

Xavier University
Form 990 Disclosure Questionnaire
For Current, Emeritus and Former Trustees, Officers, Key Employees and Certain Other Persons

EXHIBIT B
DEFINITIONS

<u>Term</u>	<u>Definition</u>
Board of Trustees	A member of the organization's governing body , but only if the member has any voting rights. A member of an advisory board that does not exercise any governance authority over the organization is not considered a director or trustee.
Independent	<p>A member of the Board of Directors or Trustees is considered independent only if all three of the following circumstances apply at all times during the calendar year:</p> <ol style="list-style-type: none"> 1. You are not compensated as an officer or other employee of XU or of a related organization¹; AND 2. You did not receive total compensation or other payments exceeding \$10,000 as an independent contractor, other than reimbursement of expenses under an accountable plan or reasonable compensation for services provided in your capacity as a member of the Board of Directors / Trustees; AND 3. Neither you nor any family member was: <ul style="list-style-type: none"> o involved in a transaction with the organization (whether directly or indirectly through affiliation with another organization) that is required to be reported on Schedule "L" of Form 990 (<i>i.e. anywhere on this questionnaire</i>) for XU's tax year, or in a transaction with a related organization of a type and amount that would be reportable on Schedule L if required to be filed by the related organization. For a list of related organizations (see related organizations in definitions) o or were a recipient of a loan from XU which was outstanding at the end of the XU's tax year. <p>Note – if a family member receives compensation from XU or a related organization of more than \$10,000, then the member is not independent.</p>
Officer	A person elected or appointed to manage the organization's daily operations, such as a president, vice-president, secretary, or treasurer. The officers of an organization are determined by reference to its organizing document, bylaws, or resolutions of its governing body , or as otherwise designated consistent with state law, but at a minimum include those officers required by applicable state law. For purposes of Form 990 reporting, treat the organization's top management official and top financial official (the person who has ultimate responsibility for managing the organization's finances) as officers.
Key Employee	<p>For purposes of Form 990 reporting, an employee of the organization (other than an officer, director, or trustee) who meets all three of the following tests:</p> <ol style="list-style-type: none"> 4. \$150,000 Test. Receives reportable compensation from the organization and all related organizations in excess of \$150,000 for the calendar year ending with or within the organization's tax year; 5. Responsibility Test. The employee: (a) has responsibilities, powers or influence over the organization as a whole that is similar to those of officers, directors, or trustees; (b) manages a discrete segment or activity of the organization that represents 10% or more of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole; or (c) has or shares authority to control or determine 10% or more of the organization's capital expenditures, operating budget, or compensation for employees. 6. Top 20 Test. Is one of the 20 employees (that satisfy the \$150,000 Test and Responsibility Test)

¹ An exception is provided for the provision of compensation if you have taken a bona fide vow of poverty and receive non-taxable compensation as an agent of a religious order or you belong to a religious order that receives sponsorships or payments from XU that does not include taxable income to the board member.

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	with the highest reportable compensation from the organization and related organizations for the calendar year ending with or within the organization's tax year.
Disqualified Person	<p>Any person who was in a position to exercise substantial influence over the affairs of the applicable tax-exempt organization at any time during a 5-year period ending on the date of the transaction. Persons who hold certain powers, responsibilities, or interests are among those who are in a position to exercise substantial influence over the affairs of the organization.</p> <p>A disqualified person includes:</p> <ol style="list-style-type: none"> 1. Officers, Directors and Trustees and any other voting members of the governing body; 2. Presidents, Provost/CAO, CEOs, COOs, CFOs, Treasurers; 3. A disqualified person's family member; 4. A 35% controlled entity of (a) a disqualified person and/or (b) family members of the disqualified person; 5. A donor or donor advisor to a donor advised fund; 6. An investment advisor of a sponsoring organization; 7. The disqualified persons of a supported organization include the disqualified persons of a section 509(a)(3) supporting organization that supports the supported organization.
Related Organization	<p>An organization that stands in one or more of the following relationships to the filing organization:</p> <ul style="list-style-type: none"> • Parent—an organization that controls (see examples of control in definition above) the filing organization • Subsidiary—an organization controlled (see examples of control in definition above) by the filing organization • Brother/Sister—an organization controlled (see examples of control in definition above) by the same person or persons that control the filing organization • Supporting/Supported—an organization that is (or claims to be) at any time during the organization's tax year (i) a supporting organization of the filing organization within the meaning of section 509(a)(3), if the filing organization is a supported organization within the meaning of section 509(f)(3), or (ii) a supported organization, if the filing organization is a supporting organization <p>Xavier University and the following are Related Organizations:</p> <ol style="list-style-type: none"> 1. XUPROP CO 2. XUPROP CO.- Cincinnati 3. XUPROP CO.- Dana 4. XUPROP CO.- Norwood 5. XUPROP CO.- Plaza 6. NORWOOD CAFE, LLC (solely holds a liquor license) 7. 3759 Montgomery Road, LLC (inactive) 8. Xavier Student Agencies (inactive) 9. Xavier University Student Health and Wellness Center Corporation
Family Member, Family Relationship	The family of an individual includes only his or her spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great grandchildren, and spouses of brothers, sisters, children, grandchildren, and great grandchildren.
35% Controlled Entity	<p>An entity that is owned, directly or indirectly (e.g., under constructive ownership rules of section 267(c)), by a given person, such as the organization's current or former officers, directors, trustees, or key employees listed in Form 990, Part VII, Section 1, or the family members thereof (listed persons) as follows:</p> <ol style="list-style-type: none"> 1. A corporation in which listed persons own more than 35% of the total combined voting power; 2. A partnership in which listed persons own more than 35% of the profits interest; or 3. A trust or estate in which listed persons own more than 35% of the beneficial interest.

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Business Relationship	<p>Business relationships between two persons include the following:</p> <ol style="list-style-type: none"> 1. One person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a trustee, director, officer, key employee, or greater-than-35% owner. 2. One person is transacting business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of \$10,000 in the aggregate during the organization's tax year. Indirect transactions are transactions with an organization with which the one person is associated as a trustee, director, officer, key employee, or greater-than-35% owner. 3. The two persons are each a director, trustee, officer, or greater than 10% owner in the same business or investment entity. Ownership is measured by stock ownership (either voting power or value) of a corporation, profits or capital interest in a partnership or limited liability company, membership interest in a nonprofit organization, or beneficial interest in a trust. Ownership includes indirect ownership (e.g., ownership in an entity that has ownership in the entity in question); there may be ownership through multiple tiers of entities.
Indirect Business Relationship	<p>Indirect transactions are, generally, transactions with an organization for which a person is associated as a trustee, director, officer, key employee, or greater-than-35% owner and their family members. Ownership includes indirect ownership (e.g., ownership in an entity that has ownership in the entity in question); there may be ownership through multiple tiers of entities.</p>
Compensation	<p>Unless otherwise provided, all forms of cash and non-cash payments or benefits provided in exchange for services, including salary and wages, bonuses, severance payments, deferred payments, retirement benefits, fringe benefits, and other financial arrangements or transactions such as personal vehicles, meals, housing, personal and family educational benefits, below-market loans, payment of personal or family travel, entertainment, and personal use of the organization's property.</p> <p>Deferred compensation is compensation that is earned or accrued in, or is attributable to, one year and deferred to a future year for any reason, whether or not funded, vested, or subject to a substantial risk of forfeiture.</p> <p>Non-qualified deferred compensation is deferred compensation that is earned pursuant to a non-qualified plan or nongovernmental section 457 plan. Earned but unpaid incentive compensation may be deferred pursuant to a non-qualified deferred compensation plan.</p> <p>Compensation also includes anything that is reported on Form W-2 or Form 1099-MISC.</p>
Grants and Other Assistance	<p>Includes awards, prizes, cash allocations, stipends, scholarships, fellowships, research grants, and similar payments and distributions made by the organization during the tax year. A grant or other assistance may include scholarships or other student aid received by family members. It does not include salaries or other compensation to employees.</p>
Interested Persons for Business Transactions	<p>A current or former officer, director, trustee, or key employee, or any of the following:</p> <ol style="list-style-type: none"> 1. A family member of a current or former officer, director, trustee, or key employee, 2. An entity more than 35% owned, directly or indirectly, individually or collectively, by (a) one or more current or former officers, directors, trustees, or key employees, and/or (b) their family members, 3. An entity (other than a tax-exempt organization under section 501(c)) of which a current or former officer, director, trustee, or key employee was serving at the time of the transaction as (a) an officer, (b) a director, (c) a trustee, (d) a key employee, (e) a partner or member with an ownership interest in excess of 5% if the entity is treated as a partnership, or (f) a shareholder with an ownership interest in excess of 5% if the entity is a professional corporation.

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<p style="text-align: center;">Interested Persons for Grants or Assistance</p>	<p>A current or former officer, director, trustee, or key employee, a substantial contributor, or a related person.</p> <ol style="list-style-type: none"> 1. Substantial Contributor: A person that contributed during the organization's tax year at least \$5,000 and is required to be reported by name in Schedule B, Schedule of Contributors, for the organization's tax year. 2. Related Person: <ol style="list-style-type: none"> (a) a member of the organization's grant selection committee, (b) a family member of any of the organization's current or former officers, directors, trustees, or key employees of substantial contributors, or of members of the organization's grant selection committee, (c) a 35% controlled entity of any of the above, or (d) an employee (or child of an employee) of a substantial contributor or of a 35% controlled entity of a substantial contributor, but only if the employee (or child of an employee) received the grant or assistance by the direction or advice of the substantial contributor or 35% controlled entity, or pursuant to a program funded by the substantial contributor that was intended primarily to benefit such employees (or their children).
<p style="text-align: center;">Interested Persons for Loans</p>	<p>Any current or former director, trustee, officer, key employee, or one of the five highest compensated employees (listed in Form 990 Part VII, Section A), as well as disqualified persons. See definition above for part I for the applicable definition of disqualified persons for this Part II.</p> <p>NOTE: If a person is an interested person with respect to any related organization of XU, he or she is an interested person with respect to all such organizations.</p>
<p style="text-align: center;">Business Transaction Reporting Thresholds</p>	<p>Reporting thresholds for business transactions with XU:</p> <ol style="list-style-type: none"> 1. All payments (direct and indirect) during the tax year between the interested person and XU exceeded \$100,000. 2. Compensation payments made by XU or a related organization to you or a family member exceed \$10,000.
<p style="text-align: center;">Business Transaction Examples</p>	<p>The examples appearing throughout the instructions to Form 990 (and reproduced here) are illustrative only and will be made available for your reference if requested. They are for the purpose of completing this form and are not all-inclusive.</p> <p>Business Transactions include but are not limited to contracts of sale, lease, license, and performance of services, whether initiated during the organization's tax year or ongoing from a prior year with an interested person. Business transactions also include joint ventures, whether new or ongoing, in which either the profits or capital interest of the organization and of the interested person each exceeds 10%. The organization's charging of membership dues to its officers, directors, etc. are not considered business transactions. However, compensation for services is considered a business transaction.</p> <p>Example (1). T, a family member of an officer of the organization, serves as an employee of the organization and receives during the organization's tax year compensation of \$15,000, which is not more than 1% of the organization's total revenue. The organization is required to report T's compensation as a business transaction in Schedule L, Part IV because T's compensation to a family member of an officer exceeds \$10,000, unless T's compensation was already reported in Form 990, Part VII.</p> <p>Example (2). X, the child of a current director listed in Form 990, Part VII, Section A, is a first-year associate at a law partnership that the organization pays \$150,000 during the organization's tax year. Given that X has no ownership interest in the law firm and is not an officer, director, trustee, or key employee of the firm, the organization is not required to report this business transaction in spite of X's employment</p>

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	<p>relationship to the law firm.</p> <p>Example (3). Same facts as in Example (2), except that X is a partner of the law firm and has an ownership interest in the law firm of 5.25% of the profits. The organization must report the business transaction due to X's greater than 5% ownership interest in the law firm and the dollar amount in excess of the \$100,000 aggregate threshold.</p> <p>Example (4). Same facts as in Example (3), except that the law firm entered into the transaction with the organization before X's parent became a director of the organization. The organization must report all payments made during its tax year to the law firm for the transaction.</p> <p>Example (5). Same facts as in Example (3), except that X is the child of a former director listed in Form 990, Part VII, Section A. The organization is required to report the business transaction, as family members of former directors listed in Part VII are interested persons.</p> <p>Example (6). Same facts as in Example (3), except that the organization pays \$75,000 in total during the organization's tax year for 15 separate transactions to collect debts owed to the organization. None of the transactions involves payments to the law partnership in excess of \$10,000. The organization is not required in this instance to report the business transaction, because the dollar amounts do not exceed either the \$10,000 transaction threshold or the \$100,000 aggregate threshold.</p> <p>Example (7). Same facts as in Example (6), except that the organization pays \$105,000 instead of \$75,000. Because the aggregate payments for the business transactions exceed \$100,000, the organization must report all the business transactions. The organization may report the transactions on an aggregate basis or list them separately.</p>
Tax Year	The twelve month period ending June 30, 2023 for Xavier University.