



# WSSU

**Winston-Salem State University  
Office of Audit, Risk and Compliance**

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## Ethics Committee Charter Charter Date: February 9, 2017

### **Purpose and Mission:**

The purpose of the Ethics Committee of Winston-Salem State University is to provide oversight and make decisions with respect to the university's ethics policies and procedures. The Ethics Committee is committed to maintaining the highest standards of conduct, integrity and ethics for the university's employees, officers and associates.

### **Composition of the Ethics Committee:**

The university's Ethics Committee (the "Committee") shall consist of at least the following members:

<b>Chairperson</b>	General Counsel
<b>Vice Chairperson</b>	Chief Audit, Risk and Compliance Officer
<b>Academic Affairs</b>	Provost and VC for Academic Affairs
<b>Student Affairs</b>	Vice Chancellor for Student Affairs
<b>Administration</b>	Chief of Staff and Vice Chancellor
<b>Finance</b>	VC for Finance and Administration
<b>Human Resources</b>	AVC and Chief Human Resources Officer
<b>Support</b>	OLA Business Manager

### **Authority and Responsibility of the Committee:**

The Committee's primary duties and responsibilities are to:

- Oversee the university's compliance with ethics policies and procedures, including its Code of Ethics and Business Conduct;
- Provide strategic oversight concerning the university's ethical decisions and ethics training programs;
- Review of Hotline complaints concerning ethics to assess the handling of resolutions, to identify unusual trends that need further investigation, as well as the university's responses to such complaints, and advise with respect to the responses where appropriate;
- Establish and direct sub-committees or other management personnel for the purpose of investigating and taking actions in the area the Committee deems appropriate;

- Prepare an annual summary of the Committee's actions and recommend changes to the university's ethics policies and procedures to be presented to the university's Board of Trustees or Audit Committee.

**Meeting Frequency and Discussion Topics:**

The Committee shall meet at least quarterly, or more frequently in special meeting(s) as circumstances require. Minutes of each meeting shall be maintained.

The Committee, in its discretion may ask other members of management or others to attend its meeting as may be necessary to elaborate on a specific discussion topic. The committee may also exclude from its meetings any person it deems inappropriate for such meeting(s).

**Matters Requiring Attorney-Client Privilege:**

Certain matters, such as those involving a potential criminal offense, potential substantial risk of litigation or damage to the university's reputation, and/or if involvement of a member of management is uncovered, may need to be directed through legal counsel. These decisions will be made either in discussion with the Committee or directly with the university's General Counsel. If outside counsel is necessary, the university's General Counsel will be responsible for identifying and coordinating the required assistance.

**Reporting Requirements:**

The Committee's Chairperson will provide periodic updates to the Chancellor and to the Audit Committee of the Board of Trustees on an annual basis.

**Charter Review:**

The Charter will be reviewed annually at the first Committee meeting of the new fiscal year. Updates to the Charter will be made with the consent of the Committee members.