



## **DeVry Inc. Board of Directors External Relations Committee Charter**

### **Purpose**

The purpose of the External Relations Committee (the "Committee") of the Board of Directors (the "Board") of DeVry Inc. ("DeVry") is:

1. To assist the management team and the Board in identifying, evaluation and monitoring political and legislative trends, issues and concerns;
2. To assist the management team and the Board in analyzing how government policy trends could impact the organization's business activities and performance;
3. To assist the management team and the Board in determining how the organization can anticipate and adjust to government policy trends in order to more effectively achieve its business goals or to be an important contributor to the government policy dialogue;
4. To develop recommendations to the Board with regard to formulating and adopting policies, programs and practices concerning government policy issues.
5. To perform other duties and responsibilities enumerated in and consistent with this Charter; and
6. To oversee risks and exposures related to present and future public policy on education, as well as laws and regulations applicable to the Organization.

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 Senior Vice President of External Relations and Chief Regulatory Compliance Officer, and the Director of External Relations.

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.