

UNIVERSITY OF NORTH FLORIDA  
COMPLIANCE, ETHICS, AND RISK OVERSIGHT COMMITTEE  
BYLAWS

**NAME**

The name of this Committee is the University of North Florida Compliance, Ethics, and Risk Oversight Committee (Committee or CEROC).

**PURPOSE**

The Committee serves to advise and support on matters relating to compliance programs, ethical culture, and risk management strategies. Specifically, the purpose of CEROC is to:

- Promote excellence in all University compliance and ethics activities,
- Provide leadership to ensure integrity and compliance with legal and regulatory responsibilities,
- Facilitate and provide recommendations to the University's institutional-wide risk assessment processes,
- Provide feedback on the implementation of the UNF Compliance and Ethics Program Plan, and
- Oversee the UNF Policy process, as a function to administer compliance.

**AUTHORITY**

CEROC provides recommendations and is advisory in nature. Committee recommendations go directly to the University President for approval. This Committee serves as a steering committee to discuss and prioritize institutional-wide compliance, ethics, and risk programs. In reviewing these institutional programs, compliance and risk owners may be identified on an ad hoc basis to report on current procedures. The President will serve as the overall program champion, ensuring corrective action planning and progress is made on any **major** risk identified.

CEROC is supported by the Chief Compliance/Ethics Officer, and the Chief Audit Executive who will serve to facilitate and coordinate the committee's meetings, guidelines, and progress.

**MEMBERSHIP**

The Chief Compliance/Ethics Officer and the Chief Audit Executive serve as Co-Chairs of the Committee. The Chairs may appoint any ad-hoc committees necessary for the functioning of the Committee. Twelve (12) members, in addition to the chairs will be appointed annually by the President to serve a two-year commitment. Consideration for a broad University perspective and representation from critical operations will occur when finalizing membership appointments. Members may be reappointed in successive terms due to the nature of their duties in direct oversight of compliance, ethics and risks. Designees are welcome to attend meetings in the

absence of Committee members, but Committee membership cannot be delegated, and designees are not eligible to vote.

### MEETINGS

CEROC will hold regular monthly meetings. Meetings need not be held if, in the judgment of the Chairs, no significant agenda items have been presented for Committee consideration.

Special Committee meetings may be called by the Chairs upon request of another Committee member or at his/her request.

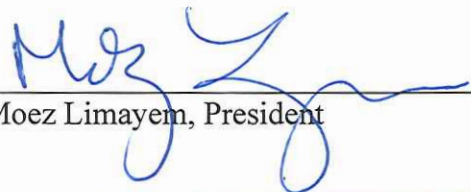
Committee meetings are convened in accordance with the Florida Sunshine Regulations.

A simple majority of Committee members shall constitute a quorum for the transaction of business. The Chief Compliance/Ethics Officer and the Chief Audit Executive will serve as non-voting members, in order to remain independent from policy and risk management decisions on these programs.

### AMENDMENT

The Bylaws will be reviewed biennially. Any recommendations will be forwarded to the President for approval.

APPROVED: By the committee February 26, 2025

  
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Moez Limayem, President

3/14/2025  
Date