

**DeVry Inc.**  
**Academic Committee Charter**  
**Rev. 7/11/03**

**Purpose**

The purpose of the Academic Committee (“Committee”) of the Board of Directors (the “Board”) of DeVry Inc. (the “Company”) is to provide oversight of the Company’s academic policy, and to provide input to the Board regarding academic activities.

**Duties and Responsibilities**

1. Review the Company’s academic policies, including the evaluation of the academic assessment process, the evaluation of curriculum and programs, and report to the full Board with respect thereto, as appropriate.
2. At least bi-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.
3. The Committee shall meet in person or telephonically at least twice a year at such times and places determined by the Chairman of the Committee, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairman.
4. The Chairman 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.
5. Except as expressly provided in the Charter, the By-Laws of the Company or the Company’s corporate governance guidelines, or as required by law, regulation or NYSE listing standards, 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 Company’s Vice President of Academic Affairs.

The Chairman 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.