing the Gospel of Jesus Christ in the World (Bylaws Art. III, sec. 15.5), and consistent with the Board's preeminent role in defining and safeguarding the spiritual mission of the University.). The committee monitors the creation, implementation, and impact of the strategic plan for Student Belonging's goals for co-curricular learning and spiritual development of diverse students at all levels of the institution and across all campuses.

Organization

Chair and Membership

Committees consist of two or more trustees, to serve at the pleasure of the Board; and appointments to such committees shall be by a majority vote of the trustees then in office. The Board will determine the size of the standing committees. The Board Chair, in cooperation with the Executive and Governance Committees, recommends the Committee Chair and members, subject to ratification of the full Board at the Annual Meeting. Non-trustees may be appointed as long as trustees are in the majority and the Chair is a trustee. A quorum for any meeting of the committee shall consist of a majority of its voting members. The Chair of the Board and the President are ex officio members of the committee. Committee chairs serve 3-year terms, or shorter, with their service role expiring at the conclusion of their current 3-year trustee term, and limited to two consecutive 3-year terms. (APU Bylaws, Article III, Section 15.4).

Administrative Liaison

The Vice President for Student Belonging / Chief Diversity Officer shall be the administrative liaison to the Committee.

Meeting Schedule and Communications

The Committee shall meet at least three (3) times annually or more frequently as, in its or the Chair of the Committee's judgment, circumstances require. Meetings will typically be held each year in October, February, June, tied to regular full Board meetings.

Recordkeeping

The chair of the Committee, in collaboration with the administrative liaison, shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with relevant materials, shall be sent to the Committee members in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the administrative liaison and reviewed by the chair, and shall be approved by the Committee members at the following meeting. The Committee shall make regular reports to the Board of Trustees.

Roles and Responsibilities

The Student Belonging Committee primary responsibilities are:

- Overseeing faithfulness to the University's mission within all areas of responsibility of the Vice President of Student Belonging / Chief Diversity Officer (Student Affairs, Athletics, and Diversity), with respect to all students;
- Represent undergraduate, graduate, and professional students' interests in all policy decisions made by the board;
- Approve material Community Expectation policy changes
- Ensure that the institution as a whole provides an environment in which Biblically-grounded spiritual growth is nurtured;
- Review material changes to student spiritual formation expectations, and
- Work with the vice president for student belonging / chief diversity officer to ensure the implementation of the Diversity Strategic Plan.

In addition, the Committee shall review the following reports and discuss as needed:

- Student Belonging Annual Report
- Annual Title IX Report and policy
- Biennial Alcohol and Other Drugs Taskforce Report
- Student Government Association President Report

Charter Adoption and Revisions

This charter may be amended after due notice of proposed revisions upon the majority vote of the Student Belonging Committee and the Board of Trustees in succession. Amendments must not be inconsistent with Art III Sec. 15.5 of the APU Bylaws.

Significant revisions to this charter were adopted on January 20, 2018, September 1, 2021, January 19, 2023, and October 2, 2024.

The charter was last updated and approved by the Board as to form on October 19, 2024.

AZUSA PACIFIC UNIVERSITY STRATEGIC OVERSIGHT COMMITTEE CHARTER

Purpose

The Strategic Oversight Committee ("SOC") provides integrated, oversight of all of Azusa Pacific University's strategic planning efforts, in furtherance of the University's mission of spreading and advancing the Gospel of Jesus Christ in the World (Bylaws Art. III, sec. 15.5) and consistent with the Board's preeminent role in defining and safeguarding the spiritual mission of the University. This includes the integration of the following component elements: the strategic plan of the university; enrollment management; strategic communications and engagement; long-term campus master planning; and university fundraising activities, including alumni engagement programs.

Organization

Chair and Membership

Committees consist of two or more trustees, to serve at the pleasure of the Board; and appointments to such committees shall be by a majority vote of the trustees then in office. The Board will determine the size of the standing committees. The Board Chair, in cooperation with the Executive and Governance Committees, recommends the Committee Chair and members, subject to ratification of the full Board at the Annual Meeting. Non-trustees may be appointed as long as trustees are in the majority and the Chair is a trustee. A quorum for any meeting of the committee shall consist of a majority of its voting members. The Chair of the Board and the President are ex officio members of the committee. Committee chairs serve 3-year terms, or shorter, with their service role expiring at the conclusion of their current 3-year trustee term, and limited to two consecutive 3-year terms. (APU Bylaws, Article III, Section 15.4).

Administrative Liaison

The administrative liaison to the committee shall be the Vice President / Chief Strategy Officer.

Meeting Schedule and Communications

The Committee shall meet at least three (3) times annually or more frequently as, in its or the Chair of the Committee's judgment, circumstances require. Meetings will typically be held each year in October, February, June, tied to regular full Board meetings.

Recordkeeping

The Chair of the Committee, in collaboration with the administrative liaison, shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with relevant materials, shall be sent to Committee members in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the administrative liaison and reviewed by the Chair or designee, and shall be approved by the Committee members at the following meeting.

Roles and Responsibilities

The SOC's role includes reviewing, assessing, and advising on the progress of the University's strategic plan and related initiatives. This encompasses evaluating assumptions, goals,

accountability measures, and performance targets in collaboration with the President and his team as necessary, but no less than annually. Additionally, the SOC provides strategic advice and counsel to the President and the Board addressing key challenges impacting APU and Christian higher education, such as enrollment trends, evolving student demographics, and societal shifts affecting student interests, expectations, and needs.

Aligned with a commitment to integrated strategic planning, the SOC oversees the goals, progress, and critical initiatives within key areas at the Cabinet level, including Enrollment Management, Strategic Communication and Engagement, and Advancement. The Committee ensures the alignment of these efforts with broader University initiatives, such as the Campus Master Plan, Diversity Strategic Plan, and comprehensive fundraising campaigns.

Charter Adoption and Revisions

This charter may be amended after due notice of proposed revisions upon the majority vote of the Strategic Oversight Committee and the Board of Trustees in succession. Amendments must not be inconsistent with Bylaws related to the Committee.

Significant revisions to this charter were adopted on October 3, 2024.

The charter was last updated and approved by the Board as to form on October 19, 2024.

- To assist the board in understanding that the President looks to the board for advice, suggestions, ideas, plans and approval for governance matters and expects that the board will sustain, maintain, advocate, uphold and encourage him
- Secondly, the COP conducts the annual evaluation of, and makes recommendations regarding, the University President's performance, compensation, and terms of employment, as outlined in Bylaws III.15.2.
- In consultation with the President, determine the evaluation process and scope of fact-finding to be applied, and conduct its review each within 60 days after the end of the fiscal year to enable sufficient data gathering to assess performance in meeting annual goals
- Evaluate the performance of the University President, which may involve input from members of the Board of Trustees, students, faculty, staff, deans, and vice presidents, including with respect to overseeing the University's mission of spreading and advancing the Gospel of Jesus Christ in the World (Bylaws Art. III, sec. 15.5).
- Annually review compensation and contract terms in consultation with the University's General Counsel, who will engage appropriate compensation experts as needed to ensure compliance with IRS regulations on executive compensation for non-profits
- Discuss findings from its reviews first with the University President before presenting to the Executive Committee
- Present its report to the Board of Trustees in Executive Session at the Annual Meeting
- See Bylaw III.15.2 for details

Charter Adoption and Revisions

This charter may be amended after due notice of proposed revisions upon the majority vote of the Committee on the President and the Board of Trustees in succession. Amendments must not be inconsistent with Bylaw III.15.2 related to the committee.

Significant revisions to this charter were adopted on October 1, 2024.

The charter was last updated and approved by the Board as to form on October 19, 2024.

AZUSA PACIFIC UNIVERSITY

GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Governance Committee of the Board of Trustees of Azusa Pacific University ("Committee") is to ensure that the Board of Trustees (the "Board") composition, governance practices, and Trustee development (consisting of orientation, training, and ongoing education, and evaluation) enable the Board to fulfill its legal duties of care, loyalty, and confidentiality in support of Azusa Pacific University's ("APU") high calling of spreading and propagating the Gospel of Jesus Christ "on the face of the world." (APU's Articles of Incorporation (October 2005, March 1900); (Bylaws Art. III, sec. 15.5)).

Organization

Chair and Membership

Committees consist of two or more trustees, to serve at the pleasure of the Board; and appointments to such committees shall be by a majority vote of the trustees then in office. The Board will determine the size of the standing committees. The Board Chair, in cooperation with the Executive and Governance Committees, recommends the Committee Chair and members, subject to ratification of the full Board at the Annual Meeting. Non-trustees may be appointed as long as trustees are in the majority and the Chair is a trustee. A quorum for any meeting of the committee shall consist of a majority of its voting members. The Chair of the Board and the President are ex officio members of the committee. Committee chairs serve 3-year terms, or shorter, with their service role expiring at the conclusion of their current 3-year trustee term, and limited to two consecutive 3-year terms. (APU Bylaws, Article III, Section 15.4).

Administrative Liaison

The General Counsel / University Integrity Officer shall act as the administrative liaison to the Committee and be available to assist the Committee as requested.

Meeting Schedule and Communications

The Committee shall meet at least three (3) times annually or more frequently as, in its or the Chair of the Committee's judgment, circumstances require. Meetings will typically be held each year in October, February, June, tied to regular full Board meetings.

Recordkeeping

The Chair of the Committee, in consultation with the administrative liaison, shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with relevant materials, shall be sent to the Committee members in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the Committee Chair or designee and reviewed and approved by the Chair, and shall be approved by the Committee members at the following meeting. The Committee shall make regular reports to the Board of Trustees.

Roles and Responsibilities

The following sets forth the responsibilities of the Committee in carrying out its purpose:

- *Board Composition:* Ensure that the Board is best positioned to meet future needs through a well-composed, God-honoring group of individuals reflecting the experience, skills, diversity, perspective, and character needed by the Board. This is accomplished, in consultation with the Vice President of Advancement, through a consistent process that includes the following steps:
 - Oversee and provide due diligence to recruit, review, assess, and qualify candidates for the Board of Trustees.
 - Identify, evaluate, recommend, and recruit prospective trustees who align with the mission of the university and who help the Board achieve its preferred composition.
 - Oversee and maintain a nomination process on behalf of the Board of Trustees.
 - Review nominees received through the Trustee Recommendation Process outlined in the Board Policy Manual.
 - Cultivate and conduct diligence, including in-person/virtual meetings and reference checks, with nominees to meet the prioritized needs of the Board of Trustees and who would honor with faithfulness the University's mission of spreading and advancing the Gospel of Jesus Christ in the World. Present qualified candidates for review to the full Board.
- *Trustee Development*
 - Trustee Orientation, Training, and Ongoing Education: Provide orientation, training, mentorship, and on-going education opportunities to help trustees be successful in discharging their duties and responsibilities, consistent with Trustees' legal duties of care, loyalty, and confidentiality to the University.
 - *Committee Assignments:* Recommend trustees to serve on board committees based on each trustee's background and experience and the most effective allocation of trustee resources to fulfill the Board's responsibilities.
 - Trustee Evaluation: Ensure the performance of trustees and officers and committees are evaluated and reported to the Board on a regular basis and/or on the occasion(s) when requested by the Board and/or Executive Committee.
- *Board Operations*
 - Maintain the Board Policy Manual and recommend to the full Board.
 - Update Board Manual as appropriate to incorporate best practices and other policies to assist the Board in fulfilling its responsibilities.
 - Board Officers: Nominate and review the performance of board officers annually.
 - Board Governance: Identify and introduce best practices in governance to the Board and its committees, ensuring such practices are appropriate for the desired culture of the Board and the University.
- *Other Responsibilities:* The Committee may perform any other activities consistent with this Charter, the University's Articles of Incorporation and Bylaws, and governing law, that may be assigned to it by the full Board from time to time.

In performing its roles and responsibilities in connection with all matters under its purview, the Committee shall be responsible for assuring faithfulness to the University's mission of spreading and advancing the Gospel of Jesus Christ in the world (Bylaws Art. III, sec. 15.5).

Charter Adoption and Revisions

This charter may be amended after due notice of proposed revisions upon the majority vote of the Governance Committee and the Board of Trustees in succession. Amendments must be consistent with Bylaws related to the committee.

Significant revisions to this charter were adopted on October 3, 2024.

The charter was last updated and approved by the Board as to form on October 19, 2024.

AZUSA PACIFIC UNIVERSITY COMMITTEE ON THE PRESIDENT CHARTER

Purpose

The purpose of the Committee on the President ("COP") is to oversee the health and wellbeing of the President/ Chief Executive Officer. This includes his/her work, work-life balance, and spiritual/emotional/physical wellbeing. The COP also approves the president's annual Accountabilities, and conducts a mid-year review of Accountabilities, and the annual evaluation of the University President's performance. The COP also addresses compensation and terms of employment on behalf of the Board of Trustees. (Bylaw 15.2)

Organization

Chair and Membership

Membership of the Committee shall consist of no less than three (3) voting members, all of whom shall be members of the Board. A majority of the Committee on the President shall be members of the Executive Committee. The Committee Chair shall be the Chair of the Board of Trustees. A quorum of any meeting of the Committee shall consist of a majority of its voting members.

Administrative Liaison

The President is the Committee's administrative liaison.

Meeting Schedule and Communications

Meetings shall be held at least twice a year, in February and June or more frequently as, in its or the chair of the committee's judgment, circumstances require. to effectuate the purposes of the committee as provided in the Bylaws and this Charter.

Recordkeeping

The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with relevant materials, shall be sent to the Committee members in advance of each meeting. Minutes for all meetings shall be prepared in draft form by the Chair or designee and approved by the Committee members at the following meeting. Records of decisions concerning compensation and the basis for those decisions shall be communicated to and maintained by the Office of the General Counsel for IRS compliance purposes.

Roles and Responsibilities

- The Committee evaluates the President's performance, along with his work-life balance, and his spiritual/emotional/physical wellbeing. The COP recognizes the demands of the presidency and therefore takes a keen interest in the overall health and wellbeing of the president for his sake, and for the sake of APU.
- To review and make recommendations to assure the integrity of the university's historic theological commitments and Christ-centered mission
- To nurture the relationship between board and President through open and regular communication