

# DeVry | Education Group

## DeVry Education Group Inc. Governance Principles

The following principles, along with the Certificate of Incorporation and By-laws of DeVry Education Group Inc. ("DeVry Group") and the Board Committee Charters, comprise the governance framework within which the Board of Directors (the "Board") of DeVry Group fulfills its fiduciary duties.

1. **Director Responsibilities.** The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of DeVry Group and its shareholders. The Board has four scheduled meetings a year at which it reviews and discusses reports by management on the performance of DeVry Group, its plans and prospects, as well as immediate issues facing DeVry Group. Directors are expected to attend Board meetings and meetings of the committees on which they serve, and to spend the time needed to properly discharge their responsibilities. In addition to its general oversight of management and of the conduct of DeVry Group's business, the Board performs a number of specific functions, including:
  - a. selecting, evaluating and compensating the CEO and overseeing management succession planning;
  - b. providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
  - c. reviewing, approving and monitoring financial and business strategies and major actions of the organization;
  - d. assessing major risks facing DeVry Group and reviewing options for their mitigation and/or elimination;
  - e. ensuring that processes are in place for maintaining the integrity of DeVry Group, the accuracy of the financial statements, compliance with law and ethics, including compliance with DeVry Group's Code of Business Conduct and Ethics, and the integrity of relationships with customers, suppliers and other stakeholders.

The Board has delegated to the CEO the authority to manage the business consistent with applicable policies and any specific Board directives.

2. **Director Qualifications.** Directors are selected on the basis of their knowledge experience, skills, expertise, diversity, personal and professional integrity, business judgment, time availability in light of other commitments, absence of conflicts of interest and other factors considered appropriate by the Nominating and Governance Committee in the context of the interests of DeVry Group and its Board.

The Nominating and Governance Committee is responsible for assisting the Board in identifying individuals qualified to become Board members, and recommending to the Board the director nominees. Nominees for directorship will be reviewed by the Nominating and Governance Committee in accordance with its charter.

A majority of the directors shall meet the independence requirements under New York Stock Exchange ("NYSE") rules. The Board will make an affirmative determination annually as to the non-management directors who are deemed to qualify as "independent" within the meaning of the

NYSE rules.

The Board does not believe that arbitrary term or age limits should be established for directors. As an alternative to term or age limits, the Nominating and Governance Committee shall review each director's continuation on the Board prior to re-nomination for an additional term.

The Nominating and Governance Committee will similarly review the continued appropriateness of the Board membership of directors who significantly change or retire from the position they held when they were first elected directors.

3. **Independent Directors.** As noted above, the Board shall have a majority of directors who meet the criteria for independence required by the NYSE rules. Executive sessions of the non-management and independent directors shall be scheduled in conjunction with each regular quarterly Board meeting. Additional meetings shall be scheduled as deemed necessary by the independent directors.
4. **Director Orientation and Continuing Education.** Management is responsible for providing an orientation for new directors, including familiarization with DeVry Group's strategic plans, and recommending, on an as needed basis, continuing director education programs for Board or committee members. The Board encourages all directors to participate in continuing director education. The Nominating and Governance Committee will assist directors in identifying useful third-party programs and materials and in developing and providing educational programs and materials for the organization's directors.
5. **Board Committees.** The Board has established the following committees: Nominating and Governance Committee, Audit and Finance Committee and Compensation Committee. All of the members of the Nominating and Governance Committee, Audit and Finance Committee and Compensation Committee qualify as independent under the criteria established by the NYSE rules. Committee members will be appointed by the Board upon recommendation of the Nominating and Governance Committee, with consideration given to the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.  
  
Each of the committees referenced above has its own charter, copies of which are published on DeVry Group's website at [www.devryeducationgroup.com](http://www.devryeducationgroup.com). The charters set forth the purposes, goals and responsibilities of the committees as well as qualifications for membership. The charters also provide that each committee will annually evaluate its performance. The Chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The committees have the authority to hire such independent legal, financial or other consultants and advisors as they deem necessary without consulting or obtaining the approval of management.
6. **Agenda for Board Meetings.** The Chair establishes the agenda for each Board meeting. Any Board member may request the inclusion of items on the agenda. Additionally, each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board shall review DeVry Group's long-term strategic plans and the principal issues that DeVry Group will face in the future during at least one Board meeting each year.
7. **Board Access to DeVry Group Management.** Directors have full access to DeVry Group's management. At the invitation of the Board, members of senior management recommended by the CEO attend Board meetings, or portions thereof, to participate in discussions and make presentations.

8. **Selection of Chair and CEO.** The Board believes that it should be free to make its selection of the Chair and the CEO in the way that it deems best for DeVry Group and its shareholders at any given point in time. The Board therefore has no policy with respect to the separation of the offices of Chair and CEO. The Board believes that this issue is part of the succession planning process and that it is in the best interests of DeVry Group and its shareholders for the Board to make a determination regarding this issue when it annually elects the CEO.

9. **CEO Evaluation and Management Succession.** As set forth in its charter, the Compensation Committee shall conduct an annual review of the CEO's performance and shall provide a report of such review to the full Board.

Senior management shall make periodic reports to the Board on management succession planning with regard to the senior management team and the Board shall discuss CEO succession planning, including emergency succession planning, in executive session at least annually in connection with the CEO's annual review. In connection with the Board's succession planning, the CEO is expected to identify potential successors and work with such individuals to prepare them for a potential CEO role.

10. **Annual Performance Evaluation.** The Board shall conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will recommend a process for an assessment of the Board's performance. The assessment shall focus on the Board's contribution to DeVry Group and specifically focus on areas in which the Board believes that the Board could improve.

11. **Board Interaction with Shareholders, the Investment Community, the Press and Customers.** The Board believes that management should, in most instances, speak for DeVry Group in accordance with DeVry Group's public disclosure practices. However, shareholders desiring to communicate with the non-management members of the Board may do so by sending a letter to the address listed on DeVry Group's website under "Policy for Shareholder Communication with Directors."

12. **Access to Independent Advisors.** The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

13. **Director Compensation.** DeVry Group believes that compensation for directors should be competitive and should encourage increased ownership of DeVry Group's stock through the payment of a portion of director compensation in time-based Restricted Stock Units (Full-Value Shares). The form and amount of director compensation shall be recommended to the Board by the Compensation Committee, in accordance with its charter.