



**DeVry Inc.  
Academic Committee Charter**

**Purpose**

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

**Duties and Responsibilities**

1. Review each of the academic policies of DeVry Institutions, including the evaluation of the academic quality and assessment process, the evaluation of curriculum and programs, 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. 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.
4. 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.
5. 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.
6. Except as expressly provided in the Charter, the By-laws of DeVry or DeVry’s corporate governance guidelines, or as required by law, regulation or NYSE listing standards, the Committee shall establish its own rules of procedure.

The Committee shall 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 recommended charter, membership and other changes.

The Committee shall meet in person or telephonically at least twice a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair.

The Chair of the Committee shall report to the Board the deliberations, actions and recommendations of the Committee since the last Board meeting.

Except as expressly provided in the Charter, the By-laws, or DeVry's corporate governance guidelines, or as required by law, regulation or New York Stock Exchange 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 Vice Presidents of Academic Affairs of DeVry'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.