



Covista Inc.
Academic Quality Committee Charter

Purpose

The purpose of the Academic Quality Committee (the “Committee”) of the Board of Directors (the “Board”) of Covista Inc. (“Covista”) is to support improvement in academic quality by providing oversight of Covista’s academic policy and input to the Board and management regarding academic activities.

Duties and Responsibilities

1. At least annually evaluate the academic quality of each Covista institution or education subsidiary, including the evaluation of the methods for monitoring academic quality and the assessment process, and offer recommendations for improvement.
2. Provide oversight of risks and exposures related to academic quality, including accreditation, curriculum development and delivery, student persistence and outcomes.
3. Provide oversight of management’s strategy for leveraging education technology to enhance student engagement and academic achievement. This will include staying abreast of competitive trends in the use of education technology and making recommendations to management to ensure that Covista remains at the forefront of technological advancements in the education sector.
4. The Committee will review and assess the effectiveness of technology implementation in driving student success, and make recommendations for improvements as necessary.
5. At least annually conduct an evaluation of its own performance and, in light of this, consider changes to its membership, charter or procedures. The Committee shall report to the Board the results of its evaluation, including any recommended charter or other changes.
6. The Committee shall meet in person at least twice a year at such times and places determined by the Chair of the Committee, with further meetings to occur, or actions to be taken by unanimous consent, when deemed necessary or desirable by the Committee or its Chair.
7. The Chair of the Committee shall report to the Board at each meeting of the Board the deliberations, actions and recommendations of the Committee since the last Board meeting.
8. Except as expressly provided in the Charter, the By-laws of Covista or Covista’s corporate governance guidelines, the Committee shall establish its own rules of procedure.

Composition and Qualifications

The Committee shall be composed of three or more Directors, the exact number to be determined from time-to-time by the Board, and with staff support provided by the Dean or Provost of Covista’s institutions.

The Chair and members of the Committee shall be designated annually by a majority vote of the Board at the organizational meeting of the Board of Directors held in connection with the annual meeting of shareholders. Action to fill vacancies on the Committee and to remove a member of the Committee shall be taken by a majority vote of the Board.