

MINUTES OF A MEETING OF THE  
BOARD OF TRUSTEES  
OF  
AUBURN UNIVERSITY

APRIL 16, 2021

**AGENDA**  
**APRIL 16, 2021 BOARD MEETING**  
**AUBURN UNIVERSITY BOARD OF TRUSTEES**

I. Call to Order and Opening Remarks

II. Committee Meetings

A. Property and Facilities Committee | Chairperson DeMaioribus

1. Ham Wilson Arena Renovation, Final Project Approval
2. AUM Science Laboratory Facility Renovation, Architect Selection
3. Status Updates – *For Information Only*
  - a. Current Status of New Construction/Renovation/Infrastructure Projects with Budgets of \$1,000,000 and Greater
  - b. Quarterly Report for Projects Costing More than \$500,000 but Less than \$1,000,000 – 2<sup>nd</sup> Quarter, Fiscal Year 2021
  - c. Project Status Reports

B. Academic Affairs Committee | Chairperson Newton

1. Agenda Item for the Board of Trustees – *For Information Only*

C. Finance Committee | Chairperson Harbert

1. Tuition and Fees Discussion for Fall 2021 for Auburn University and AUM
2. Proposed Housing Rates for Fall 2021 for Auburn University and AUM
3. Transit Bus Financing

D. Executive Committee | Chairperson McCrary

1. Posthumous Awarding of the Master of Science in Homeland Security and Emergency Management to Tyler Grogan
2. Revisions to the Bylaws and Policies & Procedures of the Board of Trustees of Auburn University
3. Proposed Awards and Namings

E. Trustee Reports

1. Academic Affairs Committee | Chairperson Newton
2. Alumni | Lead Trustee Huntley
3. Governmental Affairs Committee | Chairperson Rane
4. Research and Technology (Economic Development) Committee | Trustee Sahlie

**AGENDA**  
**APRIL 16, 2021 BOARD MEETING**  
**AUBURN UNIVERSITY BOARD OF TRUSTEES**

III. Regular Meeting of the Board of Trustees

IV. Proposed Executive Session

V. Reconvened Meeting of the Board of Trustees

1. Approval of the February 5, 2021 Meeting Minutes
2. Awarding of Degrees
3. AUM Chancellor's Report
4. President's Report
5. Action Items and Committee Meeting Reports
  - A. Property and Facilities Committee
    1. Ham Wilson Arena Renovation, Final Project Approval
    2. AUM Science Laboratory Facility Renovation, Architect Selection
  - B. Finance Committee
    1. Tuition and Fees Discussion for Fall 2021 for Auburn University and AUM
    2. Proposed Housing Rates for Auburn University and AUM
    3. Transit Bus Financing
  - C. Executive Committee
    1. Posthumous Awarding of the Master of Science in Homeland Security and Emergency Management to Tyler Grogan
    2. Revisions to the Bylaws and Policies & Procedures of the Board of Trustees of Auburn University
    3. Proposed Awards and Namings

VI. Recess Meeting

As *President Pro Tempore* of the Auburn University Board of Trustees, Mr. Wayne Smith convened the meeting of the Auburn University Board of Trustees on Friday, April 16, 2021 at 9:00 a.m. in the Legacy Ballroom of The Hotel at Auburn University and Dixon Conference Center.

After calling the meeting to order, *President Pro Tempore* Smith announced that on the day prior, Mr. Timothy Vines was confirmed to fill the vacant at-large seat on the Board. *President Pro Tempore* Smith reminded everyone that a vacancy on the Board was created following General Lloyd Austin's resignation from the Board after his confirmation as the United States Secretary of Defense. *President Pro Tempore* Smith stated that numerous outstanding candidates applied for the seat, and two weeks before the board meeting, the Trustee Selection Committee interviewed three candidates to fill the vacancy. *President Pro Tempore* Smith announced that the Trustee Selection Committee unanimously selected Mr. Vines for appointment. *President Pro Tempore* Smith indicated that on April 15, 2021, the Alabama Senate unanimously confirmed Mr. Vines' appointment to the Auburn University Board of Trustees. *President Pro Tempore* Smith explained that, pursuant to Alabama law and Board policies, Mr. Vines' appointment was effective immediately, and shall extend for the remainder of Secretary Lloyd Austin's term. *President Pro Tempore* Smith lauded Mr. Vines for all his support and commitment to Auburn University and welcomed him to the Board.

*President Pro Tempore* Smith then called upon Board Secretary Jon Waggoner to call the roll. The following named members of the Board of Trustees were deemed to be in attendance:

Mr. Michael A. DeMaioribus; Mr. Robert W. Dumas; Mr. Raymond J. Harbert; Ms. Elizabeth H. Huntley; Mr. D. Gaines Lanier; Mr. Charles D. McCrary; Mr. James R. Pratt, III; Mr. James W. Rane; Mr. Quentin P. Riggins; Mr. B.T. Roberts; Mr. M. Clark Sahlie; Mr. James H. Samford; Mr. Wayne T. Smith; and Mr. Timothy Vines.

Governor Kay Ivey, President of the Board; and Dr. Tara L. R. Beziat, Faculty Advisor to the Board of Trustees from the AUM campus, were absent from the meeting.

The individuals listed above represent all persons recognized as members of the Auburn University Board of Trustees at the time of the meeting.

Also sitting with the Board were the following persons: Dr. Jay Gogue, Auburn University President; Dr. Nedret Billor, Faculty Advisor to the Board of Trustees from the Auburn University campus; Ms. Ada Ruth Huntley, outgoing Auburn University Student Government Association President; Ms. Niya Kimbell, outgoing Auburn University at Montgomery Student Government Association President; and Mr. Jon G. Waggoner, Secretary to the Board of Trustees.

The following persons were also in attendance, either in person in the Legacy Ballroom or, as a precaution against the COVID-19 pandemic, watching a simulcast of the meeting across the hallway from the ballroom in the Auditorium: Gen. Ronald Burgess, Executive Vice President; Dr. Bill Hardgrave, Provost and Senior Vice President for Academic Affairs; Ms. Kelli Shomaker, Vice President for Business & Finance and Chief Financial Officer; Dr. Bobby Woodard, Senior Vice President for Student Affairs; Ms. Jaime Hammer, General Counsel; Mr. Daniel King, Associate Vice President for Facilities; Dr. Carl Stockton, Chancellor of AUM; Mr. Mark Stirling;

Director of Auburn University Real Estate; Ms. Gretchen VanValkenburg, Vice President for Alumni Affairs and Executive Director of the Auburn Alumni Association; Dr. Joffrey Gaymon, Vice President for Enrollment; Mr. Simon Yendle, University Architect; Mr. Jared White, Executive Director of Governmental Affairs; Mr. Allen Greene, Director of Athletics; Dr. Chris Roberts; Interim Vice President for Development and Interim President of the Auburn University Foundation; Mr. Jim O'Connor, Vice President for Information Technology and Chief Information Officer; and Mr. Rett Waggoner, incoming Auburn University Student Government Association President.

*President Pro Tempore* Smith then welcomed the following persons that serve Auburn University and AUM in various capacities: Dr. Donald Mulvaney, Auburn University Senate Chair and Academic Affairs Faculty Representative; Dr. Glen Ray, AUM Faculty Senate President; Dr. Shelia Mehta, AUM Committee Faculty Representative; Dr. Andrew McLelland, Finance Committee Faculty Representative; Dr. Kim Brackett, Finance Committee Faculty Representative; Dr. Ana Franco-Watkins, Institutional Advancement Committee Faculty Representative; Mr. David Hinton, Property and Facilities Committee Faculty Representative; Dr. Karley Riffe, Student Affairs Faculty Representative; Dr. Paul Fox, Student Affairs Faculty Representative; Ms. Paige Patterson, Chair of the Auburn University Administrative & Professional Assembly; Ms. Penny Houston, Chair of the Auburn University Staff Council; Mr. Rudy Tobias, President of the AUM Staff Council; Ms. Cheryl Casey, Chair of the Auburn University Foundation Board of Directors; and Ms. Regenia Sanders, President of the Auburn Alumni Association Board of Directors.

The Board then met in various committees, each discussing items which would later appear on the agenda of the reconvened meeting, as follows:

**MINUTES OF THE PROPERTY AND FACILITIES COMMITTEE OF THE  
AUBURN UNIVERSITY BOARD OF TRUSTEES  
FRIDAY, APRIL 16, 2021 AT 9:10 A.M.**

Chairperson DeMaoribus convened the meeting of the Property and Facilities Committee of the Auburn University Board of Trustees on Friday, April 16, 2021 at 9:10 a.m. in the Legacy Ballroom of The Hotel at Auburn University and Dixon Conference Center.

After calling the committee meeting to order, Chairperson DeMaoribus called upon Mr. King for discussion of the following Property and Facilities Committee agenda items:

**1. Ham Wilson Arena Renovation, Final Project Approval**

Mr. King first discussed the Ham Wilson Arena Renovation project. Mr. King explained that the project will renovate approximately 12,500 square feet of existing space to be used as a training facility for university staff. Mr. King stated that program requirements include constructing flexible training rooms, accessibility improvements, mechanical and electrical system upgrades, repair or replacement of exterior panels, replacement of the roof, and site improvements. Mr. King reported that the estimated total cost of the Ham Wilson Arena Renovation project is \$2.8 million, to be financed by Facilities Management reserves and University Repair and Renovation Funds.

Mr. King then stated that the request before the Board of Trustees is to adopt a resolution providing final approval of the Ham Wilson Arena Renovation project.

A motion to report the item favorably to the full Board during the reconvened meeting was received from Mr. Roberts. The motion was seconded by Ms. Huntley, and the committee unanimously approved the motion by a voice vote.

**2. Auburn University at Montgomery Science Laboratory Facility Renovation, Approval of Architect Selection**

Mr. King then discussed the Auburn University at Montgomery Science Laboratory Facility Renovation project. Mr. King reminded everyone that at its meeting on February 5, 2021, the Board of Trustees adopted a resolution that approved the initiation of the project and authorized the commencement of the architect selection process. Mr. King explained that since that time, a request for qualifications was published for design services, and ten architectural firms responded to the request. Mr. King stated that the Architect Selection Committee interviewed five firms and subsequently determined that the architectural firm Williams Blackstock Architects, of Birmingham, Alabama, was best qualified to provide design services on this project.

Mr. King then stated that the request before the Board of Trustees is to adopt a resolution to approve the selection of Williams Blackstock Architects, of Birmingham, Alabama, as the project architect for the Auburn University at Montgomery Science Laboratory Renovation project.

A motion to report the item favorably to the full Board during the reconvened meeting was received from Mr. Sanford. The motion was seconded by *Vice President Pro Tempore* Dumas, and the committee unanimously approved the motion by a voice vote.

**3. Status Updates – *For Information Only***

Mr. King then discussed the following informational reports:

**a. Current Status of New Construction/Renovation/Infrastructure Projects with Budgets of \$1,000,000 and Greater**

Consistent with standing practice, Mr. King provided a report on the current status of new construction, renovation, and infrastructure projects with budgets greater than \$1,000,000.

**b. Quarterly Report for Projects Costing More than \$500,000 but Less than \$1,000,000 – 2<sup>nd</sup> Quarter, Fiscal Year 2021**

Consistent with standing practice, Mr. King provided a report for the second quarter of Fiscal Year 2021 for all projects with a total cost range of \$500,000 to \$1,000,000.

**c. Project Status Report**

Mr. King provided a report on the status of Board of Trustees approved capital projects.

Chairperson DeMaioribus thanked Mr. King for his reports, and with there being no further items, recessed the committee meeting at 9:25 a.m.

**MINUTES OF THE ACADEMIC AFFAIRS COMMITTEE OF THE  
AUBURN UNIVERSITY BOARD OF TRUSTEES  
FRIDAY, APRIL 16, 2021 AT 9:25 A.M.**

Chairperson Newton convened the meeting of the Academic Affairs Committee of the Auburn University Board of Trustees on Friday, April 16, 2021 at 9:25 a.m. in the Legacy Ballroom of The Hotel at Auburn University and Dixon Conference Center.

After calling the committee meeting to order, Chairperson Newton called upon Dr. Hardgrave for discussion of the following Academic Affairs Committee agenda item:

**1. Agenda Item for the Board of Trustees – *For Information Only***

Dr. Hardgrave presented an informational report to the Board on the following topics:

Temporary Pause in Admissions in the Master of Science in Architecture, College of Architecture, Design & Construction

Dr. Hardgrave reported that the College of Architecture, Design & Construction proposed a temporary pause in admissions into the MS in Architecture degree program beginning Summer 2021. Dr. Hardgrave explained that the request was due to a pandemic-induced lack of projects at the Rural Studio. Dr. Hardgrave mentioned that during the admissions pause, the Rural Studio will continue to provide opportunities for undergraduate students, and the college will notify SACSCOC once admission to the graduate program resumes.

Renaming of the Department of Foreign Languages and Literatures as the Department of World Languages, Literatures, and Cultures, College of Liberal Arts

Dr. Hardgrave reported that the College of Liberal Arts proposed a renaming of the Department of Foreign Languages and Literatures as the Department of World Languages, Literatures, and Cultures. Dr. Hargrave explained that the change in nomenclature reflects the profession's movement away from aggregating the world's languages into domestic and foreign. Dr. Hardgrave further explained that the change was also a priority recommendation of the external review team that conducted the department's most recent academic program review.

Renaming of the Department of Theatre as the Department of Theatre and Dance, College of Liberal Arts

Dr. Hardgrave reported that the College of Liberal Arts proposed a renaming of the Department of Theatre as the Department of Theatre and Dance. Dr. Hardgrave explained that the change in nomenclature better reflects the curricular offerings provided by the department and increased assistance for those students frequently seeking dance courses. Dr. Hargrave further explained that the change will also enable the department to better recruit students.



Before concluding his report, Dr. Hardgrave introduced Dr. Jeffery Fairbrother as the new dean of Auburn University's College of Education. Dr. Hardgrave explained that Dr. Fairbrother became dean on October 1, 2020. Dr. Hardgrave shared that Dr. Fairbrother has done an outstanding job so far, and then welcomed him to give remarks to the Board.

Dr. Fairbrother thanked Dr. Hardgrave and the Board for his support during the first year of his service as dean. Dr. Fairbrother stated that the past year has been incredible, and he is looking forward helping move the University further.

Dr. Hardgrave thanked Dr. Fairbrother and concluded his report.

Chairperson Newton thanked Dr. Hardgrave for his report, and with there being no further items, recessed the committee meeting at 9:26 a.m.

**MINUTES OF THE FINANCE COMMITTEE OF THE  
AUBURN UNIVERSITY BOARD OF TRUSTEES  
FRIDAY, APRIL 16, 2021 AT 9:26 A.M.**

Chairperson Harbert convened the meeting of the Finance Committee of the Auburn University Board of Trustees on Friday, April 16, 2021 at 9:26 a.m. in the Legacy Ballroom of The Hotel at Auburn University and Dixon Conference Center.

After calling the committee meeting to order, Chairperson Harbert called upon Ms. Shomaker for discussion of the following Finance Committee agenda items:

**1. Tuition and Fees Discussion for Fall 2021 for Auburn University and Auburn University at Montgomery**

Ms. Shomaker first discussed the current tuition and fees rates for Auburn University and AUM. Then, Ms. Shomaker discussed the proposed tuition and fees rates for Auburn University and AUM for the Fall 2021 semester.

A motion to report the item favorably to the full Board during the reconvened meeting was received from Ms. Huntley. The motion was seconded by Mr. Sahlie, and the committee unanimously approved the motion by a voice vote.

Following the vote, *President Pro Tempore* Smith commended the administration for the zero-percent increase in tuition, stating that the feat is not only impressive, but much needed amid the current financial situation caused by the pandemic.

**2. Proposed Housing Rates for Fall 2021 Auburn University and Auburn University at Montgomery**

Ms. Shomaker first discussed the current housing and dining rates for Auburn University and AUM. Then, Ms. Shomaker discussed the proposed housing and dining rates for Auburn University and AUM for the Fall 2021 semester.

A motion to report the item favorably to the full Board during the reconvened meeting was received from Mr. Riggins. The motion was seconded by *Vice President Pro Tempore* Dumas, and the committee unanimously approved the motion by a voice vote.

**3. Transit Bus Financing**

Ms. Shomaker discussed financing options for a new fleet of transit buses that are being purchased as part of the campus transit operation.

A motion to report the item favorably to the full Board during the reconvened meeting was received from *Vice President Pro Tempore* Dumas. The motion was seconded by Mr. DeMaioribus, and the committee approved the motion by a voice vote. Mr. McCrary and Mr. Vines abstained from the vote.

Chairperson Harbert thanked Ms. Shomaker for her reports, and with there being no further items, recessed the committee meeting at 9:35 a.m.

**MINUTES OF THE EXECUTIVE COMMITTEE OF THE  
AUBURN UNIVERSITY BOARD OF TRUSTEES  
FRIDAY, APRIL 16, 2021 AT 9:35 A.M.**

Chairperson McCrary convened the meeting of the Executive Committee of the Auburn University Board of Trustees on Friday, April 16, 2021 at 9:35 a.m. in the Legacy Ballroom of The Hotel at Auburn University and Conference Center.

After calling the committee meeting to order, Chairperson McCrary called upon Dr. Stockton for discussion of the Executive Committee's first agenda item.

**1. Posthumous Awarding of the Master of Science in Homeland Security and Emergency Management to Tyler Grogan**

Dr. Stockton reported that Auburn University at Montgomery requested to award posthumously the Master of Science in Homeland Security and Emergency Management to Mr. Tyler Grogan. Dr. Stockton explained that Mr. Grogan passed away on January 17, 2021. Dr. Stockton stated that Mr. Grogan, an AUM student in good academic standing, had completed all but two classes necessary to satisfy graduation requirements. Dr. Stockton reported that Mr. Grogan was scheduled and expected to graduate in May 2021.

A motion to report the item favorably to the full Board during the reconvened meeting was received from Mr. Rane. The motion was seconded by Mr. Harbert, and the committee unanimously approved the motion by a voice vote.

Chairperson McCrary then discussed the remaining Executive Committee agenda items.

**2. Revisions to the Bylaws and Policies & Procedures of the Board of Trustees of Auburn University**

Chairperson McCrary reported that since the Board first adopted its bylaws in 1983, it has become common practice for the Board to periodically review and update its bylaws as well as the university's policies and procedures. Chairperson McCrary explained that during the past year, *President Pro Tempore* Smith assembled the Bylaws and Policies Revisions Working Group, tasking them with a comprehensive review of the Board's bylaws and policies. Chairperson McCrary further explained that since that time, revisions have been proposed and reviewed by members of the working group, Board Secretary Waggoner, General Counsel Hammer, outside counsel, and numerous university stakeholders. Chairperson McCrary stated that the revised versions of the documents included in the materials clarifies roles and improves language in a way that is helpful to moving the University forward.

A motion to report the item favorably to the full Board during the reconvened meeting was received from *Vice President Pro Tempore* Dumas. The motion was seconded by *President Pro Tempore* Smith, and the committee unanimously approved the motion by a voice vote.

### **3. Proposed Awards and Namings**

Chairperson McCrary indicated that the final item before the Executive Committee was a list of sixteen proposed awards and namings.

A motion to report the item favorably to the full Board during the reconvened meeting was received from *Vice President Pro Tempore* Dumas. The motion was seconded by Mr. DeMaioribus, and the committee unanimously approved the motion by a voice vote.

With there being no further items, Chairperson McCrary recessed the committee meeting at 9:40 a.m.

*President Pro Tempore* Smith then moved to reports from various committee chairpersons and lead trustees as follows:

### **Academic Affairs Committee**

Chairperson Newton began her report by stating that enrollment in the Honors College remains strong. She explained that last fall, the University welcomed 693 new students with an average ACT score of 32 and an average high school grade point average of 4.3.

Chairperson Newton then reported that with close to 1,400 applications for the upcoming fall semester, the University is confident that it will welcome an impressive class of high-achieving students who will participate in rigorous coursework, innovative research, community service engagement, and co-curricular programs.

Chairperson Newton then reported that Auburn University students have already received the following prestigious awards and scholarships during the Spring 2021 semester:

- a Goldwater Recipient;
- two NSF Graduate Research Fellowship Recipients; and
- a U.S. Critical Language Scholarship Recipient, which is a highly competitive program designed to increase mastery among foreign languages critical to America's nation security and economic prosperity.

Chairperson Newton then reported that three Auburn University students were recommended as semi-finalists for Fulbright awards for the Spring 2021 semester. She explained that the finalists will be announced by the end of the month.

Chairperson Newton concluded her report by sharing that eight outstanding Auburn students are currently participating in The Alabama Innovative Commission's partnership with the Hoover Institution, which is a public policy think tank affiliated with Stanford University. She explained that these eight students are engaging directly with Hoover Fellows to advance the state's innovation ecosystem by researching and operationalizing various initiatives on technology innovation, education, and economic development.

### **Alumni**

Lead Trustee Huntley began by discussing the "18:56 Series", a virtual series which provided engagement with Auburn alumni and friends. She explained that the series, titled "18:56", is a nod to Auburn University's founding year. She further explained that the series allows guests speakers to discuss various topics for 18 minutes and 56 seconds. She shared that the next broadcast would take place on April 22, 2021 at 11:30 a.m. on the Auburn Alumni Association's Facebook page and will feature WEGL 91.1 which is celebrating its 50<sup>th</sup> anniversary this year.

Lead Trustee Huntley then reported on the “Golden Eagles Reunion”. She shared that, in an effort to keep everyone safe this year, a virtual stroll down memory lane will be provided for the classes of 1970 and 1971 in lieu of an in-person ceremony.

Lead Trustee Huntley then reported on “AMBUSH”, the Alumni Association’s annual engagement tour featuring members of the Athletics staff. Lead Trustee Huntley shared that Athletic Director Allen Greene, Coach Bryan Harsin, and Coach Bruce Pearl, will hold this year’s in-person tour. Lead Trustee Huntley then shared that the tour would take place throughout the month of May in Birmingham, Nashville, Pensacola, and finally in Auburn.

Lead Trustee Huntley concluded her report by sharing that the Lifetime Achievement Awards will be held on June 12, 2021 at The Hotel at Auburn University and Dixon Conference Center. Lead Trustee Huntley stated that this year marks the 20<sup>th</sup> anniversary of these prestigious awards.

### **Governmental Affairs Committee**

Chairperson Rane began his report by solemnly announcing the loss of a “dear friend and respected partner”, Mr. Lamar P. Higgins. Chairperson Rane stated that Mr. Higgins passed away on Thursday, April 15, 2021.

Chairperson Rane stated that Mr. Higgins achieved a great deal in his 61 years. Chairperson Rane shared that Mr. Higgins, a native of Marbury, Alabama, attended Troy University as an academic scholar, and served as SGA President his junior year, and was re-elected as SGA President his senior year. Chairperson Rane referred to Mr. Higgins as, “a dedicated Trojan”, citing his twenty-five years of service on Troy University’s Board of Trustees. Chairperson Rane stated that Mr. Higgins was, “instrumental in many of Troy University’s initiatives, most notably the establishment of the Rosa Parks Museum and the John Lewis Hall.”

Chairperson Rane also recounted Mr. Higgins’ many years of public service, first joining the Fob James Gubernatorial Administration as an intern in 1979. Chairperson Rane explained that, after a short period, Mr. Higgins showed a “can do” attitude, which ultimately resulted in a permanent position in the governor’s administration. Chairperson Rane reported that Mr. Higgins also served north Alabama in the Huntsville area as a member of the Space and Rocket staff and later as the special assistant to the mayor of Huntsville. Chairperson Rane then recounted fond memories of Mr. Higgins, referring to him as, “the dean of the African American lobbyists” in the Alabama Statehouse. Chairperson Rane said that Mr. Higgins was “an integral part of Alabama politics” and his legacy will be remembered for generations.

Chairperson Rane then moved that the Auburn University Board of Trustees adopt a resolution commending the life and legacy of Mr. Lamar P. Higgins. The motion was seconded by *President Pro Tempore* Smith, and the motion was unanimously approved. Chairperson Rane asked that a framed copy of the resolution be presented to the Higgins family following its passage and signage by Governor Ivey and President Gogue.

### **Research and Technology (Economic Development) Committee**

Mr. Sahlie began his report by sharing that nearly 350 students from Auburn University and AUM presented their research and creative scholarship in an array of disciplines during the Auburn Research: Student Symposium which was held virtually from March 29, 2021 through April 2, 2021.

Mr. Sahlie then reported that the final round in the annual LAUNCH competition was held on March 24, 2021, with five faculty teams competing for a share of \$100,000 in total funding to help commercialize their innovations. Mr. Sahlie stated that the following projects were funded:

- A breath test to diagnose heartworm disease in dogs (Dr. Lindsay Starkey and Dr. Byron Blagburn, Department of Pathobiology, College of Veterinary Medicine); and
- Novel bacterial strains to enhance survival of crops challenged by drought and/or saltwater intrusion (Dr. Kathy Lawrence and Mr. John McInroy, Department of Entomology & Plant Pathology, College of Agriculture).

Mr. Sahlie concluded his report by sharing that Dr. Valentina Hartarska of the Department of Economics and Rural Sociology and a team of agricultural economists from Auburn University and North Carolina State University received a \$500,000 award from the United States Department of Agriculture – National Institute of Food and Agriculture to develop an analytical framework to help begin small- and medium-sized farm owners in the Southeast improve efficiency and productivity. Mr. Sahlie stated that the project will run for three years and will also identify constraints and opportunities specific to female beginning farmers in the region, among other objectives.

*President Pro Tempore* Smith thanked the committee chairpersons and lead trustees for their reports, and then indicated that the committee meetings and trustee reports were complete.

**MINUTES OF A REGULAR MEETING OF THE  
AUBURN UNIVERSITY BOARD OF TRUSTEES  
FRIDAY, APRIL 16, 2021 AT 9:45 A.M.**

*President Pro Tempore* Smith convened the regular meeting of the Board of Trustees on Friday, April 16, 2021 at 9:45 a.m. in the Legacy Ballroom of The Hotel at Auburn University and Dixon Conference Center.

After convening the regular meeting, *President Pro Tempore* announced that this meeting was the last for Ms. Ada Ruth Huntley, the outgoing Auburn University SGA President and Ms. Niya Kimbell, the outgoing AUM SGA President. *President Pro Tempore* Smith then invited the two outgoing SGA presidents to give final remarks to the Board, beginning with Ms. Kimbell.

Ms. Kimbell began her final remarks by sharing what a privilege and honor it was to serve the AUM student body over the past year. Ms. Kimbell shared that, despite the past year being less traditional than past years, the opportunity to serve as SGA President was still special and rewarding. Ms. Kimbell then welcomed Mr. Keenan Carter as the incoming AUM SGA President. Ms. Kimbell shared that she plans to graduate at the end of the semester and that she plans to become a teacher following graduation.

*President Pro Tempore* Smith congratulated Ms. Kimbell on an outstanding year of service. *President Pro Tempore* Smith thanked Ms. Kimbell for all of her efforts and wished her the best of luck in her future endeavors.

*President Pro Tempore* Smith then called upon Ms. Ada Ruth Huntley for her remarks.

Ms. Ada Ruth Huntley began her remarks by stating how special it was to finally join the Board at an in-person meeting. Ms. Huntley thanked *President Pro Tempore* Smith for allowing her to reserve her final remarks so that she would be able to deliver them in person. Ms. Huntley shared that, at no surprise, the past twelve months presented unprecedented and unbelievable challenges, but that she was extremely proud of the Auburn student body for persevering and having a positive attitude during such trying and difficult times. She recounted countless initiatives that she and her team accomplished despite the pandemic and indicated that the experience to serve Auburn is one that she will cherish for the rest of her life. Ms. Ada Ruth Huntley then welcomed Mr. Rett Waggoner, the incoming Auburn University SGA President. Ms. Ada Ruth Huntley stated that she was looking forward to seeing all that Rett and his team will accomplish over the next year.

*President Pro Tempore* Smith congratulated Ms. Ada Ruth Huntley on an exemplary job and shared that the Board was beyond proud of her service and leadership. *President Pro Tempore* Smith stated that he, along with the rest of the Board, is proud of her and is looking forward to her future success. *President Pro Tempore* Smith then welcomed Mr. Rett Waggoner, stating that he was looking forward to working with him during the next year.

Following the SGA presidents' remarks, *President Pro Tempore* Smith asked General Counsel Hammer if there was any pending litigation that needed to be discussed in an executive session. General Counsel Hammer indicated that there was pending litigation that needed to be discussed in an executive session.



*President Pro Tempore* Smith then asked for a motion for the Board to enter an executive session. A motion was received from Mr. Rane. The motion was seconded by Ms. Huntley, and the Board unanimously approved the motion by a voice vote. *President Pro Tempore* Smith recessed the regular meeting of the Board of Trustees at 9:55 a.m., indicating that the Board planned to reconvene around 11:00 a.m.

**MINUTES OF A RECONVENED MEETING OF THE  
AUBURN UNIVERSITY BOARD OF TRUSTEES  
FRIDAY, APRIL 16, 2021 AT 11:00 A.M.**

*President Pro Tempore* Smith reconvened the meeting of the Board of Trustees on Friday, April 16, 2021 at 11:00 a.m. in the Legacy Ballroom of The Hotel at Auburn University and Dixon Conference Center.

After reconvening the meeting, *President Pro Tempore* Smith asked for a motion to adopt the minutes of the February 5, 2021 board meeting. A motion was received from Mr. Rane. The motion was seconded by Ms. Huntley, and the resolution was approved by a voice vote.

The following resolution was approved:

## RESOLUTION

### APPROVAL OF MINUTES

WHEREAS, copies of the minutes of the February 5, 2021 meeting of the Board of Trustees via Zoom video conference call have been distributed to all members of this Board for review; and

WHEREAS, the members have reviewed the minutes and determined that they constitute a true and correct recitation of the business of the respective meeting.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Auburn University that the minutes of the February 5, 2021 meeting of the Board of Trustees via Zoom video conference call are hereby approved as distributed.

Following the approval of the minutes of the February 5, 2021 meeting, *President Pro Tempore* asked for a motion to approve the resolution regarding the awarding of degrees for the Spring 2021 semester. A motion was received from Mr. Rane. The motion was seconded by Ms. Huntley, and the resolution was approved by a voice vote.

The following resolution was approved:

RESOLUTION  
AWARDING OF DEGREES

WHEREAS, Auburn University confers appropriate degrees upon those individuals who have completed requirements previously approved by this Board of Trustees and stated in University Catalogs.

NOW, THEREFORE, BE IT RESOLVED as follows:

1. That all degrees to be awarded by the faculty of Auburn University and Auburn University at Montgomery at the end of Spring Semester 2021, complying with the requirements heretofore established by the Board of Trustees, be and the same are hereby approved.
2. That a list of the degrees awarded be filed and maintained in the records of the University and hereby made an official part of this resolution and of these minutes.

Following the approval of the awarding of degrees for the Spring 2021 semester, *President Pro Tempore* Smith called upon Dr. Stockton for the AUM Chancellor's Report.

### **AUM Chancellor's Report**

Dr. Stockton began his report by sharing an update on the COVID-19 pandemic and its effects on the AUM campus. Dr. Stockton indicated that AUM has done quite well considering the obstacles created by the pandemic. Dr. Stockton stated that over the past several weeks, AUM has conducted sentinel testing for nearly 900 faculty, staff members, and students. Dr. Stockton reported that each of the tests returned with a negative test result for the virus. Dr. Stockton thanked the AUM personnel who assisted with this project and indicated that AUM plans to continue to adhere to CDC, state, local, and university guidelines.

Dr. Stockton then reported that AUM has provided more than 6,200 doses of the Pfizer vaccine to employees, students, and community members through clinics offered beginning in late-February. Dr. Stockton thanked the AUM volunteers and the College of Nursing and Health Sciences for working 12-14 hour shifts at the many clinics.

Dr. Stockton then reported that the Doctorate in Nursing Practice (DNP), which began in 2019, will graduate its first three students at the Spring 2021 commencement ceremony.

Dr. Stockton then reported that, according to *Healthcare Degree Search*, AUM's Bachelor of Clinical and Medical Laboratory Sciences ranked first in Alabama for the "Best Value Schools". Dr. Stockton shared that students in this program have maintained a 96% passage rate of the national exam.

Dr. Stockton then reported that City of Talladega Mayor Timothy Ragland will serve as AUM's commencement speaker for a pair of Spring 2021 ceremonies.

Dr. Stockton then reported Brett Davis, professor of kinesiology, recently earned a \$948,000 grant from the Center for Medicaid & Medicare Services in support of a statewide project aimed at serving Alabama nursing home residences. Dr. Stockton stated that Mr. Davis will lead the implementation of "Bingocize," which merges bingo with range motion exercises, in 40 nursing homes over a three-year period. Dr. Stockton explained that in addition to serving 1,800 residents of certified nursing facilities, the program will create experiential learning opportunities for students from AUM and other partner institutions.

Dr. Stockton concluded his report by sharing that AUM, in only its second year of NCAA Division II competition, has numerous teams nationally ranked. Dr. Stockton shared that each team has maintained above a 3.0 team grade point average.

Dr. Stockton then thanked *President Pro Tempore* Smith and concluded his report.

*President Pro Tempore* Smith thanked Dr. Stockton for his report and then called upon Dr. Gogue for the Auburn University President's Report.

### **President's Report**

Dr. Gogue began his report by stating how nice it was to be meeting in person for the first time in over a year. Dr. Gogue praised the administration, faculty, staff, students, and the entire Auburn Family for their support during the past difficult year. Dr. Gogue remarked that the University is beginning to see signs of returning to normal conditions, but that support from the entire community will be required to make that a reality.

Dr. Gogue then introduced two new Auburn employees, Mr. John Morris, Senior Vice President for Advancement and Dr. Mike Phillips, Director of the Alabama Cooperative Extension System.

First, Dr. Gogue welcomed Mr. John Morris. Dr. Gogue stated that before working at Auburn, Mr. Morris served the Kansas State University Foundation as Senior Vice President for Development. Dr. Gogue explained that Mr. Morris' new position, Senior Vice President for Development, will oversee Alumni, Advancement, and Communications & Marketing. Dr. Gogue stated that he was looking forward to seeing the work Mr. Morris and his team will accomplish and then welcomed Mr. Morris to give remarks to the Board.

Mr. Morris began by stating that he was honored to begin serving in his new role at Auburn. He shared that, from the moment he and his family arrived, he has been greeted with kindness and generosity by members of the Auburn Family. He indicated that he is excited and optimistic for the future of the university and looks forward to working with the Board and administrators.

Dr. Gogue then welcomed Dr. Mike Phillips. Dr. Gogue explained that following Dr. Gary Lemme's retirement as Director of the Alabama Cooperative Extension System, a search was conducted to fill the vacant role. Dr. Gogue stated that he was pleased to announce Dr. Phillips as the new ACES Director. Dr. Gogue explained the importance of the ACES and the impact it has on Alabama. Dr. Gogue then welcomed Dr. Phillips to give remarks to the Board.

Dr. Phillips began by stating that he has big shoes to fill following Dr. Lemme's retirement. Dr. Phillips stated that he looks forward to serving the Auburn Family and Alabamians alike in his new role. Dr. Phillips thanked Dr. Gogue and the Board for their confidence and support as he begins this transition.

Dr. Gogue thanked Mr. Morris and Dr. Phillips and concluded his report.

*President Pro Tempore* Smith thanked Dr. Gogue for his report and then moved to the action items and committee reports as follows:

### **Property and Facilities Committee**

Chairperson DeMaioribus indicated that the Property and Facilities Committee met earlier and discussed two action items and one item of information. Chairperson DeMaioribus moved for approval of a consent agenda. The motion was seconded by Mr. Sanford, and the resolutions were approved by a voice vote.

The following resolutions were approved in the consent agenda:



RESOLUTION  
HAM WILSON ARENA RENOVATION  
FINAL PROJECT APPROVAL

WHEREAS, at its previous meeting on February 7, 2020, the Board of Trustees adopted a resolution that approved the initiation and architect selection for the Ham Wilson Arena Renovation project; and

WHEREAS, the proposed project will renovate approximately 12,500 square feet of existing space in Ham Wilson Arena to provide flexible training and demonstration spaces to serve the university's professional and skilled trades staff; and

WHEREAS, the program requirements include constructing training rooms, accessibility improvements, mechanical and electrical system upgrades, repair or replacement of exterior metal panels, replacement of the roof, and site improvements; and

WHEREAS, the estimated total cost of the Ham Wilson Arena Renovation project is \$2.8 million, to be financed by Facilities Management reserves and University Repair and Renovation funds; and

WHEREAS, pursuant to the Board of Trustees policy "D-3, Capital Projects Approval," the final approval of the project must be submitted to the Auburn University Board of Trustees through the Property and Facilities Committee.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Auburn University that the Ham Wilson Arena Renovation project is approved and that Jay Gogue, President, or such other person as may be acting as President, be and the same is hereby authorized and empowered to perform the following tasks:

1. Establish a budget for the Ham Wilson Arena Renovation project in the amount of \$2.8 million, to be financed by Facilities Management reserves and University Repair and Renovations Funds; and
2. Direct the consultants to complete the required plans for the project; and
3. Solicit bids and award a contract for construction conditioned upon the lowest responsible and responsive bid being consistent with the project budget approved above.

## RESOLUTION

### AUBURN UNIVERSITY AT MONTGOMERY LABORATORY RENOVATION

#### APPROVAL OF PROJECT ARCHITECT

WHEREAS, at its meeting of February 5, 2021, the Board of Trustees adopted a resolution that approved the initiation of the Auburn University at Montgomery Science Laboratory Facility Renovation project and authorized the commencement of the architect selection process; and

WHEREAS, since that time, a Request for Qualifications was published for design services; and Ten (10) architectural firms responded; and

WHEREAS, the University Architect, after conducting interviews with Five (5) candidate firms, determined the architectural firm Williams Blackstock Architects, of Birmingham, AL, was best qualified to provide design services on this project; and

WHEREAS, pursuant to the Board of Trustees policy "D-3, Capital Projects Approval," the selection of the project architect must be submitted to the Auburn University Board of Trustees through the Property and Facilities Committee for approval.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Auburn University that Jay Gogue, President, or such other person as may be acting as President, be and the same is hereby authorized and empowered to perform the following tasks:

1. Engage Williams Blackstock Architects, of Birmingham, AL as project architect to consult in the development of the facility program and project design; and
2. Limit the project planning and design development to the schematic design phase until such time as the program requirements, budget, funding plan, and site are approved by the Board.

### **Finance Committee**

Chairperson Harbert indicated that the Finance Committee met earlier and discussed three action items. Chairperson Harbert moved for approval of a consent agenda. The motion was seconded by Mr. Sahlie, and the resolutions were approved by a voice vote.

The following resolutions were approved:

## RESOLUTION

### PROPOSED TUITION AND FEES FOR AUBURN UNIVERSITY AND AUBURN UNIVERSITY AT MONTGOMERY

WHEREAS, student tuition and fees are the primary sources of unrestricted revenue for support of University programs and operations; and

WHEREAS, state appropriations are generous but alone are not sufficient to maintain the standards of quality instruction and other activities long associated with Auburn University; and

WHEREAS, one of the University's institutional goals is to maintain rates consistent with regional averages for peer institutions.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Auburn University that Jay Gogue, President, or such person as may be serving as President, be and the same is hereby authorized, with the 2021 Fall Semester, to establish tuition and fee rates for Auburn University as shown in Exhibit 1 and for Auburn University at Montgomery as shown in Exhibit 2.

**EXHIBIT 1**

**AUBURN UNIVERSITY STUDENT SERVICES FEE  
PROPOSED FALL 2021**

[Attached]

# EXHIBIT 1

## AUBURN UNIVERSITY STUDENT SERVICES FEE PROPOSED FALL 2021

### Student Services Fee

	20-21	21-22	Change
Special Building Fund	\$ 17.00	\$ 17.00	\$ -
Student Activity	\$ 54.00	\$ 54.00	\$ -
Mental Health	\$ 36.00	\$ 41.00	\$ 5.00
Student Swim Complex	\$ 14.00	\$ 14.00	\$ -
Student Center Bond	\$ 85.00	\$ 85.00	\$ -
Student Center Operation	\$ 9.00	\$ 9.00	\$ -
Transit Fee	\$ 166.00	\$ 176.00	\$ 10.00
Athletics Fee	\$ 101.00	\$ 101.00	\$ -
Proration Fee	\$ 158.00	\$ 158.00	\$ -
Campus Rec & Wellness	\$ 218.00	\$ 218.00	\$ -
Total	<u>\$ 858.00</u>	<u>\$ 873.00</u>	<u>\$ 15.00</u>

### Student Services Fee - GRA/GTA

	20-21	21-22	Change
Special Building Fund	\$ 17.00	\$ 17.00 <sup>1</sup>	\$ -
Student Activity	\$ 54.00	\$ 54.00 <sup>1</sup>	\$ -
Mental Health	\$ 36.00	\$ 41.00	\$ 5.00
Student Swim Complex	\$ 14.00	\$ 14.00 <sup>1</sup>	\$ -
Student Center Bond	\$ 85.00	\$ 85.00	\$ -
Student Center Operation	\$ 9.00	\$ 9.00 <sup>1</sup>	\$ -
Transit Fee	\$ 166.00	\$ 176.00	\$ 10.00
Athletics Fee	\$ 101.00	\$ 101.00 <sup>1</sup>	\$ -
Campus Rec & Wellness	\$ 218.00	\$ 218.00 <sup>1</sup>	\$ -
Total	<u>\$ 700.00</u>	<u>\$ 715.00</u>	<u>\$ 15.00</u>

**EXHIBIT 2**

**AUBURN UNIVERSITY AT MONTGOMERY TUITION STRUCTURE  
PROPOSED FALL 2021**

[Attached]

## EXHIBIT 2

### AUBURN UNIVERSITY AT MONTGOMERY TUITION STRUCTURE PROPOSED FALL 2021

	Fall 2020		Fall 2020		Fall 2021 <i>PROPOSED</i>		Fall 2021 <i>PROPOSED</i>	
<b>Tuition and Student Services Fee</b>	<b>RESIDENT</b>		<b>NON-RESIDENT</b>		<b>RESIDENT</b>		<b>NON-RESIDENT</b>	
Credit Hour Tuition - Undergraduate	\$ 333.00		\$ 748.00		\$ 333.00		\$ 748.00	
Credit Hour Tuition - Graduate	\$ 421.00		\$ 947.00		\$ 421.00		\$ 947.00	
Administrative Service Fee	\$ 35.00		\$ 35.00		\$ 35.00		\$ 35.00	
Student Activity Fee	\$ 170.00		\$ 170.00		\$ 170.00		\$ 170.00	
Student Health Fee	\$ 25.00		\$ 25.00		\$ 25.00		\$ 25.00	
Technology Fee **	\$ 10.00		\$ 10.00		\$ 10.00		\$ 10.00	
First-Time Student Orientation Fee	\$ 125.00		\$ 125.00		\$ 125.00		\$ 125.00	
Athletic *	\$ 7.00		\$ 7.00		\$ 7.00		\$ 7.00	

#### **Non-Credit/Specialty Fees/Professional Fees**

Biology Fees **	\$ 8.00		\$ 8.00		\$ 8.00		\$ 8.00	
Clinical Laboratory Fees **	\$ 8.00		\$ 8.00		\$ 8.00		\$ 8.00	
Fine Arts Fees **	\$ 8.00		\$ 8.00		\$ 8.00		\$ 8.00	
Geographic Information Systems Fees **	\$ 8.00		\$ 8.00		\$ 8.00		\$ 8.00	
Physical Science/Chemistry Fees **	\$ 8.00		\$ 8.00		\$ 8.00		\$ 8.00	
Speech & Hearing Fees **	\$ 8.00		\$ 8.00		\$ 8.00		\$ 8.00	
Nursing Clinical Fees (per clinical hour)	\$ 200.00		\$ 200.00		\$ 200.00		\$ 200.00	
Hybrid Course Fee **	\$ 20.00		\$ 20.00		\$ 20.00		\$ 20.00	
Online Course Fee **	\$ 40.00		\$ 40.00		\$ 40.00		\$ 40.00	
University Affiliation Fee	\$ 135.00		\$ 135.00		\$ 135.00		\$ 135.00	
Graduation Fee (Undergraduate)	\$ 85.00		\$ 85.00		\$ 85.00		\$ 85.00	
Graduation Fee (Undergraduate)	\$ 98.00		\$ 98.00		\$ 98.00		\$ 98.00	
Dept. of Communication Disorders Professional Fee	\$ 200.00		\$ 200.00		\$ 200.00		\$ 200.00	
Dept. of Medical Laboratory Science Professional Fee	\$ 200.00		\$ 200.00		\$ 200.00		\$ 200.00	
School of Nursing Graduate Professional Fee	\$ 200.00		\$ 200.00		\$ 200.00		\$ 200.00	

\* First 12 hours undergraduate and 9 hours graduate

\*\* Fees are charged on a per credit hour basis



## RESOLUTION

### PROPOSED HOUSING RATES FOR AUBURN UNIVERSITY AND AUBURN UNIVERSITY AT MONTGOMERY

WHEREAS, residence halls, operated by Auburn University Housing (AUH) and Auburn University at Montgomery Housing (AUMH), are provided as a convenience and service to our undergraduate students; and

WHEREAS, the administration regularly reviews housing operations to assure that it is responsive to student needs and that it continues to be fiscally sound and self-supporting; and

WHEREAS, both AUH and AUMH need to increase a reserve for deferred maintenance, increase debt retirement commitments, meet rising operational costs due to inflation, build up reserves to assist with new construction; and

WHEREAS, both AUH and AUMH leadership have proposed a housing rate increase in response to those demands and these recommendations are endorsed by the President.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Auburn University that Jay Gogue, President, or such person as may be serving as President, be and the same is hereby authorized, with the 2021 Fall Semester, to establish student housing rates for Auburn University as shown in Attachment A and for Auburn University at Montgomery as shown in Attachment B.

**ATTACHMENT A**

**AUBURN UNIVERSITY HOUSING**  
**PROPOSED SEMESTER RENTAL RATES**  
**ACADEMIC YEAR 2021-22**

[Attached]

# ATTACHMENT A

## Auburn University Housing Proposed Semester Rental Rates Academic Year 2021-22

Area	Room Type	2020-21 Rate	Proposed 2021-22 Rate
160 Ross	Double	\$5,000	\$5,100
	Quad	\$4,780	\$4,880
Cambridge	Single	\$4,530	\$4,620
	Double	\$3,690	\$3,760
Hill	Single	\$3,910	\$3,990
	Double	\$3,120	\$3,180
Quad	Single	\$4,530	\$4,620
	Double	\$3,690	\$3,760
South Donahue	Single	\$6,040	\$6,160
	Double	\$5,930	\$6,050
	Quad	\$5,930	\$6,050
Village	Single	\$5,000	\$5,100
	Double	\$5,000	\$5,100
	Triple	\$4,780	\$4,880
	Quad	\$4,780	\$4,880
*Summer Rate: (fall rate + spring rate)/3			
**Mini-mester Rate: (summer rate)/2			

**ATTACHMENT B**

**AUBURN UNIVERSITY AT MONTGOMERY**  
**PROPOSED RESIDENCE HALL RATES**  
**ACADEMIC YEAR 2021-2022**

[Attached]

ATTACHMENT B

AUBURN UNIVERSITY AT MONTGOMERY  
PROPOSED RESIDENCE HALL RATES  
ACADEMIC YEAR 2021-2022

Building	Room Type	2020 -2021 Rate	Proposed 2021-2022 Rate
Warhawk Hall	Single	\$ 4,405	\$ 4,493
Warhawk Hall	Double	\$ 3,955	\$ 4,034
Warhawk Hall	Triple	\$ 3,515	\$ 3,585
P-40 Place	Single	\$ 2,600	\$ 2,652
P-40 Place	Quad	\$ 2,600	\$ 2,652
The Commons	Quad	\$ 3,085	\$ 3,147
The Courtyards	Double	\$ 2,290	\$ 2,336
The Courtyards	Quad	\$ 1,880	\$ 1,917
The Courtyards	Family	\$ 4,135	\$ 4,217

## **RESOLUTION AUTHORIZING THE ISSUANCE OF REVENUE BONDS OF AUBURN UNIVERSITY**

BE IT RESOLVED by the Board of Trustees (herein called the "Board") of AUBURN UNIVERSITY (herein called the "University") as follows:

**Section 1. Findings.** The Board has determined and hereby finds and declares that the following facts are true and correct:

(a) It is necessary, advisable, in the interest of the University and in the public interest that the University issue its revenue bonds to finance certain capital improvements for the Auburn main campus (the "Improvements"), all as more fully described in Section 3 below.

(b) The University will realize financial benefits in the form of favorable interest rates from the issuance of the bonds herein authorized and the use of the proceeds thereof to finance the acquisition of the Improvements.

**Section 2. Authorization of Bonds.** For the purpose of financing the cost of the Improvements, there are hereby authorized to be issued by the University up to \$30,000,000 principal amount of revenue bonds of the University. The said bonds shall be issued under the terms, conditions and provisions set out in the General Fee Revenue Trust Indenture dated as of June 1, 1985 between the University and The Bank of New York Mellon Trust Company, N.A., as successor trustee (herein called the "Trustee"), as heretofore supplemented, and as further supplemented by the Twenty-Fourth Supplemental General Fee Revenue Indenture (the "Supplemental General Fee Indenture") provided for in Section 6 of this resolution (the original General Fee Revenue Trust Indenture, as so supplemented being herein referred to as the "Indenture"). The bonds herein authorized (the "Bonds") may be issued in one or more series if and to the extent necessary and appropriate to distinguish between bonds the interest on which is excludable from gross income for purposes of federal income taxation and bonds the interest on which is taxable for purposes of federal income taxation. Further, if the Bonds are sold at a private sale, the Bonds may be issued as a single bond with multiple principal installments due at different times.

All the provisions of the Indenture, as applicable to the Bonds, are hereby adopted as a part of this resolution as if set out at length herein.

**Section 3. Bonds to be Issued as Additional Parity Bonds; Special Findings.** The Bonds shall be issued as additional parity bonds under Article VIII of the Indenture.

In accordance with the provisions of Section 8.2(b) of the Indenture, the Board hereby finds and declares as follows:

(a) the University is not now in default under the Indenture and no such default is imminent;

(b) If the Bonds are issued such that the interest thereon is excludable from gross income for purposes of federal income taxation they shall be designated "General Fee Revenue Bond, Series 2021-A". If it is necessary and appropriate to issue the Bonds as bonds the interest on which is taxable for purposes of federal income taxation, such bonds shall be designated "Taxable General Fee Revenue Bond, Series 2021-A." If the Bonds are issued such that the interest thereon is excludable from gross income for purposes of federal income taxation on a portion of the Bonds and is taxable on the other Bonds, the designations shall be similar to those set forth above with such changes to the series designations as are appropriate;

(c) the persons to whom the Bonds are to be delivered are set forth in Sections 7 and 9 hereof;

(d) all of the Bonds are to be issued by sale in accordance with Section 7 hereof;

(e) the sale price of the Bonds is set forth in Section 7 hereof;

(f) the only additional parity bonds that have previously been issued by the University under the General Fee Revenue Indenture and that are currently outstanding are the the General Fee Revenue Bonds, Series 2011-A (in part), issued under the Fifteenth Supplemental General Fee Revenue Indenture dated as of May 1, 2011; the General Fee Revenue Bonds, Series 2012 (in part), issued under the Sixteenth Supplemental General Fee Revenue Indenture dated as of March 1, 2012; the General Fee Revenue Refunding Bonds, Series 2014-A, issued under the Seventeenth Supplemental General Fee Revenue Indenture dated as of July 1, 2014; the General Fee Revenue Refunding Bonds, Series 2015-A, issued under the Eighteenth Supplemental General Fee Revenue Indenture dated as of March 1, 2015; the General Fee Revenue Refunding Bonds, Series 2015-B, issued under the Nineteenth Supplemental General Fee Revenue Indenture dated as of September 1, 2015; the General Fee Revenue Refunding Bonds, Series 2016-A, issued under the Twentieth Supplemental General Fee Revenue Indenture dated as of August 1, 2016; The General Fee Revenue Refunding Bonds, Series 2018-A, issued under the Twenty-First Supplemental General Fee Revenue Indenture dated as of June 1, 2018; the General Fee Revenue Refunding Bonds, Series 2020-A and Taxable General Fee Revenue Refunding Bonds, Series 2020-B, issued under the Twenty-Second Supplemental General Fee Revenue Indenture, dated as of March 1, 2020; and the Taxable General Fee Revenue Bonds, Series 2020-C, issued under the Twenty-Third Supplemental General Fee Revenue Indenture, dated as of July 1, 2020.

(g) the Capital Improvements (as such term is defined in the Indenture) to be financed with proceeds of the Bonds (referred to herein as the "Improvements") shall include the acquisition of buses to be part of the University's transit facilities, together with any and all infrastructure improvements, equipment,

furnishings and other real and personal property and facilities necessary or desirable in connection therewith, all to be located on the Auburn main campus.

The Trustee is hereby requested to authenticate and deliver the Bonds to the purchasers specified in Sections 7 and 9 hereof upon payment of the purchase price designated therein.

**Section 4. Source of Payment of the Bonds.** The principal of and the interest on the Bonds shall be payable from (i) the gross revenues from those general tuition fees levied against students at the Auburn, Alabama campus and the Montgomery, Alabama campus of the University that are more particularly described and referred to as "General Fees" in the Indenture; (ii) the gross revenues derived by the University from the operation of its housing and dining facilities located on the Auburn campus and on the Montgomery campus that are more particularly described and referred to as "Housing and Dining Revenues" in the Indenture; (iii) the gross revenues derived by the University from the operation of its athletics programs that are more particularly described and referred to as "Athletic Fee Revenues" in the Indenture; and (iv) the several student fees levied against students at the Auburn campus and the Montgomery campus that are more particularly described and referred to as the "Pledged Student Fees" in the Indenture. The said General Fees, the said Housing and Dining revenues, the said Athletic Fee Revenues, and the said Pledged Student Fees are collectively referred to herein and in the Indenture as the "Pledged Revenues."

Nothing contained in this resolution, in the Bonds, in the Indenture, or in the supplemental indenture hereinafter authorized shall be deemed to impose any obligations on the University to pay the principal of or the interest on the Bonds except from the Pledged Revenues. Neither the Bonds, nor the pledge or any agreement contained in the Indenture, in the said supplemental indenture or in this resolution shall be or constitute an obligation of any nature whatsoever of the State of Alabama, and neither the Bonds nor any obligation arising from the aforesaid pledge or agreements shall be payable out of any moneys appropriated to the University by the State of Alabama. The agreements, covenants or representations contained in this resolution, in the Bonds, in the Indenture, and in the said supplemental indenture do not and shall never constitute or give rise to any personal or pecuniary liability or charge against the general credit of the University, and in the event of a breach of any such agreement, covenant or representation, no personal or pecuniary liability or charge payable directly or indirectly from the general revenues of the University shall arise therefrom. Nothing contained in this section shall, however, relieve the University from the observance and performance of the several covenants and agreements on its part herein contained.

**Section 5. Bonds Payable at Par.** All remittances of principal of and interest on the Bonds to the holders thereof shall be made at par without any deduction for exchange or other costs, fees or expenses. The bank or banks at which the Bonds shall at any time be payable shall be considered by acceptance of their duties hereunder to have agreed that they will make or cause to be made remittances of principal of and interest on the Bonds, out of the moneys provided for that purpose, in bankable funds at par without any deduction for exchange or other cost, fees or expenses. The University will pay to such bank or banks all reasonable charges made and expenses incurred by them in making such remittances in bankable funds at par.



**Section 6. Authorization of Supplemental Indenture.** The Board does hereby authorize and direct the President of the University to execute and deliver, for and in the name and behalf of the University, to the Trustee, the Supplemental General Fee Revenue Indenture in substantially the form presented to the meeting at which this resolution is adopted and to be attached as Exhibit I to the minutes of said meeting (which form is hereby adopted in all respects as if set out in full in this resolution), with such changes, deletions and additions as may be approved by the President consistent with the terms of this resolution, and does hereby authorize and direct the Secretary of the Board to affix to the Supplemental General Fee Indenture the official seal of the University and to attest the same.

**Section 7. Sale of the Bonds.** Subject to the conditions, approvals and adjustments contained or described in Section 11 of this resolution, the Bonds shall be sold and awarded either (1) by means of a public sale to an underwriting group (herein called the "Underwriters") comprised of such firms as shall be approved by the Chair of the Finance Committee and the Vice President for Business and Finance/CFO of the University or (2) by private placement to a bank or other purchaser as shall be approved by the Chair of the Finance Committee and the Vice President for Business and Finance/CFO of the University. Any Bonds sold to the Underwriters shall be sold at and for a purchase price at least equal to 99% of the principal amount thereof, plus any original issue premium and less any original issue discount as may be approved under Section 11 hereof, plus accrued interest, if any, on such Bonds from their date to the date of delivery thereof. Any Bonds sold to the Underwriters shall be sold pursuant to the terms of a Bond Purchase Contract (the "Bond Purchase Contract") to be entered into between the Underwriters and the University in form and substance acceptable to the President and the Vice President for Business and Finance/CFO of the University. The Board does hereby authorize and direct the President and the Vice President for Business and Finance/CFO of the University, or either of them, subject to the approval of the Chair of the Finance Committee and the Vice President for Business and Finance/CFO of the University, to execute and deliver any Bond Purchase Contract, for and on behalf of the University, to the Underwriters, and the execution of any such Bond Purchase Contract by either of them shall conclusively evidence the approval of the form and substance of such Contract by both the President and the Vice President for Business and Finance/CFO. Any Bonds sold by private placement shall be sold at and for a purchase price approved by the Chair of the Finance Committee and the Vice President for Business and Finance/CFO of the University. The Board does hereby authorize and direct the President and the Vice President for Business and Finance/CFO of the University, or either of them, to execute and deliver, for and on behalf of the University, any documents or agreements necessary or appropriate in connection with any private sale of Bonds.

**Section 8. Authorization of Official Statement.** For any Bonds sold by public sale through Underwriters, the Board does hereby authorize and direct the Underwriters to distribute, for and in the name and on behalf of the University, a Preliminary Official Statement with respect to the Bonds in form and substance acceptable to the President and the Vice President for Business and Finance/CFO of the University. The Board does hereby further authorize and direct the President or the Vice President for Business and Finance/CFO of the University to execute and deliver, for and on behalf of the University, a final Official Statement for the Bonds, substantially in the form of the Preliminary Official Statement but with such changes, additions and completions as may be necessary or appropriate to reflect the final terms of the Bonds, and does hereby declare

that the Official Statement so executed by the President or the Vice President for Business and Finance/CFO of the University shall be the Official Statement of the University with respect to the Bonds.

**Section 9. Execution and Delivery of Bonds.** The Board does hereby authorize and direct the President of the University to execute the Bonds, in the name and behalf of the University, by causing his signature (or a facsimile thereof) to be imprinted thereon, and does hereby authorize and direct the Secretary of the Board to cause the official seal of the University (or a facsimile thereof) to be imprinted on the Bonds and to attest the same by causing his signature (or a facsimile thereof) to be imprinted thereon, all in the manner provided in the Indenture, and the President of the University is hereby authorized and directed to deliver the Bonds, subsequent to their execution as provided herein to the Trustee, and to direct the Trustee to authenticate the Bonds and to deliver them to the Underwriters or other purchaser(s), as appropriate, upon payment to the University of the purchase price therefor.

**Section 10. Application of Proceeds.** The entire proceeds derived by the University from the sale of the Bonds shall be paid to the Trustee under the Indenture. The Trustee is thereupon authorized and directed to apply and disburse such moneys for the purposes and in the order specified in the Supplemental General Fee Indenture.

**Section 11. Authorization to Approve Certain Matters.** The Board has determined that in view of the favorable interest rates currently available in the market for bonds such as the Bonds, it is in the best interest of the University to authorize the issuance of the Bonds at this meeting. The Board acknowledges, however, that as of the date of this meeting, the Bonds have not yet been sold and the documents approved by the Board in this resolution have not yet been finalized. Therefore, in order to permit the Bonds to be issued, sold and delivered promptly and efficiently without the need for a subsequent meeting of the Board and to permit the University to achieve the benefit of the favorable interest rates currently prevailing in the market, the Board does hereby jointly authorize the Chair of the Finance Committee and the Vice President for Business and Finance/CFO of the University:

(a) to approve the issuance of the Bonds pursuant to the authorization in this resolution;

(b) to approve the final principal amount of the Bonds to be issued, and the designation of the Bonds as tax-exempt or taxable (or a combination thereof); provided, the aggregate principal amount of Bonds issued under this resolution shall not exceed the principal amount authorized in Section 2 above;

(c) to approve the sale or pricing details of the Bonds, including the purchase price of the Bonds, the interest rates to be borne by the Bonds, the principal maturities thereof, the redemption and prepayment provisions thereof (if any), and any original issue discount or premium with respect to the Bonds; provided, the net interest cost of the Bonds shall not exceed 2.50% and the final maturity date of the Bonds shall be a date which is no more than 15 years following the date of issue;

(d) to approve the compensation of the Underwriters in any public sale of Bonds, such compensation not to exceed 0.30% of the principal amount of the Bonds, as well as to approve any fees and expenses charged by any bank or other purchaser of Bonds in any private sale;

(e) to approve the expenses of issuing the Bonds;

(f) to arrange for bond insurance, letters of credit, standby bond purchase agreements or other forms of credit enhancement or liquidity support for the Bonds if and to the extent deemed to be appropriate and to the benefit of the University;

(g) to take such other steps and to execute and approve such other documents as may be necessary or appropriate to cause the Bonds to be issued, sold and delivered consistent with the provisions of this resolution and the Indenture.

The final approval by the Chair of the Finance Committee and the Vice President for Business and Finance/CFO of the University of the items listed above, and any other approvals required by them under this resolution, shall be conclusively evidenced by a certificate signed by them and delivered at the time of issuance of the Bonds.

**Section 12. Reimbursement of Prior Expenditures.** The Board hereby expresses its official intent within the meaning of United States Treasury Regulation Section 1.150-2 to expend funds of the University to pay the costs of the Improvements and to reimburse the University for the costs of the same from the proceeds of the Bonds. The Board does hereby authorize the Vice President for Business and Finance/CFO of the University, in consultation with bond counsel to the University, to determine those costs of the Improvements incurred prior to the date of this resolution that are eligible to be reimbursed to the University from proceeds of the Bonds, and to determine what portion of the proceeds of the Bonds shall be applied to reimburse such costs.

**Section 13. Resolution Constitutes Contract.** The provisions of this resolution shall constitute a contract between the University and each holder of the Bonds.

**Section 14. Severability.** The various provisions of this resolution are hereby declared to be severable. If any provision hereof shall be held invalid by a court of competent jurisdiction, such invalidity shall not affect any other portion of this resolution.

**Section 15. Designation of Bond Counsel.** The Board hereby approves and confirms the retention of Balch & Bingham LLP as bond counsel to the University and as disclosure counsel for the issuance of the Bonds.

**Section 16. General Authorization.** The President of the University, the Vice President for Business and Finance/CFO of the University, the Secretary of the Board and the Chair of the Finance Committee are hereby authorized to execute such further certifications or other documents and to take such other action as any of them may deem appropriate or necessary for the

consummation of the matters covered by this resolution, to the end that the Bonds may be executed and delivered as promptly as practicable.

**Exhibit 1**

**Supplemental General Fee Indenture**

[Attached]

*Exhibit 1*

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TWENTY-FOURTH SUPPLEMENTAL GENERAL FEE INDENTURE

between

AUBURN UNIVERSITY

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

Dated as of May 1, 2021

Relating to

Auburn University

\$28,177,000

General Fee Revenue Bond, Series 2021-A

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TWENTY-FOURTH SUPPLEMENTAL GENERAL FEE INDENTURE (this "Twenty-Fourth Supplemental Indenture") between AUBURN UNIVERSITY, a public corporation and instrumentality of the State of Alabama (herein called the "University") and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a national banking association, in its capacity as successor trustee to Compass Bank and JPMorgan Chase Bank, as trustee under that certain General Fee Revenue Trust Indenture of the University dated as of June 1, 1985, as heretofore amended and supplemented (the said bank in said capacity being herein called the "Trustee"):

### **RECITALS:**

The University makes the following findings as a basis for the undertakings herein contained:

(a) The University has heretofore executed and delivered to the Trustee a General Fee Revenue Trust Indenture dated as of June 1, 1985 (the "Original General Fee Indenture"), as heretofore amended and supplemented (the Original General Fee Indenture, as heretofore supplemented and amended, and as further supplemented hereby, being herein called the "Indenture"). Under and pursuant to the Indenture, the University has heretofore issued its:

(i) General Fee Revenue Bonds, Series 1985, dated June 1, 1985 (herein called the "Series 1985 Bonds");

(ii) General Fee Revenue Bonds, Series 1986, dated February 1, 1986 (herein called the "Series 1986 Bonds");

(iii) General Fee Revenue Bonds, Series 1987, dated December 1, 1986 (herein called the "Series 1987 Bonds");

(iv) General Fee Revenue Bonds, Series 1987B, dated October 1, 1987 (herein called the "Series 1987B Bonds");

(v) General Fee Revenue Bonds, Series 1989, dated October 1, 1989 (herein called the "Series 1989 Bonds");

(vi) General Fee Revenue Bonds, Series 1991, dated June 1, 1991 (herein called the "Series 1991 Bonds");

(vii) General Fee Revenue Bonds, Series 1993, dated June 1, 1993 (herein called the "Series 1993 Bonds");

(viii) General Fee Revenue Refunding Bonds, Series 2001, dated May 1, 2001 (herein called the "Series 2001 Bonds");

(ix) General Fee Revenue Bonds, Series 2001-A dated December 1, 2001 (herein called the "Series 2001-A Bonds");



(x) General Fee Revenue Bonds, Series 2003, dated March 1, 2003 (herein called the "Series 2003 Bonds");

(xi) General Fee Revenue Bonds, Series 2004, dated August 1, 2004 (herein called the "Series 2004 Bonds");

(xii) General Fee Revenue Bonds, Series 2006-A, dated November 1, 2006 (herein called the "Series 2006-A Bonds");

(xiii) General Fee Revenue Bonds, Series 2007-A and Series 2007-B (Taxable), dated November 1, 2007 (herein called the "Series 2007 Bonds");

(xiv) General Fee Revenue Bonds, Series 2008, dated September 1, 2008 (herein called the "Series 2008 Bonds");

(xv) General Fee Revenue Refunding Bonds, Series 2009, dated December 29, 2009 (herein called the "Series 2009 Bonds");

(xvi) General Fee Revenue Bonds, Series 2011-A, dated May 1, 2011 (herein called the "Series 2011-A Bonds");

(xvii) General Fee Revenue Bonds, Series 2012-A and Series 2012-B (Taxable), dated March 27, 2012 (herein called the "Series 2012-A Bonds" and "Series 2012-B Bonds" and collectively the "Series 2012 Bonds");

(xviii) General Fee Revenue Refunding Bonds, Series 2014-A, dated July 1, 2014 (herein called the "Series 2014-A Bonds");

(xix) General Fee Revenue Refunding Bonds, Series 2015-A, dated March 18, 2015 (herein called the "Series 2015-A Bonds");

(xx) General Fee Revenue Refunding Bonds, Series 2015-B, dated September 10, 2015 (herein called the "Series 2015-B Bonds");

(xxi) General Fee Revenue Refunding Bonds, Series 2016-A, dated August 17, 2016 (herein called the "Series 2016-A Bonds");

(xxii) General Fee Revenue Bonds, Series 2018-A, dated July 10, 2018 (herein called the "Series 2018-A Bonds");

(xxiii) General Fee Revenue Refunding Bonds, Series 2020-A, dated March 18, 2020 (herein called the "Series 2020-A Bonds");

(xxiv) Taxable General Fee Revenue Refunding Bonds, Series 2020-B, dated March 18, 2020 (herein called the Series 2020-B Bonds"); and

(xxv) Taxable General Fee Revenue Bonds, Series 2020-C, dated July 29, 2020 (herein called the "Series 2020-C Bonds").

The Series 2011-A Bonds, the Series 2012-A Bonds, the Series 2012-B Bonds, the Series 2014-A Bonds, the Series 2015-A Bonds, the Series 2015-B Bonds, the Series 2016-A Bonds, the Series 2018-A Bonds, the Series 2020-A Bonds, the Series 2020-B Bonds and the Series 2020-C Bonds are the only bonds presently outstanding under the Indenture.

(b) Under the provisions of Article VIII of the Original Indenture, the University reserved the right to issue additional bonds to be secured by the Indenture on a parity, with respect to the pledges of revenues set forth in the Indenture, with all other bonds issued and outstanding under the Indenture, upon compliance with the conditions set out in said Article VIII.

(c) The University has ascertained and declared that it is necessary and desirable to acquire certain capital improvements hereinafter identified as the "2020-C Improvements." For such purposes the University has by proper corporate action of its Board of Trustees and pursuant to the provisions of the Indenture duly authorized the issuance of its General Fee Revenue Bond, Series 2021-A (the "Series 2021-A Bond"), to be secured by the Indenture on a parity with all bonds heretofore issued and now outstanding thereunder and any additional bonds that may hereafter be issued pursuant to the provisions of said Article VIII of the Original Indenture. In order to specify the details with respect to the Series 2021-A Bond, to comply with the provisions of the Indenture and to confirm unto the Trustee the pledges contained in the Indenture, this Twenty-Fourth Supplemental Indenture is being executed and delivered.

NOW, THEREFORE, THIS TWENTY-FOURTH SUPPLEMENTAL INDENTURE

WITNESSETH:

It is hereby agreed among the University, the Trustee, the holders of all bonds outstanding under the Indenture and the holders of any Additional Bonds that may be hereafter issued under the Indenture (the holders of said Bonds evidencing their consent hereto by their acceptance of said Bonds, and the parties signatory hereto evidencing their consent hereto by their execution hereof), as follows:

## ARTICLE I

### DEFINITIONS AND USE OF PHRASES

**Section 1.1 Additional Definitions.** Except as otherwise defined in this Section 1.1, all capitalized terms used herein shall have the respective meanings assigned those terms in the Original Indenture, as previously supplemented and amended.

The following words and phrases and others evidently intended as the equivalent thereof shall, in the absence of clear implication herein otherwise, be given the following respective interpretations wherever used herein:

**"Business Day"** means any day other than a Saturday, a Sunday, or a day on which the Trustee is authorized to be closed under general law or regulation applicable in the place where the Trustee performs its business with respect to the Indenture or a day on which the New York Stock Exchange is closed.

**"Closing Date"** means the date of execution, issuance and delivery of the Series 2021-A Bond.

**"Code"** means the Internal Revenue Code of 1986, as amended.

**"Determination of Taxability"** means a final, non-appealable determination by a court or by the Internal Revenue Service that interest income on the Series 2021-A Bond is included in the gross income of the holder thereof for federal income tax purposes.

**"Series 2021-A Bond"** means the Series 2021-A Bond authorized to be issued under Article II hereof.

**"2021-A Improvements"** means the acquisition of Capital Improvements at the Auburn Campus of the University including buses to be part of the University's transit facilities, together with all equipment, furnishings, infrastructure and other real and personal property and facilities necessary or desirable in connection therewith. The specific facilities to be financed from proceeds of the Series 2021-A Bonds shall be identified in the requisitions for disbursements from the Series 2021-A Improvements Fund as provided in Section 3.1 hereof.

**Section 1.2 Use of Phrases.** "Herein," "hereby," "hereunder," "hereof," hereinbefore," "hereinafter" and other equivalent words refer to this Twenty-Fourth Supplemental Indenture as an entirety and not solely to the particular portion thereof in which any such word is used. The definitions set forth in Section 1.1 hereof include both singular and plural. Whenever used herein, any pronoun shall be deemed to include both singular and plural and to cover all genders.

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## ARTICLE II

### THE SERIES 2021-A BOND

**Section 2.1 Authorization and Description of Series 2021-A Bond.** There is hereby authorized to be issued, as an Additional Bond under the provisions of Article VIII of the Original Indenture, an issue or series of bonds designated General Fee Revenue Bond, Series 2021-A, in the aggregate principal amount of \$28,177,000. The Series 2021-A Bond shall be dated as of the date of its issuance and authentication, and shall mature and become payable on June 1 in the following years and in the following principal amounts:

<u>Year of Maturity</u>	<u>Principal Installment Maturing</u>
2022	\$ 2,223,000
2023	2,259,000
2024	2,279,000
2025	2,298,000
2026	19,118,000

The principal installments of the Series 2021-A Bond shall bear interest from its date at the per annum rate of 0.860%, payable on June 1 and December 1 of each year, beginning December 1, 2021; provided, that the principal installments of the Series 2021-A Bond shall bear interest at the Taxable Rate from the date of any Determination of Taxability. Further, in the event of the occurrence of a Determination of Taxability at any time, including, without limitation, at any time following the payment in full of the Series 2021-A Bond, the University agrees to pay to the Holder (which obligation shall survive payment in full of the Series 2021-A Bond) additional interest on the Series 2021-A Bond in the amount by which (a) the interest which would have accrued on the Series 2021-A Bond at the Taxable Rate during the period beginning on the date of the Determination of Taxability and ending on the earlier to occur of the date of conversion to the Taxable Rate or the date of payment in full of the Series 2021-A Bond exceeds (b) the amount of interest which was actually paid during such period. The "Taxable Rate" shall be a per annum rate of 1.090%.

The Series 2021-A Bond shall be initially issued with principal installments of \$1,000 or any multiple thereof, pursuant to the provisions of Section 5.8 of the Original Indenture and shall be delivered by the University to the purchaser thereof. All installments of principal of and interest (and premium, if any) on the Series 2021-A Bond shall bear interest after the respective maturities of such principal and interest (and premium, if any) until paid or until moneys sufficient for payment thereof shall have been deposited for that purpose with the Trustee, whichever first occurs, at the rate of interest borne by the Series 2021-A Bond. The principal installments of the Series 2021-A Bond shall bear interest from its date, or the most recent date to which interest has been paid or duly provided for, at the rate per annum set forth in this Section. Interest shall be computed on the basis of a 360-day year with 12 months of 30 days each.

Principal installments (other than the final installment) and interest on this Bond are payable by check or draft mailed by the Trustee to the then registered holder hereof as of the record date which is the fifteenth (15<sup>th</sup>) day of the month next preceding the Interest Payment Date at the address shown on the registry books of the Trustee pertaining to the Bond.

**Section 2.2 Redemption Provisions.** The principal installments of the Series 2021-A Bond are subject to redemption prior to maturity on any Business Day, at the option of the University, as a whole or in part, (and if in part, in inverse order of maturing installments), on or after March 3, 2026, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the date of redemption.

**Section 2.3 Form of Series 2021-A Bond.** The Series 2021-A Bond and the Certificate of Registration and the Trustee's Authentication Certificate applicable thereto shall be in substantially the following forms, respectively, with such insertions, omissions and other variations as may be necessary to conform to the provisions hereof:

**THIS SERIES 2021-A BOND MAY BE TRANSFERRED ONLY TO AN "ACCREDITED INVESTOR" OR "QUALIFIED INSTITUTIONAL BUYER" AS DEFINED IN THE SECURITIES AND EXCHANGE ACT OF 1933 AND THE RULES AND REGULATIONS PROMULGATED THEREUNDER THAT DELIVERS TO THE UNIVERSITY A LETTER CERTIFYING THE SAME, AND ONLY UPON COMPLIANCE WITH APPLICABLE STATE AND FEDERAL SECURITIES LAWS AND WITH THE INDENTURE REFERRED TO HEREIN.**

UNITED STATES OF AMERICA

AUBURN UNIVERSITY  
GENERAL FEE REVENUE BOND  
SERIES 2021-A

No.	Interest Rate
R-__	0.860%

Subject to prior payment and other provisions as herein stated.

For value received, AUBURN UNIVERSITY, a public corporation and instrumentality of the State of Alabama (herein called the "University"), will pay, solely out of the revenues hereinafter referred to, to

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or registered assigns, the principal sum of TWENTY-EIGHT MILLION ONE HUNDRED SEVENTY-SEVEN THOUSAND DOLLARS (\$28,117,000) in principal installments on June 1 in the following respective years and principal amounts:

<b>Year (June 1)</b>	<b>Principal Amount Maturing</b>
2022	\$ 2,223,000
2023	2,259,000
2024	2,279,000
2025	2,298,000
2026 (Final Maturity)	19,118,000

with interest on the unpaid principal installments from the date hereof at the per annum rate of interest specified above, payable on December 1, 2021, and semiannually thereafter on each June 1 and December 1 until and at the maturity thereof; provided, that the principal installments of the Series 2021-A Bond shall bear interest at the Taxable Rate from the date of any Determination of Taxability. Further, in the event of the occurrence of a Determination of Taxability at any time, including, without limitation, at any time following the payment in full of the Bond, the University agrees to pay to the Holder (which obligation shall survive payment in full of the Bond) additional

interest on the Bond in the amount by which (a) the interest which would have accrued on the Bond at the Taxable Rate during the period beginning on the date of the Determination of Taxability and ending on the earlier to occur of the date of conversion to the Taxable Rate or the date of payment in full of the Bond exceeds (b) the amount of interest which was actually paid during such period. A "determination of taxability" shall mean a final, non-appealable determination by a court or by the Internal Revenue Service that interest income on the Bond is included in the gross income of the holder thereof for federal income tax purposes. The "Taxable Rate" shall be a per annum rate of 1.090%. The final principal installment of this Bond is payable only upon presentation and surrender of this bond at a designated corporate trust office of The Bank of New York Mellon Trust Company, N.A. in Birmingham, Alabama or its successor as trustee under the Indenture hereinafter referred to. Principal installments (other than the final installment) and interest on this Bond are payable by check or draft mailed by the Trustee to the then registered holder hereof as of the record date which is the fifteenth (15<sup>th</sup>) day of the month next preceding the Interest Payment Date at the address shown on the registry books of the Trustee pertaining to the Bond. Both the principal of and the interest (and premium, if any) on this Bond shall bear interest after their respective maturities until paid or until moneys sufficient for payment thereof have been deposited with the Trustee at the per annum rate stated above. The Indenture provides that all payments by the University or the Trustee to the person in whose name a Bond is registered shall to the extent thereof fully discharge and satisfy all liability for the same. Any transferee of this Bond takes it subject to all payments of principal and interest in fact made with respect hereto.

This bond is one of a duly authorized issue of bonds (herein called the "Bond") issuable in series without express limit as to principal amount under a General Fee Revenue Trust Indenture dated as of June 1, 1985, as previously supplemented, and as further supplemented by a Twenty-Fourth Supplemental General Fee Indenture dated as of May 1, 2021 (collectively, the "Indenture"), between the University and The Bank of New York Mellon Trust Company, N.A. (as successor trustee to Compass Bank and JP Morgan Chase Bank, herein called the "Trustee"). The principal of and the interest (and premium, if any) on the Bond are payable solely out of the gross revenues derived by the University from certain general tuition fees levied against students enrolled at the Auburn, Alabama campus or the Montgomery, Alabama campus of the University, the revenues derived by the University from the operation of its student housing and dining facilities, the revenues (including, without limitation, certain student fees) derived by the University from its intercollegiate athletic program, and the revenues derived by the University from certain additional pledged student fees (herein collectively called the "Pledged Revenues"), and shall not be payable from any other funds or revenues. The pledge of the revenues from the University's athletic program is expressly subordinate to the prior pledge thereof for the benefit of certain other outstanding indebtedness of the University. In the Indenture, the University has reserved the right to issue obligations secured by pledges of the revenues from the University's athletic program, the operation of its student housing and dining facilities, and the general tuition fees and pledged student fees derived from the University's Montgomery, Alabama campus that are prior to the pledges of such revenues for the benefit of the Bond and any other bonds issued under the Indenture, upon compliance with the terms set forth in the Indenture. Payment of the principal of and the interest (and premium, if any) on the Bond is secured, pro rata and without preference or priority of one Bond over another or of the Bonds of any one series over the Bonds of any other, by a valid pledge of the revenues out of which they are payable.

Reference is hereby made to the Indenture for a description of the nature and extent of the security afforded thereby, the rights and duties of the University and the Trustee with respect thereto, the rights of the holders of the Bond and the terms and conditions on which additional series of Bonds may be issued. The Indenture provides, inter alia, (a) that in the event of default by the University in the manner and for the time therein provided, the Trustee may declare the principal of and the interest accrued on this bond immediately due and payable, whereupon the same shall thereupon become immediately due and payable and the Trustee shall be entitled to pursue the remedies provided in the Indenture, (b) that the holder of this bond shall have no right to enforce the provisions of the Indenture except as provided therein and then only for the equal and pro rata benefit of the holders of all the Bonds, and (c) that if this bond shall not be presented for payment when due (whether by maturity or otherwise) and if funds sufficient for such payment shall have been made available to the Trustee therefor, all liability of the University to the holder of such bond and all rights of such holder against the University under such bond or under the Indenture shall cease and terminate and that the sole right of such holder shall thereafter be against the said funds so made available, which the Trustee is required to set aside and hold, subject to any applicable escheat or other similar law, for the benefit of such holder. The Indenture also provides that the University and the Trustee, with the written consent of the holders of not less than 66-2/3% in principal amount of the Bonds then outstanding under the Indenture, may at any time and from time to time amend the Indenture or any indenture supplemental thereto, provided that no such amendment shall (1) without the consent of the holder of each Bond affected, reduce the principal of, the rate of interest on, or the premium (if any) payable on redemption of, any Bond, or (2) without the consent of the holders of all the Bonds then outstanding under the Indenture, extend the maturity of any installment of principal or interest on any of the Bonds, make any change in the schedule of required sinking fund or other similar payments with respect to any series of the Bonds, create a lien or charge on the Pledged Revenues ranking prior to or (except in connection with the issuance of additional parity bonds under the Indenture) on a parity with the lien or charge thereon contained in the Indenture, effect a preference or priority of any Bond over any other Bond or reduce the aggregate principal amount of Bonds the holders of which are required to consent to any such amendment.

The series of bonds of which this is one is designated Series 2021-A and is authorized to be issued in the principal amount of \$28,177,000.

The principal installments of the Bond are subject to redemption prior to maturity on any Business Day, at the option of the University, as a whole or in part, and if in part, in inverse order of maturing installments), on or after March 3, 2026, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the date of redemption.

If less than all the outstanding principal installments of the Bond are to be redeemed, there shall be issued to the registered holder thereof, upon the surrender of such Bond to the Trustee, a new Bond of even tenor therewith except in principal installments equal to the unredeemed principal installments of the Bond so surrendered.

THE INDENTURE UNDER WHICH THE BOND IS ISSUED CONTAINS NO PROVISIONS REQUIRING PUBLICATION OF NOTICE OF REDEMPTION OF THE BOND, AND HOLDERS OF THE BONDS MUST MAINTAIN A CURRENT ADDRESS ON FILE WITH THE TRUSTEE IN ORDER TO RECEIVE NOTICE OF ANY SUCH REDEMPTION.



FROM AND AFTER THE REDEMPTION DATE (PROVIDED THE TRUSTEE HAS SUFFICIENT FUNDS ON HAND TO EFFECT SUCH REDEMPTION), INTEREST SHALL CEASE TO ACCRUE ON ANY PRINCIPAL INSTALLMENT OF THE BOND CALLED FOR REDEMPTION.

The University is a public corporation and instrumentality of the State of Alabama existing under Amendment 670 to the Constitution of Alabama of 1901 and Chapter 48 of Title 16 of the Code of Alabama of 1975 and the Bonds are authorized to be issued for purposes for which bonds are authorized to be issued under the provisions of Section 16-3-28, as amended, of said Code. The Bonds are not general obligations of the University, and the covenants and representations herein contained or contained in the Indenture do not and shall never constitute a personal or pecuniary liability or charge against the general credit of the University. The Bonds are not obligations or debts of the State of Alabama nor are the faith and credit of said state pledged for payment thereof, and neither the principal of nor interest on said bonds is payable out of any moneys provided for or appropriated to the University by the State of Alabama.

It is hereby certified that all conditions, actions and things required by the Constitution and laws of Alabama to exist, be performed and happen precedent to or in the issuance of this bond do exist, have been performed and have happened in due and legal form.

The Bond is issuable only as a single fully registered bond in principal installments of \$1,000 or any integral multiple thereof.

This bond is transferable by the registered holder hereof in person, or by duly authorized attorney, only on the registry books of the Trustee pertaining to the Bond and only upon surrender of this bond to the Trustee for cancellation, and upon any such transfer a new Bond of like tenor herewith will be issued to the transferee in exchange therefor, all as more particularly provided in the Indenture. Each holder, by receiving and accepting this bond, shall consent and agree and shall be estopped to deny that, insofar as the University and the Trustee are concerned, this bond may be transferred only in accordance with the provisions of the Indenture. Upon any transfer of the Bond not held in a book-entry only system the transferor will, upon written request of the Trustee, provide or cause to be provided to the Trustee the cost basis information requested by the Trustee necessary for the Trustee to comply with its tax reporting obligations, under Internal Revenue Code Section 6045, as amended. The Trustee shall conclusively rely on the information provided to it and shall have no responsibility to verify or ensure the accuracy of such information.

The Trustee shall not be required so to transfer or exchange this bond during the period of fifteen days next preceding any interest payment date with respect thereto; and in the event this bond (or any portion of the principal hereof) is duly called for redemption, the Trustee shall not be required so to transfer or exchange it during the period of thirty days next preceding the date fixed for such redemption.

Execution by the Trustee of its authentication certificate hereon is essential to the validity hereof and is conclusive of the due issue hereof under the Indenture.

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IN WITNESS WHEREOF, the University has caused this bond to be executed in its name and behalf with the manual or facsimile signature of its President, has caused a manual imprint or facsimile of its corporate seal to be hereunto imprinted, has caused this bond to be attested by a manual or facsimile signature of the Secretary of its Board of Trustees, and has caused this bond to be dated May 5, 2021.

**AUBURN UNIVERSITY**

By \_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary of the Board of Trustees

[S E A L]

**Form of Trustee's Authentication Certificate**

Date of Authentication and Registration:

The within bond is one of those described in the within-mentioned General Fee Revenue Trust Indenture.

THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A.,  
as Trustee

By \_\_\_\_\_  
Authorized Signatory

### Form of Assignment

For value received, the undersigned hereby sell(s), assign(s) and transfer(s) unto \_\_\_\_\_ the within bond and hereby irrevocably constitute(s) and appoint(s) \_\_\_\_\_ attorney, with full power of substitution in the premises, to transfer this bond on the books of the within-mentioned Trustee.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

NOTE: The signature on this assignment must correspond with the name of the registered owner as it appears on the face of the within Bond in every particular, without alteration, enlargement or change whatsoever.

Signature guaranteed:

\_\_\_\_\_  
(Member of Signature Medallion Program)

By \_\_\_\_\_  
(Authorized Signatory)

**Section 2.4 Execution and Delivery of the Series 2021-A Bond.** The Series 2021-A Bond shall be forthwith executed and delivered to the Trustee and shall be authenticated and delivered by the Trustee from time to time upon receipt by the Trustee of an order signed on behalf of the University by its President or Vice President for Business and Finance, requesting such authentication and delivery and designating the person to receive the same.

**Section 2.5 Application of Proceeds from Sale of Series 2021-A Bond.** The Series 2021-A Bond is being issued to provide funds to finance the 2021-A Improvements. The entire proceeds derived by the University from the sale of the Series 2021-A Bond shall be paid to the Trustee and promptly thereafter applied by the Trustee for the following purposes and in the following order:

(a) payment of \$64,000.00 into a special account to be held by the Trustee and to be applied solely to the costs of issuing the Series 2021-A Bond upon written requisition submitted by the University; provided, that pending disbursement, such proceeds may be invested by the Trustee at the written direction of the University (upon which the Trustee may conclusively rely) in Federal Securities or Eligible Certificates; and provided further, that any monies remaining in this special account six months after the Closing Date shall be transferred to the Series 2021-A Improvements Fund; and

(b) payment of the balance of the said proceeds to the University for deposit into a special account of the University (the "Series 2021-A Improvements Fund" as described in Section 3.1 hereof), to be applied to payment of the costs of the 2021-A Improvements, and, if necessary, costs of issuing the Series 2021-A Bond to the extent not provided for by the deposit in (a) above.

**Section 2.6 Special Provisions Respecting Notice of Redemption and Transfer of Series 2021-A Bond.** Any notice of redemption of the Series 2021-A Bond shall be mailed not more than sixty (60) nor less than thirty (30) days prior to the Redemption Date but otherwise in accordance with Section 6.1 of the Original Indenture; provided however, such notice may be conditioned upon the receipt by the Trustee of the Redemption Price on or prior to the Redemption Date. The provisions of Section 5.6 of the Original Indenture to the contrary notwithstanding, the Trustee shall not be required to transfer the Series 2021-A Bond called for redemption during the period of thirty (30) days next preceding the Redemption Date.

**Section 2.7 Additional Bonds.** The University and the Trustee may, at any time and from time to time, enter into one or more Supplemental Indentures without consent of the Holder of the Series 2021-A Bond, for the purpose of authorizing the issuance of Additional Bonds bearing interest at variable rates. Any such Supplemental Indenture may include, inter alia, provisions relating to the dates on which interest on such Additional Bonds is payable, the method by which the interest rate borne by such bonds is established, optional tender rights afforded to the Holders of such bonds and the method of calculating Maximum Annual Debt Service with respect to such bonds.

## ARTICLE III

### 2021-A IMPROVEMENTS FUND

**Section 3.1 Series 2021-A Improvements Fund.** There is hereby created a special fund, the full name of which shall be the "Auburn University Series 2021-A General Fee Improvements Fund" for the purpose of providing funds for the 2021-A Improvements. The President, the Vice President for Business and Finance, or other duly authorized officer of the University may designate one or more banks as the depository, custodian and disbursing agent for the Series 2021-A Improvements Fund. A portion of the proceeds of the Series 2021-A Bond shall be deposited in the Series 2021-A Improvements Fund as provided in Section 2.5(b) hereof. Funds on deposit in the Series 2021-A Improvements Fund may be paid out from time to time to pay costs of (i) the 2021-A Improvements and (ii) issuing the Series 2021-A Bond to the extent not provided for by the deposit in Section 2.5(a) hereof. The Trustee shall have no obligation or responsibility with respect to the Series 2021-A Improvements Fund except to transfer the funds described in Section 2.5(b) hereof to the University for deposit into said Fund.

**Section 3.2 Investment of Series 2021-A Improvements Fund.** Moneys on deposit in the Series 2021-A Improvements Fund may be invested in any investments permitted under the University's non-endowment cash management policy as directed in writing by the University. The investments in which moneys in the Series 2021-A Improvements Fund are invested, together with all income derived therefrom, shall become a part of the Series 2021-A Improvements Fund to the same extent as if they were moneys originally deposited therein. Any depository for the Series 2021-A Improvements Fund may at any time and from time to time upon the written direction of the University sell or otherwise convert into cash any such investments whereupon the net proceeds therefrom shall become a part of the Series 2021-A Improvements Fund.

## ARTICLE IV

### MISCELLANEOUS

**Section 4.1 Concerning the Trustee.** The Trustee accepts the trusts hereby declared and provided and agrees to perform the same upon the terms and conditions set forth in the Indenture and in this Twenty-Fourth Supplemental Indenture. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Twenty-Fourth Supplemental Indenture or the due execution thereof by the University, nor for or in respect of the recitals contained herein, all of which recitals are made solely by the University. The Trustee is directed to open such accounts within such funds as may be necessary in connection with the Series 2021-A Bond including, but not limited to, a Series 2021-A account in the Bond Fund.

**Section 4.2 Confirmation of Pledges.** The provisions of Original Indenture and the Supplemental Indentures, wherein the Pledged Revenues are pledged for payment of all Bonds issued under the Indenture, are hereby ratified and confirmed.

**Section 4.3 Construction of Twenty-Fourth Supplemental Indenture.** No provisions of this Twenty-Fourth Supplemental Indenture shall be construed to limit or restrict, either expressly or impliedly, the obligations of the University contained in the Indenture or the powers of the trustee thereunder, nor shall the provisions of this Twenty-Fourth Supplemental Indenture be construed in any manner inconsistent with the provisions of the Indenture or in any manner that would adversely affect the interest of the Holders of any Bonds.

**Section 4.4 Severability.** If any provision hereof shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

**Section 4.5 Broker Confirmations.** Broker confirmations of any investments in connection with the Series 2021-A Bond are not required to be delivered by the Trustee in any month that the Trustee renders or makes available a monthly statement.

**Section 4.6 Electronic Communications.** The Trustee shall have the right to accept and act upon directions or instructions given in connection with the Series 2021-A Bond and delivered using Electronic Means (defined below); provided, however, that the University shall provide to the Trustee an incumbency certificate listing Authorized Officers with the authority to provide such directions or instructions (each an "Authorized Officer") and containing specimen signatures of such Authorized Officers, which incumbency certificate shall be amended whenever a person is to be added or deleted from the listing. If the University elects to give the Trustee directions or instructions using Electronic Means and the Trustee in its discretion elects to act upon such directions or instructions, the Trustees' understanding of such directions or instructions shall be deemed controlling. The University understands and agrees that the Trustee cannot determine the identity of the actual sender of such directions or instructions and that the Trustee shall conclusively presume that directions or instructions that purport to have been sent by an Authorized Officer listed on the incumbency certificate provided to the Trustee have been sent by such Authorized Officer. The University shall be responsible for ensuring that only Authorized Officers transmit such directions or instructions to the Trustee and that all Authorized Officers treat applicable user and authorization codes, passwords and/or authentication keys as confidential and with extreme care. The Trustee shall not be liable for any losses, costs or expenses arising directly or indirectly from the Trustee's reliance upon and compliance with such directions or instructions notwithstanding such directions or instructions conflict or are inconsistent with a subsequent written direction or written instruction. The University agrees: (i) to assume all risks arising out of the use of Electronic Means to submit directions or instructions to the Trustee, including without limitation the risk of the Trustee acting on unauthorized directions or instructions, and the risk of interception and misuse by third parties; (ii) that it is fully informed of the protections and risks associated with the various methods of transmitting directions or instructions to the Trustee and that there may be more secure methods of transmitting directions or instructions; (iii) that the security procedures (if any) to be followed in connection with its transmission of directions or instructions provide to it a commercially reasonable degree of protection in light of its particular needs and circumstances and (iv) to notify the Trustee immediately upon learning of any compromise or unauthorized use of the security procedures. "Electronic Means" shall mean the following communications methods: e-mail, facsimile transmission, secure electronic transmission containing applicable authorization codes, passwords

and/or authentication keys, or another method or system specified by the Trustee as available for use in connection with its services hereunder.

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IN WITNESS WHEREOF, the University has caused this Twenty-Fourth Supplemental Indenture to be executed in its corporate name and behalf by its President, and has caused this Twenty-Fourth Supplemental Indenture to be attested by the Secretary of the Board, and the Trustee, to evidence its acceptance of the trusts hereby created, has caused this Twenty-Fourth Supplemental Indenture to be executed in its name and behalf by its duly authorized signatory, all in counterparts, each of which shall be deemed an original, and the University and the Trustee have caused this Twenty-Fourth Supplemental Indenture to be dated as of May 1, 2021.

**AUBURN UNIVERSITY**

By \_\_\_\_\_  
Its: President

Attest:

\_\_\_\_\_  
Secretary of the Board of Trustees

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A., as Trustee**

By \_\_\_\_\_  
Its: \_\_\_\_\_

STATE OF ALABAMA     )  
                                     :  
COUNTY OF \_\_\_\_\_ )

I, \_\_\_\_\_, a Notary Public in and for said county in said state, hereby certify that Jay Gogue, whose name as President of AUBURN UNIVERSITY, a public corporation and instrumentality of the State of Alabama, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the within instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal of office, this \_\_\_\_ day of \_\_\_\_\_, 2021.

(NOTARIAL SEAL)

\_\_\_\_\_  
Notary Public

STATE OF ALABAMA     )  
                                     :  
COUNTY OF \_\_\_\_\_ )

I, \_\_\_\_\_, a Notary Public in and for said county in said state, hereby certify that \_\_\_\_\_, whose name as \_\_\_\_\_ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a national banking association, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the within instrument, he or she, as such authorized signatory and with full authority, executed the same voluntarily for and as the act of said national banking association.

GIVEN under my hand and official seal of office, this \_\_\_\_ day of \_\_\_\_\_, 2021.

(NOTARIAL SEAL)

\_\_\_\_\_  
Notary Public

## **Executive Committee**

Chairperson McCrary indicated that the Executive Committee met earlier and discussed four action items. Chairperson McCrary moved for approval of a consent agenda. The motion was seconded by Mr. Rane, and the resolutions were approved by a voice vote.

Chairperson McCrary then recognized Dr. Nedret Billor, the Faculty Advisor to the Board of Trustees from the Auburn University campus. Chairperson McCrary thanked Dr. Billor for her “exemplary service” during the past year. Chairperson McCrary shared that Dr. Billor has done a wonderful job despite the obstacles created by the COVID-19 pandemic. Chairperson McCrary stated that Dr. Billor will be missed and that he hopes that her future is filled with immense success. Chairperson McCrary then asked Dr. Billor to give any remarks to the Board.

Dr. Billor shared that she was honored to serve in this capacity. Dr. Billor shared that she felt a real responsibility to serve represent the faculty to the Board, especially during such a difficult year. Dr. Billor thanked the Board for their support and shared that she will remember her time serving alongside them with fondness.

*President Pro Tempore* Smith then thanked Dr. Billor for her service and commitment during the past year.

The following resolutions were approved in the consent agenda:

## RESOLUTION

### POSTHUMOUS AWARDING OF THE MASTER OF SCIENCE IN HOMELAND SECURITY AND EMERGENCY MANAGEMENT TO TYLER GROGAN

WHEREAS, Mr. Tyler Grogan, a graduate student in the College of Liberal Arts and Social Sciences at Auburn University at Montgomery, passed away on January 17, 2021; and

WHEREAS, Mr. Grogan passed away before he could complete the final requirements necessary for a Master of Science in Homeland Security and Emergency Management; and

WHEREAS, the faculty in the Department of Criminal Justice; the Dean of the College of Liberal Arts and Social Sciences; the Provost; and the Chancellor recommend that the Master of Science in Homeland Security and Emergency Management be awarded posthumously; and

NOW, THEREFORE, BE IT RESOLVED by the Auburn University Board of Trustees that the degree of Master of Science in Homeland Security and Emergency Management is hereby granted posthumously to Mr. Tyler Grogan in recognition of his academic achievements as a student at Auburn University at Montgomery.

BE IT FURTHER RESOLVED that the Board hereby expresses its sympathy and condolences to the family of Mr. Tyler Grogan in this period of sadness and that a copy of this resolution be presented to them so that they will know of this action and the university's deep loss.

## RESOLUTION

### REVISIONS TO THE BYLAWS AND POLICIES & PROCEDURES OF THE BOARD OF TRUSTEES OF AUBURN UNIVERSITY

WHEREAS, the Board of Trustees of Auburn University (the “Board of Trustees”) deems it to be best for promoting the interest, mission, and vision of Auburn University that the Board of Trustees adopts and maintains consolidated, comprehensive, written Bylaws of the Board of Trustees (as modified and in effect from time-to-time, the “Bylaws”) and other written policies and procedures of the Board the of Trustees (as modified and in effect from time-to-time, the “Policies and Procedures”); and

WHEREAS, the initial Bylaws were approved and adopted by the Board of Trustees on November 4, 1983, which initial Bylaws have subsequently been reviewed and modified from time-to-time; and

WHEREAS, the Secretary to the Board of Trustees (the “Secretary”) and the General Counsel for Auburn University (“General Counsel”) have studied the current Bylaws, as existing and in effect immediately prior to giving effect to these resolutions (which current Bylaws are, for the avoidance of doubt, presently styled as the “By-laws of the Board of Trustees of Auburn University”), and have recommended that certain revisions, updates, and additions be made to the form, style, and substance of such current Bylaws; and

WHEREAS, the Secretary and General Counsel have also studied the current Policies and Procedures, as existing and in effect immediately prior to giving effect to these resolutions, and have recommended that certain revisions, updates, and additions be made to the form, style, and substance of many of the individual policies and procedures which comprise such current Policies and Procedures; and

WHEREAS, subsequent to completing their preliminary review, the Secretary and General Counsel submitted their recommendations regarding the current Bylaws and Policies and Procedures to the Bylaw and Policy Working Group of the Board of Trustees (the “Working Group”) whereupon such Working Group reviewed and assisted in the preparation of same; and

WHEREAS, the Board of Trustees has studied and reviewed the recommended revisions to the Bylaws and, following its review and consideration of the same, the Board of Trustees now desires to approve and adopt revised Bylaws in the form attached hereto as Exhibit 1 (the “Revised Bylaws”) in replacement of the current Bylaws; and

WHEREAS, the Board of Trustees has studied and reviewed the recommended revisions to the Policies and Procedures and, following its review and consideration of the same, the Board of Trustees now desires to approve and adopt revised Policies and Procedures in the form attached hereto as Exhibit 2 (the “Revised Policies and Procedures”) in replacement of the current Policies and Procedures.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of Auburn University that the existing Bylaws are hereby repealed and replaced in their entirety by the Revised Bylaws, as attached hereto as Exhibit 1, which Revised Bylaws are hereby adopted and approved in all respects by the Board of Trustees, in each case effective as of the date of these resolutions; and

BE IT FURTHER RESOLVED that the existing Policies and Procedures are hereby repealed and replaced in their entirety by the Revised Policies and Procedures, as attached hereto as Exhibit 2, which Revised Policies and Procedures are hereby adopted and approved in all respects by the Board of Trustees, in each case effective as of the date of these resolutions; and

BE IT FURTHER RESOLVED that, to the fullest extent permitted by applicable law, each member of the Board of Trustees voting in favor of the adoption of these resolutions hereby waives any and all applicable notice and timing requirements, as well as any and all other objections that may otherwise be available to be raised concerning these revisions.

**EXHIBIT 1**  
**REVISED BYLAWS**

[Attached]



**BYLAWS OF THE BOARD OF TRUSTEES OF  
AUBURN UNIVERSITY**



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## BYLAWS OF THE BOARD OF TRUSTEES OF AUBURN UNIVERSITY

### PREAMBLE

The Alabama Constitution of 1901 (as amended, the "Constitution of Alabama") declares that Auburn University shall be under the "management and control" of a Board of Trustees. Ala. Const. Art. 14, Sec. 266. The Board of Trustees of the University (the "Board of Trustees") is the University's principal governing body and final authority. The purpose of the Board of Trustees is to protect, preserve, and provide for the mission of Auburn University and Auburn Montgomery. The Board of Trustees holds the University's resources in trust and is responsible for their efficient and effective use. The Board of Trustees manages the business affairs and assets of the University including general policy and budget oversight.

In order to more effectively manage and control the University and its resources; in order to ensure the continued operation of the University in keeping with its mission of serving the State of Alabama, the region, the United States and the world; in order to provide for a definitive, orderly form of governance; in order to preserve the tradition and values that have made the University great over its many years of existence; in order for the people of Alabama to have confidence that graduates of the University know what they should and have the ability to do what they must upon graduation; and in order to preserve and advance the successful operation of Alabama's most academically excellent institution of higher learning, the Board of Trustees of the University hereby does promulgate and adopt these Bylaws.

### ARTICLE I GENERAL PROVISIONS

**Section 1.01    Incorporation of Preamble.** The preamble set forth above is hereby incorporated into and made a part of these Bylaws.

**Section 1.02    Formation.** Auburn University is a public corporation and instrumentality of the State of Alabama, created and existing by virtue of Section 266 of the Constitution of Alabama and Code of Alabama Section 16-48-1 *et seq.*

**Section 1.03    Land-Grant University.** Auburn University is a land-grant university of the State of Alabama. As a land-grant university, Auburn University is dedicated to service to the State of Alabama and the nation through instruction, research, and extension. Instruction is the academic process on campus and elsewhere between professors and students. Research is carried on continually to increase knowledge. Extension programs provide educational services and special assistance throughout the State of Alabama.

**Section 1.04    Campuses.** Auburn University consists of two primary campuses. The initial campus unit was originally chartered in 1856 and is located in Auburn, Alabama ("Auburn University"). The second campus unit, Auburn University at Montgomery ("Auburn Montgomery"), was established by the Alabama Legislature in 1967 and is located in Montgomery, Alabama. These educational units, together with certain authorized adjuncts and extensions thereof, are collectively referred to herein as the "University," for which the Board of Trustees is the governing body.

**Section 1.05 Governing Documents.** The University and its Board of Trustees shall in all respects be subject to and governed by its governing documents, which shall include: (i) Section 266 of the Alabama Constitution, (ii) Title 16, Chapter 48 of the Code of Alabama, (iii) the Auburn Creed, (iii) the Policies and Procedures of the Board of Trustees of the University, including the Mission and Values of the University as set forth therein, and (iv) these Bylaws of the Board of Trustees, in each case as the same may be amended or restated from time to time (collectively, the “Governing Documents”). The University and its constituent parts shall also be subject to such other policies and procedures as authorized or adopted from time to time by the Board of Trustees (including by means of delegated authority) in accordance with the Governing Documents. The Board of Trustees and each constituent part of the University shall conduct their respective responsibilities in all respects subject to and in accordance with the Governing Documents. Notwithstanding the foregoing or anything to the contrary in these Bylaws or elsewhere in the Policies and Procedures (as defined below), the Board of Trustees recognizes that a large public institution such as the University is subject to many state and federal laws, rules and regulations, executive orders, each as is relevant to the University. The University subscribes to the standards of our institutional accreditor and to the standards of specialized accreditors for appropriate academic programs. Accordingly, the Board of Trustees shall endeavor whenever possible to interpret these Bylaws and the other Policies and Procedures in a manner consistent with all such rules and regulations; *provided, however*, that when items conflict as written, the Board of Trustees has wide latitude to suspend these Bylaws in accordance with Section 9.02 hereof.

## ARTICLE II BOARD OF TRUSTEES

**Section 2.01 Constitutional Mandate.** Section 266(a) of the Constitution of Alabama sets forth the following constitutional mandate regarding the composition and responsibilities of the Board of Trustees:

Auburn University shall be under the management and control of a Board of Trustees. The Board of Trustees shall consist of one member from each of the congressional districts in the state as the same were constituted on the first day of January, 1961, one member from Lee County, three at-large members who shall be residents of the continental United States, two additional at-large members who shall be residents of the continental United States and who shall enhance the diversity of the Board of Trustees by reflecting the racial, gender, and economic diversity of the state, and the Governor, who shall be ex officio president of the board.

**Section 2.02 General Power.**

(a) The entire management and control over the organization, administration, activities, affairs, operations, businesses, properties and funds of the University and its constituent parts shall be completely and absolutely vested in the Board of Trustees. The Board of Trustees shall have all powers granted pursuant to Section 266 of the Constitution of Alabama and by Alabama Code Section 16-48-1 *et seq.*, and all implied powers necessary, proper or convenient for the accomplishment of the mission of the University and the responsibilities of the Board of Trustees including, without limitation, the unfettered right to request and inspect all University financial, property, academic, personnel, and other

administrative records and materials, in each case subject to such bylaws, policies and procedures as the Board of Trustees may adopt in order to fulfill its obligations, of which these Bylaws form a constituent part (collectively, the “Policies and Procedures”).

(b) The Board of Trustees shall establish the mission, vision, and objectives of the University and its constituent parts and adopt such Policies and Procedures for the governance of the University as the Board of Trustees deems expedient or necessary, in each case in accordance with the constitution and laws of the United States and the State of Alabama, in order to provide ultimate accountability to the public and the political bodies of Alabama.

(c) The Board of Trustees shall direct the University President to implement the Policies and Procedures in a manner consistent with the mission and vision of the University, evaluate the performance of the University President in accordance with Section 6.03 of these Bylaws, and oversee any internal or external evaluation of the University.

**Section 2.03    Specific Powers.** In addition to the powers and responsibilities stated elsewhere in the Policies and Procedures, a non-exhaustive list of certain specific powers and responsibilities of the Board of Trustees is set forth on Appendix A, which is incorporated into and made a part of these Bylaws. In addition, in order to fulfill its responsibilities, the Board of Trustees shall have the right, upon request, to inspect all financial, property, academic, personnel, and other administrative records and materials of the University.

**Section 2.04    Composition; Membership.** The Board of Trustees shall consist of sixteen voting members (each, a “Voting Trustee”), as follows: (a) one member from each congressional district, as these districts were constituted on January 1, 1961; (b) one member from Lee County; (c) three at-large members who shall be residents of the continental United States; (d) two additional at-large members who shall be residents of the continental United States and who shall enhance the diversity of the Board of Trustees by reflecting the racial, gender, and economic diversity of the State of Alabama; and (e) the Governor, who shall be ex officio president of the Board of Trustees with full voting power. Except for the Governor, Voting Trustees shall be appointed by an appointing committee in accordance with Section 266 of the Constitution of Alabama and shall assume office upon confirmation by the Alabama State Senate.

**Section 2.05    Vacancies.** A vacant position on the Board of Trustees by reason of death, resignation, or other cause shall be filled by an appointing committee in accordance with Section 266 of the Constitution of Alabama and upon confirmation of the Alabama State Senate. A Voting Trustee duly appointed and confirmed to fill a vacancy shall serve for the remainder of the unexpired term of office of the Voting Trustee whom he or she has replaced and the due appointment and confirmation of a successor Voting Trustee in accordance with Section 266 of the Constitution of Alabama, or the earlier of such Voting Trustee’s death, resignation or removal.

**Section 2.06    Removal.** Voting Trustees may only be removed from the Board of Trustees by operation of Section 60 of the Constitution of Alabama, which provides that “[n]o person convicted of embezzlement of the public money, bribery, perjury, or other infamous crime, shall be eligible to the legislature, or capable of holding any office of trust or profit in this state.”

**Section 2.07    Term.**

(a)     The term of a duly appointed Voting Trustee shall commence upon confirmation by the Alabama State Senate. A Voting Trustee shall hold office for a term of seven years and may serve no more than two full seven-year terms; provided, however, that appointment and service for a portion of an unexpired term shall not apply towards the two-term limit. A Voting Trustee may continue to serve until a successor is appointed and confirmed, but in no event for more than one year after completion of the term of office, subject to and in accordance with Section 266 of the Constitution of Alabama. Each member of the Board of Trustees, as constituted on December 13, 2000, may serve the remainder of his or her current term and shall be eligible, if otherwise qualified, to serve for no more than two additional seven-year terms. In no event shall the original terms of more than three Voting Trustees expire in any given year.

(b)     In the event that the term of more than three Voting Trustees would otherwise expire in the same calendar year, the Voting Trustee who was first confirmed to a term expiring in such calendar year shall have his or her term extended to the same month and day in the first subsequent year in which there are less than three other Voting Trustees whose terms expire in such year; thereafter, if there are still more than three Voting Trustees whose terms are to expire during such calendar year, the terms of such Voting Trustees shall be extended, in order of original confirmation to the term, to expire on the same month and day of the next subsequent year or years in which there are less than three Voting Trustees with terms expiring that year. For purposes of this Section, if two or more Voting Trustees were confirmed on the same date, then the order of expiration of the terms of those Voting Trustees shall be determined alphabetically by last name.

**Section 2.08    Certain Limitations.** No member of the Board of Trustees may receive any pay or emolument other than reimbursement for actual expenses incurred in the discharge of his or her duties as a member of the Board of Trustees by certificate of the President or President Pro Tempore of the Board of Trustees, countersigned by the Secretary, in each case in accordance with Code of Alabama Section 16-48-9. No employee of the University is eligible to serve as a member of the Board of Trustees.

**Section 2.09    Advisory Members.** The persons holding the following positions shall serve as non-voting advisory members of the Board of Trustees: (a) the president of the Student Government Association at the Auburn, Alabama campus; (b) the president of the Student Government Association at Auburn Montgomery; (c) the immediate past chair of the University Senate; and (d) the immediate past president of the Auburn Montgomery Faculty Council. In each case, such person shall be replaced as a non-voting advisory member of the Board of Trustees by the subsequent holder of the respective position.

**Section 2.10    Emeriti Trustees.** The honorary status of Emeritus or Emerita Trustee shall be conferred automatically to former Voting Trustees upon expiration of his or her final term of service on the Board of Trustees, excluding any person removed from office in accordance with these Bylaws and applicable law. Members emeriti may attend meetings in a non-voting ex officio capacity at their expense in appreciation for their service to the University, providing them an opportunity to receive information on the state of the University and to remain engaged in promoting the welfare of the University.

**Section 2.11    Repeal of Age Limitations.** The Board of Trustees acknowledges the repeal of maximum age restrictions for service as a member of the Board of the Trustees pursuant to Amendment 925 of the Constitution of Alabama.

**ARTICLE III**  
**OFFICERS OF THE BOARD OF TRUSTEES**

**Section 3.01    President.** The Governor of Alabama serves ex officio as President of the Board of Trustees. The duties and responsibilities of the President of the Board of Trustees include: (a) to report and be responsible to the Board of Trustees; (b) to preside over meetings of the Board of Trustees; and (c) to call special meetings of the Board of Trustees in accordance with Alabama law.

**Section 3.02    President Pro Tempore.**

(a) At each annual meeting, the Board of Trustees, by majority vote, shall elect a Voting Trustee to the office of President Pro Tempore of the Board of Trustees. The President Pro Tempore shall hold such office until his or her successor is elected and qualified at the next annual meeting or his or her earlier death, resignation or removal. No member of the Board of Trustees may be elected to the office of President Pro Tempore for more than two complete consecutive terms.

(b) Vacancies in the office of President Pro Tempore shall be filled by majority vote of the Board of Trustees at the first meeting held after the office becomes vacant. Any such partial term of office of a President Pro Tempore shall not count as a term for purposes of the limitation set forth in Section 3.02(a) of these Bylaws.

(c) The duties and responsibilities of the President Pro Tempore of the Board of Trustees include: (i) to perform the duties of the President of the Board of Trustees in his or her absence; (ii) to report to and be responsible to the Board of Trustees; (iii) to appoint members to the Executive Committee of the Board of Trustees; (iv) to establish special committees of the Board of Trustees and appoint members thereof; (v) to designate the chairperson and vice-chairperson of all committees of the Board of Trustees; (vi) to appoint Lead Trustees to serve as liaisons with certain operational areas of the University; and (vii) to perform such other duties as assigned by the Board of Trustees.

**Section 3.03    Vice President Pro Tempore.**

(a) A Voting Trustee may be elected to the office of Vice President Pro Tempore, by majority vote of the Board of Trustees, at any annual meeting in which a sitting President Pro Tempore is elected to serve a second complete consecutive term as President Pro Tempore. A Vice President Pro Tempore shall hold such office until the next annual meeting or his or her earlier death, resignation or removal.

(b) In the absence of the President of the Board of Trustees and the President Pro Tempore, the Vice President Pro Tempore shall serve temporarily as President Pro Tempore. If there is no Vice President Pro Tempore in office, the senior member of the Board of Trustees shall serve temporarily as President Pro Tempore.

(c) Vacancies in the office of Vice President Pro Tempore shall be filled by majority vote of the Board of Trustees at the first meeting held after the office becomes vacant. The Vice President Pro Tempore may or may not be nominated to succeed the President Pro Tempore when a vacancy occurs.

**Section 3.04    Secretary.** The Board of Trustees shall appoint and compensate a Secretary to the Board of Trustees, who must not be a Voting Trustee. The Secretary shall attend all meetings of the Board of Trustees and its members; shall record all votes and the minutes of such meetings; and shall perform

like duties for committees of the Board of Trustees when required. The Secretary may designate a Deputy Secretary to temporarily fulfill such duties in the event of the Secretary's absence or inability to attend any such meetings. The Secretary shall cause notice to be given of regular and special meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or the President Pro Tempore.

**Section 3.05    Other Advisors.** The Board of Trustees may engage such accountants, lawyers, and other staff, advisors and assistants, as determined in the discretion of the Board of Trustees, each of whom shall serve at the pleasure of the Board of Trustees and who shall perform such duties as are assigned by the Board of Trustees or the President Pro Tempore.

#### **ARTICLE IV COMMITTEES OF THE BOARD OF TRUSTEES**

**Section 4.01    Standing Committees.** The Board of Trustees shall have the following standing committees:

- Academic Affairs Committee
- Agriculture and Natural Resources Committee
- Auburn University at Montgomery Committee
- Audit and Compliance Committee
- Committee on Institutional Advancement
- Executive Committee
- Finance Committee
- Governmental Affairs Committee
- Property and Facilities Committee
- Research and Technology Committee
- Student Affairs Committee

**Section 4.02    Composition of Standing Committees.** Each member of the Board of Trustees shall serve as a member of each standing committee of the Board of Trustees, with the exception of the Executive Committee, which shall be composed of at least three members of the Board of Trustees. More than half of the members of a standing committee shall be present to review issues assigned to a standing committee. Each year, after the annual meeting of the Board of Trustees, the President Pro Tempore of the Board of Trustees shall appoint (a) the chair of all standing committees, (b) the members of the Executive Committee, (c) all Lead Trustees, and (d) the members of any special committee of the Board of Trustees, who shall serve until their successors are appointed and qualified or, in the case of a special committee, until the duties of the special committee shall end.

**Section 4.03    Special Committees.** The Board of Trustees may establish from time to time such special committees, with such duties and powers, as the Board of Trustees deems advisable.

**Section 4.04    Committee Operations.**

(a) Each standing committee and special committee of the Board of Trustees may develop a charter detailing the responsibilities and, if applicable, powers of such committee, in each case consistent with the delegation of authority to such committee; provided, however, that each such charter shall be submitted to the full Board of Trustees for review and approval by the Voting Trustees prior to becoming effective.



(b) Subject to these Bylaws and applicable law, and unless the Board of Trustees provides otherwise, each committee may establish and alter its rules and procedures for the conduct of business of such committee. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board of Trustees.

(c) All members of the Board of Trustees are entitled to attend any committee meetings. Each standing committee and special committee will provide public notice if required by law of scheduled meetings and will work with the Secretary to prepare and maintain minutes of its meetings except for meetings of the Executive Committee or of the full Board of Trustees, or any subset thereof, in executive session.

**Section 4.05 Lead Trustees.** In certain designated areas of administration and operations of the University, the President Pro Tempore of the Board of Trustees shall have the authority to appoint lead Trustees (each, a “Lead Trustee”) to serve as liaisons with faculty and administrative counterparts within certain designated administrative and operational areas of the University, in accordance with the Board of Trustees’ *Policy on Trustee Communications with Administration*. All members of the Board of Trustees are permitted to communicate freely with all other members of the Board of Trustees in their respective capacities as Voting Trustees and/or Lead Trustees. The administrative and operational areas of the University to which a Lead Trustee may be designated shall include, without limitation, Alumni, Legal Affairs, and Athletics. Each Lead Trustee shall serve until his or her successor is duly appointed.

(a) Alumni. The Lead Trustee for alumni affairs shall serve as the Board of Trustees’ liaison to the Auburn Alumni Association.

(b) Athletics. The Lead Trustee for athletics shall serve as the Board of Trustees’ liaison to the Athletics Department, serve as the Board of Trustees’ representative on the Tigers Unlimited Foundation Board, and act as a Board of Trustees designee to monitor and, along with the chair of the Executive Committee, approve compensation packages and employment contracts for employees of the Athletics Department.

(c) Legal Affairs. The Lead Trustee for legal affairs shall serve as the Board of Trustees’ liaison to the Office of General Counsel.

**Section 4.06 Certain Responsibilities of Standing Committees.** A general overview of the responsibilities of the standing committees of the Board of Trustees is set forth in this Section 4.06.

(a) Executive Committee.

(i) During intervals between meetings of the Board of Trustees, and subject to such limitations as may be required by law or specifically imposed by the Board of Trustees and the Policies and Procedures, the Executive Committee may make recommendations to the President of the University (the “University President”) and to the Board of Trustees in all areas of University affairs as it may deem appropriate. The Executive Committee may provide recommendations for action by the Board of Trustees on matters of policy relating to laws and regulations governing duties and powers of the Board of Trustees. The Executive Committee may review matters of University legal involvement and oversee the evaluation and make recommendations concerning the compensation package of the University President. The Executive Committee may also consider and provide recommendations to the Board of Trustees on policies related to the total compensation of University employees, balancing good stewardship of

institutional resources with promotion of a quality work force by providing competitive compensation packages and programs. Recommendations on commemorative activities of the University, including naming of buildings and awarding of honorary degrees, may be the responsibility of the Executive Committee, as well as other matters referred to the Executive Committee by the Board of Trustees or the University President.

(ii) Subject to any limitations on the power and authority of the Executive Committee established by the Board of Trustees or applicable law, should it be necessary, the Executive Committee shall have and may exercise all the powers and authority of the Board of Trustees in the transaction of the business of the University between meetings of the Board of Trustees except with respect to: (A) the sale of University-owned real estate; (B) the dismissal or appointment of the University President; (C) approval of the basic academic program of the University; and (D) adoption of, or amendments to, the Policies and Procedures, including these Bylaws.

(iii) A review of any actions of the Executive Committee shall be a regular order of business at each meeting of the Board of Trustees, and such actions shall be subject to revision and alteration by the Board of Trustees, provided that no rights of third parties shall be affected by any such revision or alteration.

(b) Academic Affairs Committee. The Academic Affairs Committee may consider and provide recommendations to the Board of Trustees on policies relating to the academic freedom, appointment, tenure and promotion of faculty, and the overall academic program, including long range plan development, review of existing academic programs, approval of new academic programs, the monitoring of academic quality and mission-based financial stewardship of such programs, missions statements and statements of role and scope, and other matters related to the orderly development of the University. The Board of Trustees, upon recommendation from the Academic Affairs Committee and working through and in conjunction with the University's Office of the President, shall have final authority with respect to the recruitment, appointment, promotion and dismissal of academic personnel, professional improvement leaves, the library, and other matters of an academic nature, including granting of earned degrees, learning communities, scholarships, admission standards and enrollment management. The Academic Affairs Committee shall ensure that all academic programs are operated in accordance with the Governing Documents of the University and that the University's academic programs achieve educational outcomes which prepare students in such areas as informed citizenship, effectiveness in the workforce and lifelong learning and assess and make recommendations concerning the current and ideal allocation of resources to those programs. The Academic Affairs Committee should regularly review academic appointments across the University to ensure that the University's faculty possesses adequate variance in expertise, background, culture, and academic discipline so as to maintain a diverse environment that fosters academic freedom. The Provost will report to the Board of Trustees, on a regular basis, regarding all academic-related requirements in these Bylaws and the other Policies and Procedures.

(c) Audit and Compliance Committee. The Audit and Compliance Committee may consider policies and take other actions as set forth in the Audit and Compliance Policy concerning oversight in areas of financial controls and reporting and administration of the Code of Ethics and Compliance.

(d) Finance Committee. The Finance Committee may have as its responsibility oversight of fiscal policies of the University. Specifically, the Finance Committee may consider and provide

recommendations to the Board of Trustees on annual operating budgets as developed by the University President, and general guidelines for proposing legislative budget requests.

(e) Property and Facilities Committee.

(i) The Property and Facilities Committee may consider and provide recommendations to the Board of Trustees for actions and policies related to management of the properties of the University, construction and renovation of facilities, consideration of the University President's recommendations for project architects and engineers, and other matters concerning the properties of the University. It may consider the recommendations of the University President for capital expenditures and building priorities and make recommendations to the Board of Trustees.

(ii) Upon designation of a capital project as an expedited project by the Board of Trustees, the Property and Facilities Committee shall have the authority to take all action, other than approval of the budget and site, otherwise designated by these Bylaws or a policy of the Board of Trustees as requiring approval of the Board of Trustees.

(iii) A review of any actions of the Property and Facilities Committee shall be a regular order of business at each meeting of the Board of Trustees, and such actions shall be subject to revision and alteration by the Board of Trustees, provided that no rights of third parties shall be affected by any such revision or alteration.

(f) Agriculture and Natural Resources Committee. The Agriculture and Natural Resources Committee may consider and provide recommendations to the Board of Trustees for action policies related to programs of agriculture, operation of the agriculture experiment stations, cooperative extension system and agricultural lands.

(g) Auburn University at Montgomery Committee. The Auburn University at Montgomery Committee may consider and provide recommendations to the Board of Trustees or the appropriate committees of the Board of Trustees for policies related to Auburn Montgomery.

(h) Student Affairs Committee. The Student Affairs Committee may review, for alignment with the University's mission and its students' needs, the totality of programs serving students of the University including, without limitation, promotion of a diverse student body, counseling, remedial programs, career and life-planning, and co-curricular activities. In addition, the Committee may: (i) assess the current and ideal allocation of resources to those programs; (ii) set standards for and keep track of student satisfaction and retention; (iii) reflect and make recommendations to meet projected changes and developments in students' needs over the next years; (iv) keep current on student support programs in higher education; and (v) determine and review data required from the administration, compare it over time, and assess it in the light of data from other institutions. The presidents of the Student Government Associations of the Auburn, Alabama and Auburn Montgomery campuses shall serve as non-voting members of the Student Affairs Committee.

(i) The Committee on Institutional Advancement. The Committee on Institutional Advancement may consider and provide recommendations to the Board of Trustees on policies related to informational and promotional programs, fund raising efforts, and relations with and activities of other affiliated or support organizations.

(j) Research and Technology Committee. The Research and Technology Committee may consider and provide recommendations to the Board of Trustees on policies related to the support of research activities and use of technology.

(k) Governmental Affairs Committee. The Governmental Affairs Committee may consider and provide recommendations to the Board of Trustees on issues related to local, state, and federal governmental relations.

**Section 4.07 Faculty Appointments to Committees.** Annually, faculty members, or with respect to the Committee on Institutional Advancement, members from affiliated or support organizations, shall be appointed as non-voting advisory member(s) of most standing committees. Prior to each annual meeting of the Board of Trustees, the University Senate at the Auburn, Alabama campus and Faculty Council at Auburn Montgomery shall submit a list of the names of three members of the faculty of its campus to the University President and Chancellor, respectively, as recommendations for such appointments. The University President or Chancellor, as applicable, in consultation with the Dean(s) or Chancellor of the applicable college or campus, as the case may be, shall select a qualifying name from such list for each appointment as a non-voting advisory member or, if no name is selected or provided, request the University Senate or Faculty Council to forward additional names until a member is selected. The recommendations will then be forwarded to the President Pro Tempore of the Board of Trustees so that the appointments can be made at each annual meeting. Members from affiliated or support organizations shall be recommended by the University President. With respect to the following committees, such appointments to be made by the President Pro Tempore shall be as follows:

- (a) Academic Affairs Committee: the chair of the University Senate.
- (b) Finance Committee: one faculty member from the Auburn College of Business and one faculty member from the Auburn Montgomery School of Business.
- (c) Property and Facilities Committee: one faculty member from the College of Engineering or College of Architecture, Design and Construction.
- (d) Agriculture and Natural Resources Committee: one faculty member from the College of Agriculture.
- (e) Auburn University at Montgomery Committee: one faculty member from Auburn Montgomery.
- (f) Student Affairs Committee: one member of the University faculty.
- (g) The Committee on Institutional Advancement: one or more faculty members from the Auburn, Alabama campus or the Auburn Montgomery campus, and one or more members from affiliated or support organizations.

## ARTICLE V MEETINGS OF THE BOARD OF TRUSTEES

**Section 5.01 Regular Meetings.** The Board of Trustees shall hold one regular meeting during each quarter of the calendar year, in accordance with a schedule determined by the Board of Trustees at

its annual meeting. Other meetings may be called and held as provided by law. Public notice of scheduled meetings will be given as required by law.

**Section 5.02 Annual Meeting.** The regular annual meeting of the Board of Trustees shall be held at the Auburn, Alabama campus in June of each year, unless the Board of Trustees, in regular session, determines to hold its annual meeting at some other time and place. The annual meeting shall constitute a regular meeting of the Board of Trustees.

**Section 5.03 Special Meetings.** Special meetings may be called by the Governor on at least ten days' written notice to each Voting Trustee. The Governor shall call a special meeting of the Board of Trustees, upon the written application of any three Voting Trustees, in the manner provided by Alabama law.

**Section 5.04 Waiver of Notice.** Unless otherwise required by applicable law, any notice requirements with respect to any meeting of the Board of Trustees may be waived (a) in a writing or writings signed by at least nine Voting Trustees, or (b) in a resolution waiving notice of such meeting passed by the affirmative vote of at least nine Voting Trustees present at such meeting. Attendance by a member of the Board of Trustees at any meeting other than for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, shall constitute waiver of notice of such meeting by such member.

**Section 5.05 Recessed Meeting.** The Board of Trustees may recess at any regular or special meeting from one date to another established by approved schedule or at the call of the President Pro Tempore, and at the continuation of such recessed meeting, the Board of Trustees may transact any business relating to the affairs of the University.

**Section 5.06 Agenda.** The University President, in consultation with the President Pro Tempore and Secretary of the Board of Trustees, will cause an agenda for each meeting of the Board of Trustees and any committee thereof to be prepared and transmitted to Board of Trustees at least seven days in advance of such meeting. This requirement does not preclude consideration of matters proposed by the University President or members of the Board of Trustees that could not reasonably have been included in the agenda. Subject to approval by the vote of a majority of those Voting Trustees present at the meeting, the Board of Trustees (or any committee thereof) may consider any other item of business. Matters concerning proposed additions, deletions, or changes to student, faculty, and employee policies and procedures will only be considered at the Board of Trustees' annual June meeting unless determined otherwise in the Board of Trustees' sole discretion.

**Section 5.07 Quorum.** Unless a greater number is required by these Bylaws or applicable law, presence of one more than half of the Voting Trustees shall constitute a quorum, but a smaller number may adjourn or recess from day to day until a quorum is present.

**Section 5.08 Actions by the Board of Trustees.** Except as otherwise required by these Bylaws, other Policies and Procedures, or applicable law, the vote of a majority of Voting Trustees present at a meeting at which there is a quorum shall be the act of the Board of Trustees.

**Section 5.09 No Proxy Voting.** Voting Trustees shall not be permitted to vote by proxy. A member of the Board of Trustees who will not be present at a meeting may submit an opinion on any item

on the agenda, in writing to the President Pro Tempore and Secretary of the Board of Trustees prior to such meeting, for reading into and inclusion in the minutes for such meeting.

**Section 5.10 Remote Participation.** Members of the Board of Trustees (or any committee thereof) may participate in, and be deemed present in person at, any meeting of the Board of Trustees (or committee thereof) by telephone conference, video conference or other similar communications equipment, in each case subject to and in accordance with applicable law.

## ARTICLE VI OFFICERS OF THE UNIVERSITY

**Section 6.01 General Provisions.** The officers of the University shall be the following: University President, Provost of Auburn University, the Chancellor of Auburn University at Montgomery, Vice Presidents of Auburn University, the Director of Intercollegiate Athletics at Auburn University, the General Counsel, and the Chief Financial Officer of the University ("University Officers").

### **Section 6.02 President of the University.**

(a) The administration of the University under the authority of the Board of Trustees is unified in the Office of the President. The University President shall be the chief executive officer of the University and shall be responsible and accountable for the University's educational, administrative and fiscal programs and services, intercollegiate athletics program and fund-raising activities, except those which by law or these Bylaws are made the responsibility of other persons, but in all cases subject to the authority and oversight of the Board of Trustees. The University President shall have the power, in the name of the University, to make and execute, or authorize the making and execution of, all contracts and written instruments made in the ordinary course of the operations of the University, except those which must be specifically approved and authorized by the Board of Trustees.

(b) All officers, officials, staff, faculty and other employees of the University, except those provided for in Section 3.04 and Section 3.05, shall be under the authority and supervision of the University President, who shall exercise overall direction in implementing the policies of the Board of Trustees.

(c) The University President shall be an ex officio non-voting member of all Board of Trustees committees.

(d) Subject to the Policies and Procedures, including these Bylaws, the University President shall appoint all officers, officials, staff, faculty and other employees of the University.

(e) In the case of an extended absence of the University President, the duties of that office shall be assigned to an individual designated by the University President and approved by the Board of Trustees. In the case of disability of the University President or in the absence of a designee of the University President, the Board of Trustees shall identify and designate an interim University President. A member of the Board of Trustees may not be appointed to serve as interim University President.

**Section 6.03    Presidential Evaluation and Compensation.**

(a) The University President shall be evaluated at the annual meeting of the Board of Trustees, according to written objectives, specific and general, developed by the University President, discussed with the President Pro Tempore, and presented to and approved by the Board of Trustees before the outset of each academic year. The University President shall report on these objectives at each regular meeting of the Board of Trustees.

(b) The President Pro Tempore and the chair of the Executive Committee shall review the University President's compensation package based on an annual evaluation of the University President.

**Section 6.04    Other Non-Faculty Officials.**

(a) The University President shall appoint all other University Officers, in each case subject to and in accordance with all applicable Policies and Procedures (including, without limitation, Policy B-1 of the Policies and Procedures entitled "Selection of University Officers and Other Principal Officials of the University Policy"). Such University Officers shall exercise such powers and perform such duties as may be assigned to them under the supervision of the University President. In addition, the General Counsel of the University shall also separately report directly to the Board of Trustees. All University Officers and senior administrators and officials of the University who report to the University President shall be evaluated annually by the University President.

(b) The directors of the Agricultural Experiment Station and Cooperative Extension System shall also be appointed by the University President, upon prior approval of the Board of Trustees.

(c) All other non-faculty Principal Officials of the University, as defined in the Policies and Procedures, shall be appointed by the University President, upon prior approval of the Board of Trustees or its designee.

**ARTICLE VII  
POLICIES AND PROCEDURES OF THE BOARD OF TRUSTEES**

**Section 7.01    General Provisions.**

(a) The Policies and Procedures of the Board of Trustees shall be approved, amended, modified, supplemented, restated, replaced or repealed by the vote of a majority of those Voting Trustees present at any regular or special meeting of the Board of Trustees at which a quorum is present.

(b) A provision of the Policies and Procedures of the Board of Trustees may be waived by majority vote of those Voting Trustees present at any regular or special meeting of the Board of Trustees at which there is a quorum. Any such waiver may be limited to a specified time period or circumstance or may be indefinite as to time and scope until terminated by Board of Trustees action.



## ARTICLE VIII CODE OF ETHICS

### Section 8.01 General Provisions.

(a) Each member of the Board of Trustees shall, when making decisions in his or her capacity as a member of the Board of Trustees, exercise independent judgment so that no minority cohort of the Board of Trustees or organization or interest separate from the Board of Trustees, controls the decisions of the Board of Trustees and, accordingly, so that the sole concern of each person carrying out its responsibilities as a member of the Board of Trustees is to benefit the University, accomplish the University's mission, and to protect the University from undue influence by external persons or bodies.

(b) A member of the Board of Trustees shall not use his or her position on the Board of Trustees to profit financially from service on the Board of Trustees, except for reimbursement of normal and customary expenses incurred in connection with service as a member of the Board of Trustees.

(c) In order to avoid any real, potential or perceived conflict of interest involving the position of being a member of the Board of Trustees and any business or economic interest of said member of the Board of Trustees, each member of the Board of Trustees shall fully and publicly disclose said interest and will not participate in the discussion, debate, or voting upon said matter. Said disclosure shall be duly noted in the minutes of the meeting of the Board of Trustees or committee, if appropriate. The Board of Trustees, or a duly charged committee thereof, has the responsibility for administering the disclosures required in this Code of Ethics.

(d) Except as required by law, no member of the Board of Trustees shall disclose to third parties any confidential information regarding current or planned decisions or actions by the Board of Trustees or in respect of the activities and affairs of the University.

(e) Upon appointment to the Board of Trustees and thereafter at each annual meeting, each member of the Board of Trustees shall affirm, on a form and in a manner set forth by the Board of Trustees (or a committee thereof), that he or she has reviewed this Code of Ethics and has, and will continue to, comply with its requirements.

## ARTICLE IX AMENDMENT OR REPEAL OF BYLAWS

### Section 9.01 General Provisions.

(a) Upon approval by the affirmative vote of at least nine Voting Trustees, these Bylaws shall become effective at the conclusion of the Board of Trustees' meeting in April 2021, and shall replace and repeal in all respects the Bylaws of the University in effect immediately prior to such approval.

(b) New Bylaws may be adopted, and Bylaws may be amended or repealed, at any meeting of the Board of Trustees by the affirmative vote of nine Voting Trustees, but no action shall be taken unless (i) notice of such proposed adoption, amendment, or repeal shall have been given at a previous meeting of the Board of Trustees or (ii) written notice of the proposed change shall have been delivered to each Voting Trustee at least thirty (30) days in advance of the final vote upon such change; *provided, however,*



such notice requirement may be waived at any time by the affirmative vote of at least nine Voting Trustees.

**Section 9.02    Suspension of Bylaws.** These Bylaws, or any portion hereof, may be suspended at any meeting upon the affirmative vote of at least nine Voting Trustees and not otherwise.

**Section 9.03    Repealing Clause.** All rules, orders, regulations, resolutions and bylaws heretofore adopted by the Board of Trustees, which are in conflict with these Bylaws, are hereby repealed but such repeal shall not affect actions heretofore taken pursuant to such rules, orders, regulations, resolutions and bylaws.

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## HISTORY:

APPROVED: November 4, 1983AMENDED: June 2, 1986AMENDED: December 17, 1991REVISED: June 1, 1992REVISED: November 6, 1998REVISED: June 4, 2001REVISED: July 23, 2001REVISED: November 16, 2001REVISED: June 3, 2002REVISED: November 15, 2002REVISED: June 11, 2004REVISED: November 10, 2006REVISED: April 25, 2008REVISED: June 19, 2009REVISED: June 18, 2010REVISED: February 9, 2018AMENDED AND RESTATED: April 16, 2021

## APPENDIX A

### SPECIFIC RESPONSIBILITIES AND POWERS

In order to fulfill its constitutional obligations and for accomplishment of the mission of the University, the Board of Trustees shall have broad powers and responsibilities including those set forth in the following non-exhaustive list and such other powers as the Board of Trustees may deem best for promoting the interest of the University. Notwithstanding anything to the contrary herein, in the event that any of the Policies and Procedures conflict with this Appendix A, the provisions of the Policies and Procedures shall govern.

1. Monitor compliance with applicable laws, rules, policies, and regulations and stay apprised of material updates or changes to the same.
2. Elect and appoint officers of the Board of Trustees and the University Officers in accordance with the Policies and Procedures of the University.
3. Exercise full authority and control over all University funds, whether appropriated from state revenues or institutional revenues, and take all actions necessary and appropriate to ensure the financial stability and solvency of the University.
4. Exercise oversight of the intercollegiate athletics programs of the University, including proposed actions reasonably anticipated to have a long-term impact on the operations, finances, reputation, and standing of the University or any of its intercollegiate athletic programs.
5. Monitor non-academic programs, including programs related to diversity, for compliance with applicable federal and state laws, rules, and regulations.
6. Periodically evaluate the administrative operations and academic programs of the University and its constituent parts in accordance with the Policies and Procedures in order to promote the fulfillment of the mission and vision of the University in an efficient and effective manner.
7. Approve and monitor, or delegate specific authority for the approval and/or monitoring of, educational opportunities to be offered by the University, including but not limited to new academic or degree programs, new academic departments and units, and major modifications in existing programs and units that would be expected to have a material financial impact.
8. Approve the creation of named and endowed academic chairs and professorships.
9. Obtain and regularly review accurate information about the academic operations of the University, including but not limited to course delivery methodology, curriculum, faculty qualifications, scholarships, admission standards, organizational structures related to academic departments, institutes and programs, enrollment management, retention rates, graduation rates, and post-graduation placement.
10. Approve the naming, renaming, removal of names, and contextualization of buildings and other structures (and major portions thereof), streets, geographic areas, as well as academic, research, and service programs, in each case subject to any applicable Policies and Procedures.

11. Approve the conferral of degrees, certificates, and other recognized educational credentials by the University President in any bachelor's, master's, or doctoral program, or in any other credential-awarding program, that has been approved by the Board of Trustees, upon certification by the appropriate University offices that a student has satisfied all degree requirements and all obligations to the University.

12. Approve the awarding of posthumous degrees in accordance with the applicable Policies and Procedures.

13. Approve the conferral of honorary degrees to individuals who have distinguished themselves by providing extraordinary service to the University, the State of Alabama, the United States, or the world in accordance with applicable Policies and Procedures and any other applicable policies.

14. Approve the revocation of degrees, certificates, and other recognized educational credentials by the University President awarded in error or if degree revocation is imposed as a penalty pursuant to any of the Policies and Procedures or otherwise in the judgment of the University President and the Board of Trustees.

15. Approve general admission and graduation requirements for the University, and student tuition and fees, including but not limited to items such as undergraduate and graduate / professional tuition rates, specifically-charged school or college fees, student service and mandatory dining fees, general fees, laboratory fees, computer use fees, general property deposits, housing rates, and parking fees.

16. Approve policies and proposals regarding waivers or discounts of student tuition or fees.

17. Approve rules and policies regarding the residency of students for purposes of determining the applicability of resident and non-resident charges for tuition and fees, in each case in accordance with applicable law.

18. Approve the annual operating budget and proposed capital and maintenance budgets for the University, and any changes thereto.

19. Approve University retirement benefits in accordance with applicable law and University policies.

20. Approve emeritus status for former members of the Board of Trustees and retired officers and officials of the University.

21. Review and approve requests to the Alabama legislature for appropriations by the University or any constituent part thereof.

22. Approve all gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts.

23. Approve, or delegate specific authority for the approval of, all loans, borrowing, and issuance of bonds.

24. Approve, or delegate specific authority for the approval of, appointments, contracts, and salaries of the officers, principal officials, faculty and staff of the University, in each case in accordance with Article VI of these Bylaws and the applicable Policies and Procedures (including, without limitation, Policy B-1 of the Policies and Procedures entitled “Selection of University Officers and Other Principal Officials of the University Policy”).

25. Approve all University and campus master plans and capital projects in accordance with the Policies and Procedures.

26. Approve strategic plans and long-range objectives for the University, including the Auburn Montgomery campus.

27. Approve, or delegate specific authority for the approval of, all contractual relationships and other major legal obligations executed in the name of the Board of Trustees or the University.

28. Approve, or authorize the Executive Committee to approve, all purchases and sales, of real property, and ensure that all properties of the University are preserved and maintained.

29. Establish auditing policies and standards, and appoint independent auditors for, the University.

30. Approve architects, construction managers, preliminary and final budgets, and award of construction contracts for certain capital projects, as well as the acquisition of certain new equipment and computer software (specified from time-to-time by cost thresholds) and all land.

31. Ensure that Auburn students receive an education of substance, quality, and value that will prepare them to serve as productive, civically responsible, and engaged citizens.

32. Ensure that all University programs, schools, colleges, and units operate with rigorous academic quality, mission-directed financial stewardship, and in keeping with the high academic standards and values of the University and the State of Alabama.

33. In keeping with Alabama law charging the Board of Trustees with the duty to organize and maintain the educational institution, review instructional materials, syllabi, and curricula to monitor whether instruction is consistent with the University’s mission and of a quality consistent with the University’s high educational caliber.

**EXHIBIT 2**  
**REVISED POLICIES AND PROCEDURES**

[Attached]



**POLICIES AND PROCEDURES OF  
THE BOARD OF TRUSTEES OF  
AUBURN UNIVERSITY**

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- A-4. Official Seal of Auburn University
- A-5. Auburn University Mission and Vision
- A-6. Auburn Montgomery Mission and Vision

### **Section B: Officers of the University**

- B-1. Selection of University Officers and Other Principal Officials of the University Policy

### **Section C: Instruction**

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## **Section A: General**

**A-1. BOARD OF TRUSTEES MEMBERSHIP**

The University (as such term is defined in Section 1.04 of the Bylaws) is comprised of two primary campuses located in Auburn, Alabama ("Auburn University") and Montgomery, Alabama (sometimes referred to herein interchangeably as "Auburn University at Montgomery," "AUM," and "Auburn Montgomery"), respectively. In accordance with the Section 266 of the Constitution of Alabama and Section 16-48-1, et. seq. of the Code of Alabama (1975) (as amended, the "Code of Alabama"), the current membership of the Board of Trustees of the University (the "Board of Trustees") is as follows:

<b>The Honorable Kay Ivey, <i>President</i></b> Governor of Alabama	<i>Ex-Officio</i> (voting)
<b>Mr. B.T. Roberts</b> First Congressional District	Mobile, Alabama
<b>Mr. M. Clark Sahlie</b> Second Congressional District	Montgomery, Alabama
<b>Mr. James W. Rane</b> Third Congressional District	Abbeville, Alabama
<b>Mr. Robert W. Dumas, <i>Vice President Pro Tempore</i></b> Third Congressional District – Lee County	Auburn, Alabama
<b>Mr. Jimmy H. Sanford</b> Fourth Congressional District	Prattville, Alabama
<b>Mr. D. Gaines Lanier</b> Fifth Congressional District	Lanett, Alabama
<b>Ms. Elizabeth H. Huntley</b> Sixth Congressional District	Clanton, Alabama
<b>Ms. Sarah B. Newton</b> Seventh Congressional District	Fayette, Alabama
<b>Mr. Michael A. DeMaioribus</b> Eighth Congressional District	Huntsville, Alabama
<b>Mr. James R. Pratt, III</b> Ninth Congressional District	Birmingham, Alabama
<b>Mr. Raymond J. Harbert</b> At-Large	Birmingham, Alabama
<b>Mr. Charles D. McCrary</b> At-Large	Birmingham, Alabama
<b>Mr. Quentin P. Riggins</b> At-Large	Birmingham, Alabama

**Mr. Wayne T. Smith**, *President Pro Tempore*  
At-Large

Franklin, Tennessee

**Mr. Timothy Vines**  
At-Large

Birmingham, Alabama

**Dr. Jay Gogue**  
Auburn University, President

*Ex-Officio* (non-voting)

**Mr. Rett Waggoner**  
Auburn University, Student Government Association President

*Ex-Officio* (non-voting)

**Mr. Keenan Carter**  
Auburn Montgomery, Student Government Association President

*Ex-Officio* (non-voting)

As of: April 16, 2021

### A-2. BOARD OF TRUSTEES DISTRICTS

The Board of Trustees consists of sixteen (16) members: one (1) member from each of the congressional districts in the state as the same were constituted on the first day of January, 1961, one (1) member from Lee County, Alabama, five (5) at-large members, and the Governor, who is a member *ex officio*, with full voting powers.

**District 1**

B.T. Roberts

**District 2**

Clark Sahlie

**District 3**

James Rane

**District 3 – Lee County**

Bob Dumas, *Vice President Pro Tempore*

**District 4**

Jimmy Sanford

**District 5**

Gaines Lanier

**District 6**

Elizabeth Huntley

**District 7**

Sarah Newton

**District 8**

Michael DeMaioribus

**District 9**

James Pratt

**At-Large**

Wayne Smith, *President Pro Tempore*

**At-Large**

Charles McCrary

**At-Large**

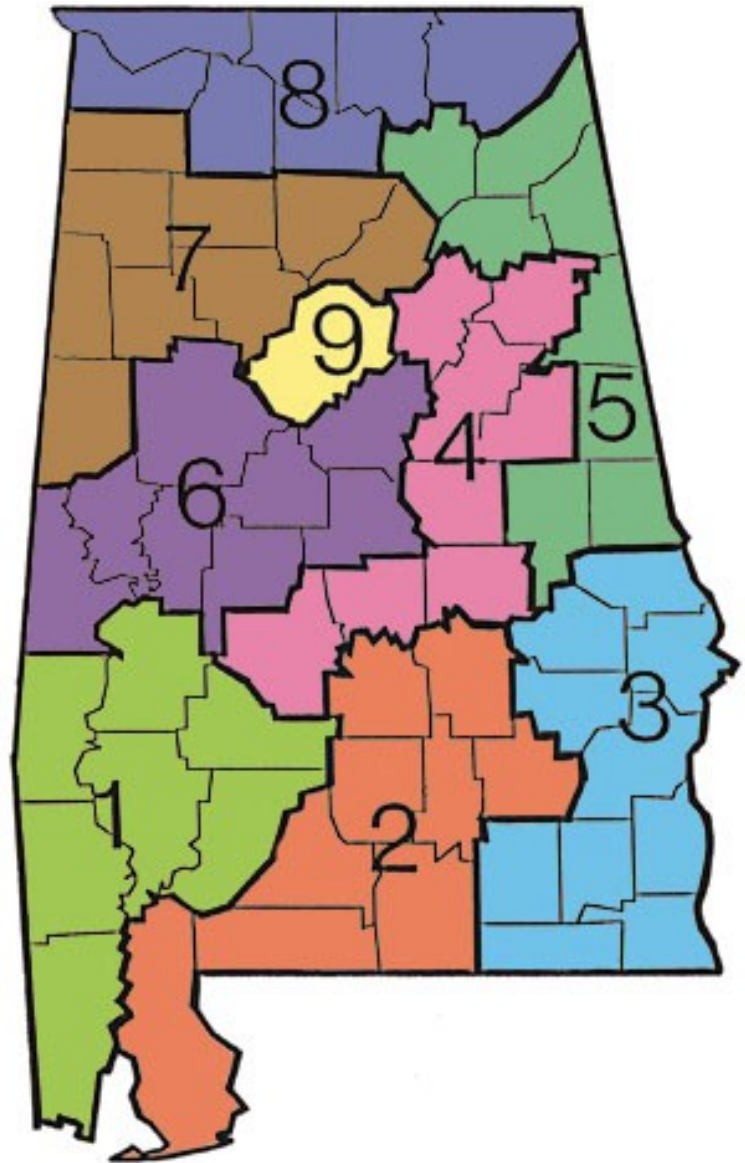
Raymond Harbert

**At-Large**

Timothy Vines

**At-Large**

Quentin Riggins



\*map denotes Alabama congressional districts  
as of 1961

As of: April 16, 2021

### A-3. BOARD OF TRUSTEES COMMITTEES AND LEADERSHIP ASSIGNMENTS

Members of the Board of Trustee shall serve in the committee leadership positions identified below. With the exception of the Executive Committee, which is comprised only of the Board of Trustee members listed below, all Board of Trustee members serve on all committees. Any individuals who are serving on a committee of the Board of Trustees but who are not members of the Board of Trustees are identified below under the applicable committee on which they serve.

Academic Affairs Committee:

Trustee Sarah Newton, Chair

Dr. Donald Mulvaney, University Senate Chair\*

Agriculture and Natural Resources Committee:

Trustee Gaines Lanier, Chair

Dr. Kira Bowen, Faculty Representative\*

Alumni:

Trustee Elizabeth Huntley, Lead Trustee

Athletics (Tigers Unlimited Foundation Board Member):

Trustee Quentin Riggins, Lead Trustee

Audit and Compliance Committee:

*Vice President Pro Tempore* Bob Dumas, Chair

Auburn Montgomery Committee:

Trustee Clark Sahlie, Chair

Dr. Sheila Mehta, Faculty Representative\*

Executive Committee:

Trustee Charles McCrary, Chair

Trustee Michael DeMaioribus

*Vice President Pro Tempore* Bob Dumas

Trustee Raymond Harbert

Trustee Jimmy Rane

*President Pro Tempore* Wayne Smith

Finance Committee:

Trustee Raymond Harbert, Chair

Dr. Andy McLelland, Faculty Representative\*

Dr. Kim Brackett, Faculty Representative\*

Governmental Affairs Committee:

Trustee Jimmy Rane, Chair

Institutional Advancement Committee (Development and Auburn Foundation):

Trustee B.T. Roberts, Chair

Dr. Ana Franco-Watkins, Faculty Rep.\*

Legal:

Trustee James Pratt, Lead Trustee

Property and Facilities Committee:

Trustee Michael DeMaioribus, Chair

Mr. David Hinson, Faculty Representative\*

Research & Technology (Econ. Dev.) Committee:

Vacant, Chair

Student Affairs Committee:

Trustee Jimmy Sanford, Chair

Dr. Karley A. Riffe, Faculty Representative\*

Dr. Paul Fox, Faculty Representative\*

Mr. Rett Waggoner, Auburn SGA President

Mr. Keenan Carter, AUM SGA President

Trustee Task Force:

Trustee Elizabeth Huntley, Co-Chair

Trustee James Pratt, Co-Chair

\**Ex-officio*, non-voting member

As of: April 16, 2021

**A-4. OFFICIAL SEAL OF AUBURN UNIVERSITY**

The following resolution is excerpted from the minutes of a regular meeting of the Board of Trustees of the University held on December 11, 1959.

Upon motion by G. H. Wright, seconded by John Overton, the following resolution was unanimously adopted:

**RESOLUTION NO. 5  
OFFICIAL SEAL OF THE UNIVERSITY**

WHEREAS, in accordance with Act No. 332 of the Alabama Legislature, as signed by Governor John Patterson on October 30, 1959, the name of The Alabama Polytechnic Institute was changed to AUBURN UNIVERSITY, and

WHEREAS, the year of the granting of the Charter of the East Alabama Male College, 1856, will be carried as the year of origin of AUBURN UNIVERSITY,

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of The Alabama Polytechnic Institute:

1. That the Board hereby adopts as the official seal of the institution the design as set forth on the attached sheet to be used in all documents, diplomas, business letters, and wherever the seal of the institution is used.

That the attached design be made a part of the minutes of this meeting.



Affirmed: April 16, 2021

## **A-5. AUBURN UNIVERSITY MISSION AND VISION**

### **MISSION**

As a land-grant institution, Auburn University is dedicated to improving the lives of the people of Alabama, the nation, and the world through forward-thinking education, life-enhancing research and scholarship, and selfless service.

Auburn University's mission concisely describes our central purpose. Our mission statement begins with a reference to the university's origins and obligations as a public land-grant university. The 1862 Morrill Act created institutions of higher education that focused on agriculture and mechanical arts—a response to changing social and economic conditions. Land-grant universities would provide practical solutions to pressing societal problems and provide higher education to a much broader segment of American citizenry. Land-grant universities would eventually serve as the creators of economic opportunity and development. As such, we must never lose sight of the important educational, research and service responsibilities inherent in our land-grant lineage. Subsequent to its founding as a land-grant university, Auburn has also been designated, through federal legislation, as a sea-grant and space-grant university.

Our first responsibility is to educate our students and prepare them for life. We endeavor to expand their minds, broaden their experiences, and hone their capabilities by imparting both theoretical knowledge and practical skills. Our goal is to empower and inspire our students to be their very best and to achieve their hopes and dreams. A key element of our public charter and of the Auburn Creed is to ensure our students are instilled with a strong work ethic, sound character traits, and core values of honesty and respect. We encourage students to make valuable contributions and to lead their fellow citizens in creating meaningful change. This responsibility to build moral character and inculcate active social responsibility distinguishes the student experience at all land-grant universities, and certainly at Auburn University.

Our second responsibility is to drive the development of research and scholarship that creates and advances knowledge. We support, build upon, and leverage the expertise of our faculty, students, and partners to discover, innovate, and create new science, new technologies, and new applications and methodologies that tangibly improve our world.

Our third responsibility, engagement and outreach, leverages the value of the first two elements. Our duty is to enable our students, graduates, faculty and partners to transform the fruits of our research and scholarship into products, methods, and services that meet our communities' most pressing needs. Delivering real-world, practical solutions is what sets land-grant universities apart and is core to Auburn University's foundation.

To be among the best land-grant universities, we must continue to excel in all three responsibilities. This requires leveraging the synergy found in the interchange of education, research, and service to maximize our impact on Alabama and the world.



## VISION

The vision of Auburn University is to lead and shape the future of higher education.

Our vision describes the aspiration for Auburn University 20 years in the future. It is deliberately intended to be lofty — realistic and ever challenging while also bold and ambitious. It is a challenge to ourselves to achieve greatness. Our vision is an invitation to the Auburn Family and those who do not yet know Auburn University to join us in our quest to inspire, innovate, and transform.

Auburn University has established itself as an excellent comprehensive, public land-grant university. However, excellence is not enough. We aspire to become a world-renowned institution that excels in education, research, and service—and to become a model of higher education. We understand that higher education is on the precipice of change. We intend to lead and shape that change.

Our goals describe Auburn University's highest priorities for the next five years. The accomplishment of these goals will best position our institution to achieve its 20-year vision.

REAFFIRMED: July 19, 2009

REAFFIRMED: February 1, 2013

REVISED: November 18, 2016

REVISED: November 16, 2020

REVISED: April 16, 2021

## **A-6. AUBURN MONTGOMERY MISSION AND VISION**

### **MISSION STATEMENT**

The mission of Auburn University at Montgomery is to provide quality and diverse educational opportunities at the undergraduate and graduate levels through use of traditional and electronic delivery systems, and to foster and support an environment conducive to teaching, research, scholarship, and collaboration with government agencies, our community, and other educational institutions.

### **VISION STATEMENT**

Auburn University at Montgomery will be a university that...

- Is known for its commitment to developing dynamic and applied academic and research programs.
- Is a student's first choice in a variety of programs of distinction.
- Embraces and builds an international presence at home and abroad, increasingly known for its ability to prepare students to thrive in a global community.
- Graduates students who become engaged alumni with a life-long interest in and personal connection to AUM.
- Is recognized as an integral community partner and a resource for the enrichment and economic development of the Southeast region and beyond.

### **IDENTITY**

Auburn University at Montgomery is an accredited comprehensive, public university with a diverse student population that includes a blend of traditional and non-traditional learners awarded degrees in a variety of disciplines from its programs. Our personalized and caring learning environment offers academically strong undergraduate and graduate programs designed and taught by faculty who are active researchers in their fields and who play a vital role in each student's success. We stand apart from our peers as an institution with an applied emphasis, having a history of producing leaders prepared to make a positive impact in their chosen fields. As a critical partner in our community, we provide expertise that enhances economic development and the quality of life for individuals in the region and beyond. These partnerships strengthen not only our community, but our students and faculty as well.

### **CORE VALUES**

Auburn University at Montgomery values and promotes:

- A Student-Centered Experience
- Citizenship & Community Engagement
- Excellence as Our Standard

- Commitment to Constant Improvement
- Diversity of People & Perspective with a Culture of Inclusiveness
- Lifelong Learning
- Environment of Collaboration

### **STRATEGIC GOALS**

The personal and intellectual development of students is the inherent goal of a university education. This assumption, complemented by the belief that knowledge is valuable in itself, underlies the primary aspiration of AUM: to create in students a realization of their potential as responsible, ethical human beings. AUM adopts the following goals:

- Enhance academic quality and program development reinforced by scholarship.
- Grow faculty research and scholarly activities and increase support of intellectual property management and research commercialization.
- Increase student recruitment and retention.
- Create a culture of collaboration.
- Foster an inclusive atmosphere that is supportive of students, faculty, and staff.
- Strengthen and promote the University's distinctive identity.
- Enhance relationships with alumni.
- Increase funds from alternative revenue streams through sponsored programs, private giving, and outreach to ensure long-term viability of the University.

ADOPTED: August 15, 2013

REVISED: April 16, 2021

## **Section B: Officers of the University**

**B-1. SELECTION OF UNIVERSITY OFFICERS AND  
OTHER PRINCIPAL OFFICIALS OF THE UNIVERSITY POLICY**

In accordance with Section 16-48-4 of the Code of Alabama, the Board of Trustees is charged with the following authority:

*“The board of trustees has the power to organize the institute by appointing a corps of instructors, who shall be styled the faculty of the university and such other instructors and officers as the interest of the university may require; and to remove any such instructors or other officers, and to fix their salaries or compensation, and increase or reduce the same at its discretion, to regulate, alter, or modify the government of the university as it may deem advisable; to prescribe courses of instruction, rates of tuition and fees; to confer such academic and honorary degrees as are usually conferred by institutions of similar character; and to do whatever else it may deem best for promoting the interest of the university.”*

The paragraphs below set forth the procedures to be followed in the selection and appointment of University Officers (as defined in Article VI of the Bylaws) and other key administrators and Principal Officials of the University expressly covered by this Policy. Without limiting its statutory authority, the Board of Trustees has primary responsibility for appointing the University President and the Board Secretary. The Board of Trustees delegates primary responsibility to the University President for appointing the University Officers and all other Principal Officials of the University, in each instance subject to the Selection Procedures, if applicable, and as further described in the Bylaws of the Board of Trustees (the “Bylaws”).

**UNIVERSITY PRESIDENT**

The President of the University (the “University President”) acts as the Chief Executive Officer of the University and shall be selected and appointed by, and shall serve at the pleasure of, the Board of Trustees, reporting directly to the Board of Trustees through the President of the Board of Trustees (the “Board President”) and the *President Pro Tempore* of the Board of Trustees (the “*President Pro Tempore*”). Appointment to the office of the University President shall be by the Board of Trustees, who shall also fix the terms and conditions of the University President’s employment in the sole discretion of the Board of Trustees and as further outlined in the Bylaws. When the position of University President becomes vacant, it shall be the responsibility of the Board of Trustees to identify and select candidates to fill such position. At its discretion, the Board of Trustees may rely upon the assistance of, or delegate authority to, one (1) or more advisory committee(s) which shall be comprised of members of the Board of Trustees who shall hold a majority of the seats on any such advisory committee; University faculty, staff, and students; an officer or representative of the Auburn University Alumni Association (the “Alumni Association”); an officer or representative of the Auburn University Foundation (the “Auburn Foundation”); and such other individuals as may be selected by the Board of Trustees, in its sole discretion, to serve on any such advisory committee. Any such advisory committee utilized by the Board of Trustees shall be appointed by the Board President or the *President Pro Tempore*. The Chair of the Executive Committee shall be the chair of any such advisory committee.

**BOARD SECRETARY**

The Secretary to the Board of Trustees (the “Board Secretary”) shall be selected and appointed by, and shall serve at the pleasure of, the Board of Trustees, reporting directly to the Board of Trustees

through the Board President and the *President Pro Tempore*. Appointment to the office of the Board Secretary shall be by the Board of Trustees, who shall also fix the term and conditions of employment, acting corporately or upon unilateral action by the *President Pro Tempore* on the Board of Trustees' behalf. When the office of Board Secretary becomes vacant, the Board of Trustees shall constitute the search and selection committee, whose responsibility it shall be to identify and select candidates for the position. The Board of Trustees may manage and staff the office of the Board Secretary as it deems necessary or desirable, in its sole discretion, to promote the mission and other interests of the University and the Board of Trustees.

### UNIVERSITY PROVOST AND AUBURN MONTGOMERY CHANCELLOR

Appointments to the offices of Provost of Auburn University ("University Provost") and Chancellor of Auburn Montgomery ("Auburn Montgomery Chancellor") shall be by the University President, subject to final confirmation by the Board of Trustees. Any search committee(s) assembled to identify and select candidates for the offices of University Provost and Auburn Montgomery Chancellor shall include at least one (1) member of the Board of Trustees and the Selection Procedures (as defined below) shall apply with respect to the confirmation of finalists for each such position and office. The University Provost shall act as Auburn University's chief academic officer and shall be the second highest ranking academic administrator, after the University President. The University Provost may be delegated responsibility and authority, in each instance by and under the direction and supervision of the President, for the coordination and oversight of all or any portion of the University's academic, research, and extension programs. The Auburn Montgomery Chancellor may be delegated the responsibility and authority, in each instance by and under the direction and supervision of the President, for the overall administration and day-to-day management of the Auburn Montgomery campus.

References to the "Selection Procedures" shall mean the following procedures described in the remainder of this subsection. Prior to obtaining the Board of Trustees' confirmation of any finalist for any position to which the Selection Procedures apply, the information listed below shall be provided in writing to each member of the Board of Trustees (such information, the "Background Information"):

1. The names of the three (3) final candidates for the applicable position.
2. The proposed salary range(s) to be offered to the finalists, supported by market data.
3. The *curriculum vitae* of each finalist.
4. The total compensation proposed to be offered to each finalist.
5. All other proposed items of extraordinary compensation and fringe benefits.
6. Such other information as the Board of Trustees may request, including but not limited to evidence that an exhaustive background check has been concluded without cause for concern.

Following receipt of the Background Information in accordance with these Selection Procedures, each member of the Board of Trustees shall have an opportunity to meet with any or all of the proposed finalists that such Board of Trustees member desires. Following the conclusion of such meetings, if any, each voting member of the Board of Trustees shall submit its recommendation to the *President Pro Tempore* regarding the hiring of each such finalist, and the *President Pro Tempore* shall submit a list of the finalist(s) that a majority of the voting members of the Board of Trustees has approved for hiring, together with the approved compensation to be offered to each such finalist, and the person charged with the authority to fill such position may then make formal offers for the relevant position(s) consistent with the

Board of Trustees' list of approved finalist(s) and compensation terms without the requirement to obtain further confirmation of the Board of Trustees.

### **VICE PRESIDENTS, GENERAL COUNSEL, DIRECTOR OF INTERCOLLEGIATE ATHLETICS, AND CHIEF FINANCIAL OFFICER**

The University President shall have the authority to make appointments to the following positions (a) one (1) or more Vice President positions (each, a "Vice President"), (b) the office of General Counsel ("General Counsel"), (c) the office of the Chief Financial Officer (the "Chief Financial Officer"), and (d) the office of the Director of Intercollegiate Athletics, in each case subject to final confirmation by the Board of Trustees in accordance with the Selection Procedures. Any search committee(s) assembled to identify and select candidates for any position or office described in this section shall include at least one (1) member of the Board of Trustees, and the Selection Procedures shall apply with respect to the confirmation of finalists for each such position and office.

### **OTHER PRINCIPAL OFFICIALS**

Appointments of any Principal Official (as defined below) to any position within the University, as well as the entry into or modification of any contract with any Principal Official, shall be made by the University President, subject to final confirmation by the Board Designees (as defined below) in accordance with this section. The procedures for obtaining confirmation of the Board Designees pursuant to this section shall be the same as the Selection Procedures except that, for purposes of this section, the word "Board Designees" shall be substituted for each reference to the "Board of Trustees" in the Selection Procedures.

The term "Principal Official" means any (i) academic employee employed at, or having responsibilities at, the "Dean" level or above, (ii) non-academic employee that would be paid annual compensation in excess of \$250,000 under the terms, or proposed terms, of such person's employment arrangement, and (iii) non-academic employee whose employment or proposed employment, or any similar arrangement, could subject the University to any severance or "buy-out" obligation, or any other amounts, arising as the result of the initiation, termination, or expiration, whether voluntary or involuntary, of the arrangement with any such person, in excess of 100% of such employee's salary at the time of termination, whether such amount arises under contract, applicable law, or otherwise.

The term "Board Designees" means the *President Pro Tempore* and the Chair of the Executive Committee; *provided, however*, that solely with respect to any Principal Official that is engaged, or that is proposed to be engaged by, the Athletics Department of the University, including the Athletics Department of Auburn Montgomery, the term "Board Designees" shall also include the Lead Trustee for Athletics (in addition to the other individuals identified in this sentence).

ADOPTED: February 9, 1990

REVISED: June 4, 1993

REAFFIRMED: June 19, 2009

REVISED: February 9, 2018

REVISED: April 16, 2021

## **Section C: Instruction**



### C-1. QUALITY OF INSTRUCTION POLICY

The Board of Trustees views the instruction of students as the foremost activity of the University. In furtherance of the outstanding levels of quality achieved throughout the University in preparing University graduates to enter the workforce, graduate programs and leadership positions in all walks of life, the Board of Trustees has prepared the following, non-exclusive list of characteristics that it believes to be essential to these primary interests of the University:

1. class sizes, particularly at the freshman and sophomore levels, should be sufficiently small to provide the opportunity for individual student attention and the free exchange of ideas; *provided, however*, that the precise size of each class should be determined on case-by-case basis after taking into account the relevant number of students and faculty members within each applicable designation;
2. teaching assignments should be structured such that faculty have the opportunity to participate in individual or small-group counseling, advising, and informal discussion with students;
3. to ensure that exposure to the University's most decorated scholars is available to all students early in their college experience, senior faculty should have some teaching responsibilities at the lower division level (including courses within the core curriculum, when possible);
4. particular care should be exercised to ensure that faculty bearing classroom instructional responsibility possess strong communication skills;
5. innovative teaching approaches and creativity in the instructional arena should be encouraged. Junior faculty should be supervised carefully to assure that appropriate support is provided as needed, and a "learning center" should be maintained to support faculty in these areas;
6. in addition to being well founded in the major discipline, the curriculum should also be designed to instill effective communication (written and oral) and reasoning skills in graduates;
7. the development and maintenance of honors programs, and other similar opportunities, for exceptionally talented and curious students;
8. outstanding teaching should be recognized and rewarded;
9. regular, validated, and effective faculty evaluation systems that rely upon student, peer, and administrator input are to be used to further faculty performance and improvement; and
10. the Board of Trustees will strive to provide adequate operating budgets and to ensure that necessary support and materials are available to enhance the teaching and learning processes.

The Board of Trustees recognizes that teaching is a dynamic and complex activity, and that learning is an individual process. The Board of Trustees further recognizes that a wide variety of instructional methods exist, that no singular approach is necessarily superior to others, and that circumstances will often dictate the most appropriate method and approach. The Board of Trustees recognizes and congratulates the faculty and administration on their ability to attract high quality students to the University, and by endorsing this statement, the Board of Trustees desires that faculty, department heads, and deans be aware of its interest in and support of their dedicated efforts to offer the University students the highest possible quality of instruction.

ADOPTED: October 27, 1989

REAFFIRMED: June 7, 1999

REAFFIRMED: June 19, 2009

REVISED: April 16, 2021

## **C-2. AUBURN UNIVERSITY ENROLLMENT POLICIES**

Over the years, the University has experienced greater demand for admission than its facilities and resources were able to support effectively. This surplus of demand has made it possible to manage growth, to be selective in the admissions process, and to win recognition for enrolling students of outstanding quality and providing them with an exceptional student experience.

While growth may sometimes produce economies of scale, sound enrollment policy begins with a commitment to maintain high levels of quality in all programs offered. Enrollment at the University should never exceed resources required to provide students with the excellent faculty, facilities, and support services that the University has provided throughout its history. Further, the University has long been known for its personable, warm campus atmosphere, welcoming not only Alabama residents but also many students from the rest of the nation and the world.

### **ENROLLMENT POLICY FOR AUBURN, ALABAMA CAMPUS**

Given these considerations, the University has adopted the following policy with respect to undergraduate enrollment at the Auburn, Alabama campus ("Auburn University"):

1. total undergraduate enrollment will be maintained at approximately 25,000 students;
2. each new freshman cohort should comprise not more than approximately 5,000 students;
3. Alabama residents should compose approximately 60% of each new freshman cohort;
4. qualified undergraduate transfer students should continue to be recruited and admitted; and
5. when enrollment at the Auburn, Alabama campus is unavailable, qualified undergraduate applicants should be invited and encouraged to consider application to Auburn Montgomery.

### **ENROLLMENT POLICY FOR OTHER UNIVERSITY CAMPUSES**

The specific enrollment policies for all University campuses and extensions other than the Auburn, Alabama campus will be determined on a case-by-case basis taking into account the relevant facts, circumstances, and resources available.

### **PROGRAM-LEVEL ENROLLMENT POLICIES**

As stated above, the University's general enrollment policies are based upon "a commitment to maintaining the highest possible levels of quality in all programs and disciplines offered, and enrollment should never exceed the available resources required to ensure all students are afforded access to exceptional faculty, facilities, libraries, support services and other academic necessities."

Consistent with this stated desire to maintain the highest possible level of quality and excellence throughout these areas, it will also be the policy of the University for the University President to approve enrollment plans for each of the programs, schools, colleges, and campuses that comprise the University. Accordingly, the University President, based upon the input and suggestions of the Provost and the deans of the various schools and colleges, will review and implement an enrollment plan designed around the following considerations:

- student demand;
- programmatic goals;
- faculty resources;
- instructional facilities;
- equipment and library requirements;
- program accreditation criteria and standards; and
- budgetary support.

The University President shall report to the Board of Trustees annually with a written report on approved enrollment plans for the current and most recently completed school years, actual enrollment for such periods, and the proposed enrollment plans for the upcoming school year.

ADOPTED: January 25, 1993

REAFFIRMED: June 19, 2009

REVISED: April 16, 2021

### **C-3. AUBURN UNIVERSITY STUDENT ADMISSIONS POLICY**

In accordance with Section 16-48-4 of the Code of Alabama, the Board of Trustees is charged with the following authority:

*“The board of trustees has the power to organize the institute by appointing a corps of instructors, who shall be styled the faculty of the university and such other instructors and officers as the interest of the university may require; and to remove any such instructors or other officers, and to fix their salaries or compensation, and increase or reduce the same at its discretion, to regulate, alter, or modify the government of the university as it may deem advisable; to prescribe courses of instruction, rates of tuition and fees; to confer such academic and honorary degrees as are usually conferred by institutions of similar character; and to do whatever else it may deem best for promoting the interest of the university.”*

Consistent with its statutory mandate and the provisions of the Bylaws of the Board of Trustees, the responsibilities of the Board of Trustees include the following: (1) approving programs of instruction; (2) establishing policies regarding student admissions and enrollment, continuation in residency requirements, and graduation requirements; and (3) establishing similar regulations and/or policies impacting the University.

#### **GENERAL DELEGATION OF AUTHORITY**

Once approved by the Board of Trustees, the University President is charged with responsibility for the overall implementation, administration and oversight of these items, and the University President may further delegate day-to-day responsibility of these items to appropriate university officials; *provided, however*, that ultimate responsibility for admissions decisions will at all times reside with the University President and the Board of Trustees, and in no event may any such responsibility be delegated for any reason.

Without limiting the foregoing, it is generally expected that the University President will delegate day-to-day responsibility for most items relating to general undergraduate admissions and enrollment to the Office of Enrollment Management. Similarly, it is generally expected that the University President will delegate day-to-day responsibility for most items relating to graduate and professional programs, including enrollment in such programs, to the Office of the Provost, which may in-turn further delegate responsibility to the deans of the respective programs. The University President may also call upon faculty committees to assist in the admissions process in an advisory capacity.

#### **EXCEPTIONAL CIRCUMSTANCES**

Notwithstanding anything to the contrary, unique circumstances may occasionally warrant the special consideration of a limited number of applicants who may not satisfy all of the standard admissions requirements but who may nonetheless possess a strong aptitude for learning or who may otherwise be expected to positively impact the University. In these cases, other factors may be considered in addition to, or in lieu of, the standard admissions requirements and criteria, including, without limitation, factors such as an applicant’s work or life experience, maturity, familial circumstances, identification as a member of an underrepresented group, or any other criteria may be relevant to ensuring that the admissions process is carried out in a manner that furthers the University’s mission and vision, in each case subject to and in accordance with applicable law. Exceptions to any otherwise applicable policy or requirement

governing enrollment in any undergraduate or graduate program may be made with respect to no more than five percent (5%) of the entering class without the prior written consent of the University President and the Provost.

ADOPTED: November 4, 1994

REAFFIRMED: June 19, 2009

AMENDED: April 16, 2021

#### **C-4. CENTERS AND INSTITUTES POLICY**

Due to the increasing complexity and interdisciplinary nature of many instructional, research, and outreach programs, traditional academic departments may not have sufficient diversity of specialties in their faculty and/or adequate facilities and resources to allow such programs to reach their full potential. Under these circumstances, it will be the policy of the University to facilitate the collaborative management and development of instructional, research, and outreach programs by establishing centers ("Centers"), which will generally be interdisciplinary or interdepartmental programs contained within a single school or college or school, and institutes ("Institutes"), which will generally be larger programs extending across multiple schools or colleges. All Centers and Institutes must satisfy the following criteria:

1. the Center or Institute must be consistent with the University's mission and priorities;
2. the Center or Institute must encompass a well-defined area of instruction, research, or outreach involving faculty and resources from more than one (1) discipline, department, college, or school;
3. The University must have existing strengths and resources in the covered areas, including a critical mass of faculty and a demonstrated commitment on the part of the involved faculty and administration to actively participate in the Center or Institute;
4. the Center or Institute should increase the effective administration of programs among the colleges involved and must be designed to enhance instruction, research, or outreach;
5. a Center or Institute must be established and implemented in a manner designed to enhance program visibility and increase existing and potential future extramural funding; and
6. all Centers and Institutes should undergo external review at least every five (5) years to assess quality and effectiveness of the included programs.

For the avoidance of doubt, the provisions of this policy are not intended to govern other non-interdisciplinary programmatic activities, even if referred to as "centers" or "institutes."

#### **ADMINISTRATION OF CENTERS AND INSTITUTES**

Each Center and Institute will have a director (each, a "Director") who is responsible for the day-to-day administration of the Center or Institute. Such arrangements may vary from a part-time Director who receives release time from other employment responsibilities to a full-time Director whose primary responsibility is the administration of the Center or Institute.

While ordinarily all Centers and Institutes will ultimately be the responsibility of a departmental head or the Provost, it is essential that the relevant academic deans be directly involved in the administration of each Center and Institute as these Centers and Institutes will have an impact on resource allocations within the respective colleges and schools and will require special attention with respect to the appointment and evaluation of participating faculty. For these reasons, all Centers and Institutes involving more than one (1) college or school must have an administrative board (each, an "Administrative Board") that includes the deans from the participating colleges and schools, as well as the relevant department heads and other appropriate faculty members. The Director of each Center or Institute will report to the corresponding Administrative Board which, in turn, will report to the appropriate department head; *provided, however*, that the Director of any Center including interdisciplinary or

interdepartmental programs within only a single college or school will report to the dean of that college or school.

#### **PROCEDURE FOR ESTABLISHING CENTERS AND INSTITUTES**

After detailed review and consultation with appropriate faculty and administrators, the appropriate department head or the Provost may, separately or jointly, recommend the establishment of a Center or Institute by written submission to the University President.

When, in the opinion of the University President, the establishment of a recommended Center or Institute is likely to fulfill the criteria set forth in this policy, the University President may authorize the establishment of such Center or Institute; *provided, however*, that no Center or Institute requiring new funding in excess of \$100,000 may be established without the Board of Trustees' written approval. The University President shall report to the Board of Trustees at regular intervals, and in no event less than one (1) time per calendar year, regarding the establishment and current operations of Centers and Institutes.

#### **APPLICATION OF POLICY TO AUBURN MONTGOMERY**

In the case of each Center and Institute established, or proposed to be established, on or with respect to the campus of Auburn Montgomery, each reference in this policy to any department head or the "Provost" shall be deemed to refer to the functional counterpart(s) charged with responsibility for carrying out the corresponding responsibilities of those roles with respect to Auburn Montgomery.

ADOPTED: March 26, 1990

REVISED: June 19, 2009

REVISED: April 16, 2021



### **C-5. AWARDING OF POSTHUMOUS DEGREES POLICY**

The University may confer posthumous baccalaureate and graduate degrees upon students who were nearing formal completion of, but had not yet fully completed, all course requirements of the degree(s) being pursued at the time the student deceases, in all cases subject to final approval by the Board of Trustees acting upon the recommendation of the University President.

#### **ELIGIBILITY**

Any posthumous award of an the University degree must generally meet the following conditions:

1. at the time of death, the deceased student must have been enrolled in the University and (a) with respect to undergraduate degrees, must have been nearing completion of the course hours required to earn the relevant degree, (b) with respect to graduate degrees in programs not requiring a thesis, must have completed a majority of the required coursework for the degree, or (c) with respect to graduate degrees in programs requiring a thesis, completed all classroom coursework and commenced the thesis research process;
2. the student was in good academic standing and was successfully progressing toward completion of the requirements for the applicable degree to be awarded; and
3. recommendation for award of the degree must (a) be made by at least one (1) member of the faculty or leadership of the program in which the degree is to be awarded, (b) approved the head of the department in which the degree is to be granted, (c) approved by the dean of the college, school or graduate program of the program under which the degree is to be granted, and (d) approved by the Provost.

#### **APPROVAL PROCESS**

The process for identifying and considering candidates for the award of degrees posthumously shall be as follows:

1. The Vice President for Student Affairs with respect to undergraduate degrees, or the dean of the graduate school with respect to graduate degrees, upon learning of the death of a University student, shall ascertain the relative academic standing of the student, as specified in paragraphs 1 and 2 of the section of this policy titled "Eligibility" above.
2. If the deceased student is determined to be eligible as a candidate for posthumous award of the degree being pursued, the Vice President for Student Affairs or the dean of the graduate school shall so certify to the Provost.
3. Upon receiving certification that the deceased student is eligible to be considered for the award of a posthumous degree, the Provost will communicate this information to the dean(s) and department head(s), or other appropriate officials, of the relevant school or program.
4. If, after consulting with appropriate departmental faculty and review of the deceased student's overall records, the dean, department head, or other appropriate officials conclude that the merits support further consideration of a posthumous degree award, they will provide written certification of their determination to the Provost.

5. Upon receipt of such written certification, the Provost will weigh the relevant information relating to each case independently and will prepare a recommendation to the University President, who will determine if it should be forwarded for Board of Trustees consideration. Final approval for awarding posthumous degrees shall rest with the Board of Trustees, which will act upon the recommendation of the University President.

### **AWARDING OF POSTHUMOUS DEGREES**

Upon final approval by the Board of Trustees, the following procedures will be followed in connection with the grant of a posthumous degree:

1. The family of the deceased student will be notified of the approval.
2. The degree will be conferred at the next regularly scheduled commencement exercise.
3. The posthumous nature of the award will be indicated on the diploma, the student's permanent record, and in the commencement program.

### **EXTRAORDINARY CIRCUMSTANCES**

Cases that do not meet the above specified criteria may be considered when extraordinary circumstances prevail. In such cases, the appropriate dean(s), department head(s), or other faculty members of the relevant program may prepare a recommendation to send directly to the Board of Trustees for consideration; *provided, however*, that at least one (1) of the Provost or the University President shall join in the making of such recommendation, which recommendation shall include a listing of the unsatisfied criteria as well as a description of the extraordinary circumstances warranting further consideration.

### **ADDITIONAL RECOGNITION OF DECEASED STUDENTS**

While a posthumous degree may only be awarded in accordance with the foregoing provisions of this policy, the University may recognize the attendance and/or contributions of a deceased student, regardless of the scope of coursework completed or whether any of the other foregoing criteria have been satisfied, by presenting a posthumous "Certificate of Attendance" to the family of the deceased student. The Certificate of Attendance is intended to recognize the deceased student's progress toward the attainment of a degree, and may include recognition of attendance, participation, or completion of some core program coursework or element, or other contributions to the University.

Additionally, and regardless of whether a posthumous degree or Certificate of Attendance has also been awarded with respect to a deceased student, an Auburn flag that has been previously flown on the Samford Hall flag pole shall be presented or sent to the family of each student deceasing while actively enrolled in the University, which flag shall be accompanied by a certificate stating the date(s) that the flag was flown on the Samford Hall flag pole in memory of the deceased student.

### APPLICABILITY OF POLICY TO ALL CAMPUSES

The provisions of this policy apply to all campuses of the University; *provided, however*, that where any role mentioned in this policy does not exist or apply to any other campus, the functional equivalent of such person at such campus shall be substituted in lieu thereof; *provided, further, however*, that solely with respect to awards pertaining to Auburn Montgomery students, the Chancellor of Auburn Montgomery shall be substituted in lieu of each reference to the “University President” in the above policy.

ADOPTED: November 11, 1994

REAFFIRMED: June 19, 2009

REVISED: June 18, 2010

REVISED: April 16, 2021

### **C-6. AWARD OF HONORARY DEGREES POLICY**

The University may award honorary degrees to individuals that the Board of Trustees determines have distinguished themselves in their achievements or their service to the University, the State of Alabama, the United States of America, or who have otherwise made significant contributions to society as a whole. While most recipients of honorary degrees should be graduates of Auburn or should otherwise have close ties to the University, the recipient of any honorary degree awarded on the basis of national or international prominence must have meaningful connections to the State of Alabama and to the University. In order to preserve the integrity of the honorary degree process, the principles below will generally apply.

1. Only unusual and distinctive circumstances justify the award of an honorary degree. the University has a rich history of storied alumni and friends, but only extraordinary circumstances warrant the award of an honorary degree.
2. No person is eligible to be nominated for or receive an honorary degree while that person is employed by the University or serving on the Board of Trustees.
3. Nominations may be made by any faculty member of the University and shall be submitted in writing to the University President. Each nomination must be accompanied by a written explanation and supporting documentation detailing the justification for the award.
4. If the University President determines that a nomination warrants the consideration of the Board of Trustees, the University President shall forward its written recommendation, along with the original nomination and supporting documentation, to the *President Pro Tempore*.
5. Upon the concurrence of the *President Pro Tempore* that a nomination warrants consideration by the full Board of Trustees, the *President Pro Tempore* will place consideration of the nomination on the agenda for the next regularly scheduled meeting of the Board of Trustees (unless the agenda for such meeting is already fixed, in which case the item shall be placed on the agenda for the following regularly scheduled meeting of the Board of Trustees) and will circulate the original nomination and supporting documentation, together with the University President's written recommendation and any additional information that the *President Pro Tempore* believes should be considered, to all of the voting members of the Board of Trustees.
6. Notwithstanding the forgoing, nominations may be considered at any meeting of the Board of Trustees (regularly scheduled or otherwise), and a special meeting may be scheduled to consider the nomination if warranted by the circumstances. The Board of Trustees may also hold one (1) or more executive sessions to discuss the merit of the nomination, general reputational or character issues or concerns, and any other matters relevant to the nomination.
7. A positive vote by written ballot of three-fourths of the voting members of the Board of Trustees present in an open session is required to approve the awarding of an honorary degree.
8. Only degree designations appropriate to the academic offerings of the University are to be used, but in no event may an honorary degree be awarded with the same designation as any for-credit degree offered by the University.

9. The University President will make arrangements for suitable activities surrounding actual granting of the degree and commemoration of the occasion, whether in connection with regular commencement exercises or otherwise, and in-person presence of the recipient should be prioritized absent extenuating circumstances.

ADOPTED: October 27, 1989

REVISED: April 7, 2000

REVISED: November 7, 2003

REVISED: September 16, 2005

REAFFIRMED: June 19, 2009

REVISED: April 16, 2021

### **C-7. SCIENTIFIC MISCONDUCT POLICY**

The University's Scientific Misconduct Policy was developed to effect compliance with the requirements of the Public Health Service Final Rule on "Responsibilities of Awardees and Applicant Institutions for Dealing With and Reporting Possible Misconduct in Science" (42 CFR Part 50). Allegations of scientific misconduct made against any faculty, staff, or student of the University involved in research or research training, application for support of research or research training, or related research activities shall be handled according to the policies and procedures included in Auburn's policy statement on Scientific Misconduct, quoted below from the *Board of Trustees Policies Manual*, pp. C-10-16.

Misconduct in research, herein defined as scientific misconduct, is inappropriate behavior. Allegations of scientific misconduct made against individuals involved in research, or research training, applications for support of research or research training, or related research activities will be handled according to the policies and procedures included herein. Additional policies and procedures for scientific misconduct which apply only to Public Health Service supported research are provided in the section titled *ADDITIONAL POLICIES APPLICABLE ONLY TO PUBLIC HEALTH SERVICE FUNDED RESEARCH*.

#### **DEFINITIONS**

- A. "Misconduct" or "Misconduct in Science" means fabrication, falsification, plagiarism, or other practices that seriously deviate from those that are commonly accepted within the scientific community for proposing, conducting, or reporting research. It does not include honest error or honest differences in interpretations or judgments of data.
- B. "Inquiry" means information gathering and initial fact finding to determine whether an allegation or apparent instance of misconduct warrants an investigation.
- C. "Investigation" means the formal examination and evaluation of all relevant facts to determine if misconduct has occurred.

#### **ALLEGATIONS**

Initial allegations should be reported to the Dean(s) of the college(s) or school(s) in which the alleged misconduct occurred. The Dean(s) must immediately report such allegations to the Vice President for Research. If the Vice President for Research has possible conflicts of interest, the allegations shall be referred to the Provost and Vice President for Academic Affairs. In the event of such conflict, "Provost and Vice President for Academic Affairs" shall be substituted for "Vice President for Research" hereinafter.

The Vice President for Research shall informally review any allegation of scientific misconduct, confer with the appropriate Dean(s) and University administrators, and determine whether the allegation warrants initiation to the inquiry process. The Vice President for Research shall discuss with the person making the allegations (hereafter referred to as the complainant(s)) the University's scientific misconduct policies and procedures. If the complainant(s) chooses to make a formal allegation and the Vice President for Research determine that the allegation warrants initiation to the inquiry process, the inquiry shall be initiated immediately.

In order to effectively follow through with any allegations of misconduct, the identity of the complainant(s) must be revealed to the Vice President for Research. Where the complainant seeks anonymity, the Vice President for Research shall operate in such a way as to maintain that anonymity to

the degree compatible with accomplishing the initial reviews. However, such anonymity cannot be assured. Further, anonymity of the complainant is neither desirable nor appropriate where an inquiry is instituted.

The University shall pursue an allegation of misconduct to the extent it is reasonably capable of doing so, even if the individual(s) against whom the allegation is made (hereafter referred to as the respondent(s)) has left the University before the case is resolved.

All reported allegations should be kept confidential to the extent permissible by law, and the University will undertake diligent efforts to protect the positions and reputations of those complainant(s), who, in good faith, make allegations of misconduct. If an allegation is found to be unsupported but has been submitted in good faith, no further action, other than informing all involved parties, shall be taken. The notification and the proceedings of an inquiry or an investigation, including the identity of the respondent(s), shall be held in strict confidence to protect the parties involved. If confidentiality is breached by the University, the University shall take such reasonable steps as are requested to minimize the damage to reputations that may result from unsupported allegations.

### **INQUIRY**

An inquiry is designed to separate allegations deserving of further investigation from frivolous, unjustified, or clearly mistaken allegations. Factual information is gathered and expeditiously reviewed to determine if an investigation of the charge is warranted.

The Vice President for Research shall appoint an Inquiry Committee of no less than three (3) persons. The Committee shall consist of senior tenured faculty who are without conflict of interest, hold no appointment in the department(s) of either the complainant(s) or the respondent(s), and have appropriate expertise for evaluating the information relevant to the case. In the event of conflict of interest or need to acquire appropriate expertise, the Vice President for Research may go outside the University to select one or more Committee members. Every effort shall be made to appoint a Committee of Inquiry within fifteen (15) days, but the Committee must be appointed within thirty (30) days from the receipt of the allegation.

The inquiry phase, including preparation of the written Report of Inquiry, shall be completed within sixty (60) calendar days of its initiation unless circumstances clearly warrant a longer period. In such circumstances, the Committee shall advise the Vice President for Research who shall notify all relevant parties. The Report of Inquiry shall include documentation for justifying an extension of the 60-day period.

Records and proceedings of the inquiry are confidential and are to be passed on to a Committee of Investigation if an investigation is initiated. In any case, the records should be kept secure, and if no misconduct is found, records should be destroyed three (3) years after completion of an inquiry. Making the records public without authorization is grounds for a charge of misconduct.

The Vice President for Research is responsible for notifying respondent(s) in writing of the allegations and of the proposed membership of the Committee of Inquiry for the purpose of identifying in advance any real or potential conflict of interest. As the inquiry is informal and intended to be expeditious, principals are expected to speak for themselves. All individuals may have the assistance of legal counsel and shall have the opportunity to present evidence and to call witnesses.

During the inquiry, the Vice President for Research and the members of the Committee are responsible for the security of relevant documents. Copies of all documents and related communications are to be securely maintained in the Office of the Vice President for Research.

The completion of an inquiry is marked by a determination of whether or not an investigation is warranted. The Committee's recommendation to proceed to an investigation shall be based on demonstrated probable cause for each allegation. The Committee shall prepare a written Report of Inquiry that states what evidence was reviewed, summarizes relevant interviews, and includes the findings and recommendations of the inquiry. The Report of Inquiry shall be submitted to the Vice President for Research who shall be responsible for notifying the respondent(s) and complainant(s) of the outcome within ten (10) working days.

The respondent(s) shall be given a copy of the Report of Inquiry and the opportunity to comment in writing upon the findings and the recommendations. If the respondent(s) chooses to comment, such comments shall be forwarded as soon as possible but must be forwarded within ten (10) working days. The respondent(s)' comments shall be made a part of the record.

If the outcome of the inquiry indicates a need for formal investigation, the Vice President for Research, shall notify this fact in writing to the appropriate Dean(s) and University administrators on or before the date the investigation begins. If the Vice President for Research finds the allegations to be unfounded and malicious, appropriate University procedures may be invoked to address possible actions to be taken against the complainant(s).

### **INVESTIGATION**

The purpose of an investigation is to determine whether scientific misconduct has been committed. The investigation shall focus on accusations of misconduct as defined previously and examine the factual materials of each case. In the course of an investigation, additional information may emerge that justifies broadening the scope of the investigation beyond the initial allegations. The respondent(s) shall be informed in writing when significant new directions of investigations are undertaken.

The Vice President for Research shall appoint an Investigating Committee of no less than three (3) persons. The Committee shall consist of senior tenured faculty who are without conflict of interest, hold no appointment in the departments of either the complainant(s) or the respondent(s), and have appropriate expertise for evaluating the information relevant to the case. In the event of conflict of interest or need to acquire appropriate expertise, the Vice President for Research may go outside the University to select one or more Committee members. Every effort shall be made following the determination that an investigation is warranted to appoint an Investigating Committee within fifteen (15) days, but the Committee must be appointed within thirty (30) days. The Investigating Committee may or may not consist of the same membership as the Inquiry Committee.

Every effort should be made to complete the investigation within 120 days of its initiation; however, it is acknowledged that some cases may render this time period difficult to meet. In such cases, the Investigating Committee should compile a progress report, identify reasons for the delay and notify the Vice President for Research of the additional time necessary for the investigation.

The Vice President for Research shall convey to all relevant parties such information as may be required and shall notify all parties in writing of the allegations and of the procedures that shall be used to examine the allegations. Further, they shall be informed of the proposed membership of the



Committee of Investigation for the purpose of identifying in advance any real or potential conflict of interest.

All parties to the case may be represented by legal counsel, may present evidence, and may call and examine witnesses. The investigation normally shall include examination of all documentation, including but not necessarily limited to relevant research data and proposals, publications, correspondence, and memoranda of telephone calls. The Committee shall attempt to interview all individuals involved either in making the allegation or against whom the allegation is made, as well as other individuals who might have information regarding key aspects of the allegations. Summaries of these interviews shall be provided to the interviewed party for comment or revision and included as part of the investigatory file. The Committee may request the involvement of outside experts. The investigation must be sufficiently thorough to permit the Committee to reach a decision about the validity of the allegation(s) and the scope of the wrong doing or to be sure that further investigation is not likely to alter an inconclusive result. In addition to making a judgment on the veracity of the charges, the Committee may recommend to the Vice President for Research appropriate sanctions.

As the University is interested in protecting the health and safety of research subjects, students and staff, interim administrative action may be warranted prior to the conclusion of either the inquiry or the investigation. Such action ranging from slight restrictions to complete suspension of the respondent(s) and notification of external sponsors, when required by Federal regulations, is initiated by the Vice President for Research.

All parties in the investigation are encouraged to cooperate by producing any additional data requested for the investigation. Copies of all materials secured by the Committee shall be provided to the respondent(s) and may be provided to other concerned parties as judged appropriate by the Committee. The respondent(s) shall have an opportunity to address the charges and evidence in detail.

After all evidence has been received, the Investigating Committee shall meet to deliberate and prepare its findings and recommendations. The Committee shall find no scientific misconduct unless a majority of the members conclude by clear and convincing evidence, based on the record as a whole, that the allegation(s) have been substantiated. All significant developments during the investigation, as well as the findings and recommendations of the Committee, shall be reported to the Vice President for Research and to all Federal agencies, sponsors, or other entities with a need to know.

Upon completion of the investigation, the Committee shall submit to the Vice President for Research a full written report which details the Committee's findings and recommendations. This report shall be sent also to the respondent(s) by the Vice President for Research within ten (10) days of its receipt. The respondent(s) shall be given the opportunity to comment in writing upon the findings and the recommendations. If the respondent(s) chooses to comment, such comments shall be forwarded as soon as possible but must be forwarded within ten working days. The respondents' comments shall be made a part of the record.

### **RESOLUTION**

In the absence of a finding of scientific misconduct, all parties informed of the investigation shall be informed in writing that allegations of misconduct were not supported. If the allegations were deemed to have been unfounded and maliciously motivated, appropriate actions shall be taken against the complainant. If the allegations were deemed to have been made in good faith, no additional measures are indicated and efforts shall be made to prevent retaliatory actions. In publicizing the findings of no

misconduct, the University shall be guided by whether public announcements shall be harmful or beneficial in restoring any reputation(s) that may have been damaged. Usually, such decision shall be made in conjunction with the person(s) who was innocently accused.

When it has been determined that scientific misconduct has occurred, the Vice President for Research shall consider the recommendations of the Committee and shall be responsible for determining and implementing sanction(s) as appropriate. The respondent(s) shall be notified in writing of the sanction(s) within twenty (20) days. If the sanction(s) involve termination of employment, the University termination procedures shall be invoked. The University must take action appropriate for the seriousness of the misconduct. Sanctions shall not be imposed during the appellate process.

### **APPEAL**

Respondent(s) may appeal the decision of the Vice President for Research. A written statement of the grounds for the appeal must be submitted to the President within thirty (30) days of written notification of the sanction(s). Appeals shall be restricted to the body of evidence already presented, and the grounds for appeal shall be limited to failure to follow appropriate procedures in the investigation or decisions/recommendations not supported by any reasonable evidence. Upon receipt of a written appeal, the President shall evaluate the evidence and make a determination. The President's decision shall be binding on all parties and shall be conveyed to all involved in a timely fashion.

Although new previously unconsidered material evidence is not grounds for an appeal, the Respondent(s) may submit a request to the President to reopen the Investigation in the event such evidence becomes available.

### **POLICIES APPLICABLE ONLY TO PUBLIC HEALTH SERVICE FUNDED RESEARCH**

The Vice President for Research will notify the Office of Research Integrity when, at any stage of the inquiry or the investigation, there is an immediate health hazard; there is a need to protect Federal funds, equipment, or individuals affected by the inquiry or the investigation; and it is probable that the alleged incident will be reported publicly. If there is reasonable indication of possible criminal violations, the Vice President for Research shall notify the Office of Research Integrity within twenty-four (24) hours.

When the inquiry determines that an investigation is not warranted, the University will maintain sufficient documentation of inquiries to permit a later assessment of the reasons. These records shall be maintained in a secure manner for a period of at least three (3) years after the termination of an inquiry, and shall, upon request, be provided to the authorized Department of Health and Human Services personnel.

If the University plans to terminate an inquiry or an investigation for any reason without completing all relevant requirements which are designated in this policy, then a report of the planned termination, including a description of the reasons for such termination, shall be made to the Office of Research Integrity.

If the outcome of the inquiry indicates a need for formal investigation, the Vice President for Research, shall notify this fact in writing to the Office of Research Integrity on or before the date the investigation begins. At a minimum, the notification should include the name of the respondent(s) against

whom the allegations have been made, the general nature of the allegation, and the Public Health Service application or grant number(s) involved.

The Investigating Committee shall immediately advise the Vice President for Research of any developments during the course of the investigation which disclose facts that may affect current or potential Department of Health and Human Services funding for respondent(s) under investigation or that the Public Health Service needs to know to ensure appropriate use of Federal funds and otherwise protect the public interest, and the Vice President for Research shall promptly appraise the Office of Research Integrity of these developments.

When the Investigating Committee is unable to complete the investigation in 120 days, the Vice President for Research shall submit to the Office of Research Investigation a request for an extension, and it shall include an explanation for the delay, an interim report on the progress to date, an outline of what remains to be done, and an estimated date of completion. If this request is granted, the Vice President for Research will file periodic progress reports, as requested, to the Office of Research Integrity.

The Vice President for Research shall submit the final Report of Investigation to the Office of Research Integrity. This report shall describe the policies and procedures under which the investigation was conducted, how and from whom information was obtained relevant to the investigation, the findings, and the basis for the findings. It should also include the actual text or an accurate summary of the views of any individual(s) found to have engaged in misconduct, as well as a description of any sanctions taken by the University. Documentation which substantiates the investigation's findings will be made available to the Director of the Office of Research Integrity. If they can be identified, the respondent(s) who raised the allegation should be provided with those portions of the report that addresses their role and opinions in the investigation. All records of the investigation shall be retained for a period of three (3) years after PHS acceptance of the final Report of Investigation.

ADOPTED: February 9, 1990

REVISED: April 3, 1998

REAFFIRMED: June 19, 2009

### **C-8. ACADEMIC FREEDOM POLICY**

The Board of Trustees has adopted this policy in order to establish and clarify the rights and responsibilities of the faculty and students with respect to academic freedom, a concept which the American Association of University Professors (the “AAUP”) describes in the following manner: “Academic freedom in its teaching aspect is fundamental for the protection of the rights of the teacher in teaching and of the student to freedom in learning. It carries with it duties correlative with rights.”

Academic freedom is central to the University’s core mission which includes providing “quality and diverse educational opportunities” by fostering and supporting “an environment conducive to teaching, research, scholarship, and collaboration.” Since endorsement of the 1915 Declaration of Principles by the AAUP, academic freedom has generally been viewed with an emphasis on two core components: the freedom of the teacher to teach and the freedom of the student to learn. Consistent with the Board of Trustees’ statutory mandate as well as the AAUP’s stated position that “institutions of higher education are conducted for the common good and not to further the interest of either the individual teacher or the institution as a whole,” the University’s policies concerning academic freedom are designed, implemented, and enforced in a manner that benefits the common good through the furtherance of the University’s mission.

The University shall maintain an environment of instruction and learning that is independent from political fashions, passions, and pressures. In order to foster and support an environment that is conducive to teaching, research, scholarship and collaboration, students and faculty must be allowed to freely converse about matters relevant to their personal and professional acumen, and the freedom of speech guaranteed to all under the United States Constitution must be preserved and respected. At the institutional level, the University should be operated in a manner that is respectful of opposing viewpoints as they may relate to the academic mission of the institution. The University will not create, condone, or tolerate any environment where student learning is administered in a manner that is hateful, threatening, demeaning, dehumanizing, indecent, discriminatory, or intolerant of, or that incites violence or any other illegal action against, any person or group of persons.

Each faculty member is entitled to full freedom in research and in the truthful publication of the results of such research, subject to the satisfactory performance of the faculty member’s other academic duties and compliance with all applicable laws, University policies, and academic and professional ethics including the duty to ensure that research and its results are not misleading. Each faculty member is also entitled to freedom in the classroom in discussing subject matter relevant to the subject being taught, but faculty members should be careful not to introduce controversial matters that are not reasonably related to the subject being taught, and matters in which such faculty member has no special competence or training and in which, therefore, such faculty member’s views cannot claim the authority accorded statements such faculty member makes about subjects within areas of the faculty member’s field of competence; *provided, however*, that in no event will adverse employment action be taken for any classroom speech that is protected by the United States Constitution or any other applicable law.

As members of a learned profession responsible for shaping the knowledge and lives of their students, faculty members inherently hold a special position and level of influence within their communities – both when acting in their official capacities with the University as well as when acting as private citizens. Faculty members shall be free from institutional censorship or discipline when speaking or writing in their capacities as private citizens; *provided, however*, that faculty members must make every effort to indicate that they are speaking or writing as private citizens when doing so in such capacity, and

faculty members should at all times strive for accuracy, exercise appropriate restraint, and show respect for the opinions of others.

Along with its commitment to ensuring the academic freedom of the University faculty, the institution is equally committed to ensuring the academic freedom of students in learning. Students must be allowed to take reasoned exception to the data or views of others, including those of faculty and other students, and to reserve judgment about matters of opinion, in each case without threat of censorship or discipline by the institution or its faculty. Like faculty, students should exercise their freedom with responsibility and with an understanding that neither their rights to academic freedom nor the exercise of such rights will excuse the student's responsibility for learning the content or completing the work required with respect to any course in which the student is enrolled. While each student is responsible for satisfying the applicable standards of academic performance established for each course in which he or she is enrolled, the University will ensure that orderly procedures designed to protect students against, and to investigate alleged instances of, prejudiced or capricious academic evaluation are available to students at all times.

Consistent with the commitments to academic freedom expressed in this policy, the Board of Trustees also hereby affirms its commitment to freedom of thought and freedom of expression to the fullest extent protected and guaranteed under the United States Constitution and other applicable law. Notwithstanding this commitment, within both the University community as well as within society as a whole, these rights are not absolute: speech that is libelous, slanderous, unlawfully harassing or that incites rioting is neither protected by the United States Constitution nor other law and will not be protected or tolerated at the University. Further, in accordance with applicable law and the University values, as expressed in the Auburn Creed and otherwise, all members of the University community are expected to support and maintain an environment that ensures equal opportunity to pursue learning for all members and participants of the University.

ADOPTED: April 16, 2021

## **Section D: Physical Facilities**

### **D-1. HEALTH AND SAFETY CONSIDERATIONS POLICY**

It is the policy of Auburn University to provide a safe and healthy environment to all faculty, staff, students, and campus visitors beginning with the basic expectation that each such individual will act in a safe, healthy and responsible manner. The following provisions of this policy further outline the measures to be taken to ensure that the University fulfills this commitment by maintaining safety programs that promote individual awareness, participation, and compliance with generally accepted health and safety guidelines.

#### **IMPLEMENTATION**

Primary oversight of Auburn University's health and safety program will be lodged with the Department of Risk Management and Safety, and primary oversight for public safety and security resides with the Department of Public Safety and Security. Notwithstanding the foregoing, the University President shall have ultimate responsibility for administration and implementation of this policy, and additional specific tasks and duties to be carried out hereunder may be delegated to others as the University President determines to be appropriate.

The Department of Risk Management and Safety will be responsible for, and will provide oversight and guidance with respect to, various safety-related matters, including the following:

- general safety policy and administration;
- laboratory safety;
- biological safety;
- radiological safety;
- hazardous waste; and
- occupational safety.

The Department of Public Safety and Security will be responsible for, and will provide oversight and guidance with respect to, various public safety-related matters, including the following:

- general safety of students, employees, campus guests, real and personal property;
- chemical security;
- public safety and emergency preparedness testing, training, and related educational materials;
- communication notification and alerting (e.g., AU Alert);
- crime prevention and reporting; and
- coordination of law enforcement and investigative functions with both internal and external agencies and departments.

#### **SCOPE AND REPORTING**

The Auburn University health and safety program is designed to be inclusive of all campuses and facilities that comprise Auburn University, including those of the Auburn, Alabama campus, the Auburn Montgomery campus, the Alabama Agricultural Experiment Station, and the Alabama Cooperative Extension Service. Semi-annual reports regarding the status of the health and safety considerations and policies of the University are to be prepared and provided to the Property and Facilities Committee of the Board of Trustees by the Department of Risk Management and Safety and the Department of Public Safety and Security, each under the oversight and review of the University President.

ADOPTED: March 26, 1990  
REVISED: June 19, 2009  
REVISED: April 16, 2021



## **D-2. CAMPUS AND CAPITAL PROJECTS PLANNING POLICY**

This policy establishes Board of Trustee guidance and direction regarding Auburn University campus planning, land use, and capital projects.

### **THE REQUIREMENT FOR CAMPUS AND CAPITAL PROJECT PLANNING**

All Auburn University property and facilities belong to the University as a whole. These assets represent a major investment by Auburn University and are critical to the accomplishment of its mission as a land grant university. As a result, it is essential that the planned utilization and development of Auburn University property and facilities be done in a strategic, judicious, and professional manner. These assets are subject to sale, lease, construction, renovation, modification, removal, assignment, and reassignment as deemed appropriate to:

- accomplish the institutional mission;
- implement established priorities;
- attain a safer and healthier environment;
- achieve operational efficiency and economy; and
- improve the land use, space utilization, or appearance of the institution.

### **BOARD OF TRUSTEE GUIDANCE FOR THE PLANNING**

All Auburn University property and facilities shall be planned in the following manner:

- integrally, with strategic, academic, and financial plans;
- comprehensively, and in coordination with concurrent plans;
- responsibly, in pursuit of optimum allocation, utilization, and operation;
- fiscally, for the maximum benefit of available resources; and
- aesthetically, to express an image that Auburn is a place of quality, excellence, and rich tradition.

### **ESTABLISHMENT OF CAMPUS AND CAPITAL PROJECT PLANS**

Auburn University shall develop and maintain the following set of campus plans. All campus plans shall be informed and guided by the Auburn University Strategic Plan.

1. Campus Master Plan:

- (a) The Campus Master Plan is a physical plan and comprehensive set of policy directives that together provide long range strategies for the growth and development of the Auburn University Campus.
- (b) The Campus Master Plan shall be updated periodically, as required. The Board of Trustees shall review and approve updates to the Campus Master Plan.

2. Capital Projects Plan:

- (a) The Capital Projects Plan details the University's proposed future construction plans and the priorities of the capital projects in the plan.
- (b) The Capital Projects Plan shall be updated periodically, as required. The Board of Trustees shall review and approve updates to the Capital Projects Plan.

ADOPTED: April 11, 2014

### **D-3. CAPITAL PROJECTS APPROVAL POLICY**

This policy establishes the process by which the Board of Trustees will approve capital projects at Auburn University.

#### **CAPITAL PROJECT APPROVAL THRESHOLD**

The following capital projects shall require Board of Trustee approval: new construction, renovation, or adaptation projects on Auburn University property, regardless of funding source with a total project cost of over \$1,000,000.

#### **PROCESS FOR CAPITAL PROJECT APPROVAL**

The process for approving capital projects by the Board of Trustees is detailed below:

1. Project Initiation and Architect & Construction Manager Selection: The Board of Trustees shall approve the initiation of a project. This approval will authorize the University staff to begin to develop the project through the preliminary stages of the project programming and design process. The Board of Trustees shall also authorize the commencement of the architect selection process to determine the architectural firm most capable of providing design services on the proposed project. The Board of Trustees shall also authorize the commencement of the construction manager selection process, when such services are appropriate for the proposed project, to determine the construction management firm most capable of providing construction management services on the project.
2. Approval of Architect and Construction Manager Selections: The Board of Trustees shall approve the selections of the project architect and construction manager, as required, on the project under consideration. Once this approval is obtained, Auburn University Facilities Management is authorized to engage both the architectural and construction management firms contractually to begin development of the project program and design.
3. Final Project Approval: Once a project has been initiated, and the architect and construction manager, if applicable, have been approved, the University Architect will commence the project design. This design effort will progress up to the point where the project program, siting, architectural design, and cost are sufficiently determined to obtain final approval by the Board of Trustees.

The Board of Trustees shall approve the following elements of the project at the final project approval stage:

- (a) Project Program: The size, scope, and nature of the work to be performed under the project.
- (b) Site: The location of the project on campus.
- (c) Budget: The amount of funds authorized by the Board of Trustees for expenditure on the project under consideration.
- (d) Funding Plan: The proposed plan for how the project will be funded.

- (e) Image and Character: The proposed architectural design and layout of the facility. The University Architect shall advise the Board of Trustees whether or not the proposed project architectural design meets Auburn University's "Character and Image" standards for buildings.

Once the Board of Trustees approves the project program, site, budget, funding plan and schematic design, Auburn University Facilities Management will then complete the project design, bid the project, award the necessary construction contracts, and construct the project.

#### **EXPEDITED PROJECTS**

Upon recommendation by the President, a project may be designated by the Board of Trustees as an expedited capital project to accelerate the project execution process. Upon designation of a capital project as an expedited project by the Board of Trustees, the Property and Facilities Committee of the Board shall have the authority to take all actions requiring full Board of Trustee approval, other than approval of the budget and site.

A review of any actions of the Property and Facilities Committee shall be a regular order of business at each meeting of the Board, and such actions shall be subject to revision and alteration by the Board, provided that no rights of third parties shall be affected by any such revision or alteration.

ADOPTED: April 11, 2014

**D-4. NAMING OF DEPARTMENTS, SCHOOLS, COLLEGES, AND ACADEMIC PROGRAMS POLICY**

Along with the naming of buildings and other physical facilities, the Board of Trustees considers the naming of major academic units and programs within the University to be among the highest honors that the University can bestow. In order to preserve the integrity of this significant honor, it is the Board of Trustees' policy that the naming of a department, school, college, or program within the University (each, an "Academic Unit") be reserved for the recognition of exceptional contributions to the University, such as meritorious service, significant personal and/or professional contributions to the University, or substantial financial commitments. In the case of naming honors bestowed on the basis of financial commitments that are designated to support academic programs, instruction, research, and outreach initiatives relating to a specific Academic Unit (including related to the physical facilities, equipment, and staff of a particular Academic Unit), preference will generally be in favor of granting naming honors within the specific Academic Unit for which such gift is designated; *provided, however*, that nothing shall require that naming rights to be limited to any such Academic Unit.

**SUBMISSION OF NAMING REQUESTS**

Requests for the naming of any Academic Unit shall (a) first be submitted to the appropriate head(s), dean(s), and director(s) (or their functional equivalents) of each impacted Academic Unit for their consideration and approval, (b) upon approval by the foregoing, to the Provost, the Executive Vice President of the University (the "Executive Vice President"), and the Senior Vice President for Advancement (the "Vice President for Advancement") for further consideration and approval, (c) upon approval by the foregoing, to the University President for further consideration, and (d) upon approval by the foregoing, to the *President Pro Tempore* for further consideration and recommendation to the full Board of Trustees.

Upon concurrence by the *President Pro Tempore* that a request for the naming of an Academic Unit made in accordance with this policy merits further consideration by the full Board of Trustees, the *President Pro Tempore* shall forward a copy of the naming request, together with copies of any other relevant information and documentation, to each other member of the Board of Trustees. Naming requests may also be made directly by any member of the Board of Trustees by providing notice to each of the other members of the Board of Trustees.

**APPROVAL OF NAMING REQUESTS**

Upon the receipt of a naming request made in accordance with the preceding paragraph of this policy, the naming proposal shall be placed on the agenda for the next meeting of the Board of Trustees for which the agenda has not yet been fixed. Approval by the Board of Trustees of any naming request shall be by written ballot in an open session of the Board of Trustees and shall require the positive vote of not less than seventy-five percent (75%) of the members of the Board of Trustees entitled to vote on such matter who are present at the meeting at which such vote is held. For the avoidance of doubt, all authority regarding the naming of any Academic Unit shall be held exclusively by the Board of Trustees and may not be delegated to any other person, body, department, or committee.

ADOPTED: June 7, 1999

REVISED: September 16, 2005

REVISED: June 19, 2009

REVISED: April 20, 2012

REVISED: April 16, 2021

#### **D-5. NAMING OF BUILDINGS AND OTHER UNIVERSITY FACILITIES AND AREAS POLICY**

Along with the naming of major academic units and programs, the Board of Trustees considers the naming of buildings and other physical facilities within the University to be among the highest honors that the University can bestow. In order to preserve the integrity of this significant honor, it is the Board of Trustees' policy that the naming of any building, stadium, road, edifice, room, outdoor space, or other similar structure or area within or around any University property (each, an "Auburn Facility") be reserved for the recognition of exceptional contributions to the University, such as meritorious service, significant personal and/or professional contributions to the University, or substantial financial commitments. In the case of naming honors bestowed on the basis of financial commitments that are designated to support a specific Auburn Facility, preference will generally be in favor of granting naming honors to the specific Auburn Facility for which such gift is designated; *provided, however*, that nothing shall require that naming rights to be limited to any such Auburn Facility.

#### **SUBMISSION OF NAMING REQUESTS**

Requests for the naming of any Auburn Facility shall (a) first be submitted to the appropriate head(s), dean(s), and director(s) (or their functional equivalents) of each impacted Auburn Facility for their consideration and approval, (b) upon approval by the foregoing, to the Provost, the Executive Vice President, and the Senior Vice President for Advancement for further consideration and approval, (c) upon approval by the foregoing, to the University President for further consideration, and (d) upon approval by the foregoing, to the *President Pro Tempore* for further consideration and recommendation to the full Board of Trustees.

Upon concurrence by the *President Pro Tempore* that a request for the naming of an Auburn Facility made in accordance with this policy merits further consideration by the full Board of Trustees, the *President Pro Tempore* shall forward a copy of the naming request, together with copies of any other relevant information and documentation, to each other member of the Board of Trustees. Naming requests may also be made directly by any member of the Board of Trustees by providing notice to each of the other members of the Board of Trustees.

#### **APPROVAL OF NAMING REQUESTS**

Upon the receipt of a naming request made in accordance with the preceding paragraph of this policy, the naming proposal shall be placed on the agenda for the next meeting of the Board of Trustees for which the agenda has not yet been fixed. Approval by the Board of Trustees of any naming request shall be by written ballot in an open session of the Board of Trustees and shall require the positive vote of not less than seventy-five percent (75%) of the members of the Board of Trustees entitled to vote on such matter who are present at the meeting at which such vote is held. For the avoidance of doubt, all authority regarding the naming of any Auburn Facility shall be held exclusively by the Board of Trustees and may not be delegated to any other person, body, department, or committee.

Unless the Board of Trustees expressly provides to the contrary, in no event shall a naming made pursuant to this policy extend beyond the useful life of the Auburn Facility, as such useful life is determined by the Board of Trustees in its sole discretion.

ADOPTED: November 7, 2003

REVISED: September 16, 2005

REVISED: June 19, 2009

REVISED: April 16, 2021

#### **D-6. NAME REMOVAL AND CONTEXTUALIZATION POLICY**

The Board of Trustees recognizes that names of University buildings and other structures are a reflection of Auburn's enduring traditions and values and advance contextual learning of the University's distinct culture.

When conducting an evaluation on potential removal of a name or contextualization of a building or structure, the Board will endeavor to ensure the University's physical environment supports the University's values as reflected in the Auburn Creed and is consistent with Auburn's mission to improve the lives of the people of Alabama, the nation, and the world through forward-thinking education, life-enhancing research, extension, scholarship, and selfless service.

The Board and/or any working group appointed by the Board to evaluate the potential removal of a name of a building and/or structure shall take a disciplined, consistent and comprehensive approach to the evaluation, including thorough consideration to the following:

1. The holistic legacy of the namesake under consideration and whether it is consistent with or contradicts the University's mission and the Auburn Creed. Name removal should be an exceptional event with the presumption against such removal when the naming is for someone who made significant, lasting and/or unique contributions.
2. The University's obligations, as an academic institution of higher education, to recognize and contextualize history. In applying this factor, the Board should consider whether preservation of an accurate portrayal of history is best served by removing a name or by placing the existing name in historical context to further the important mission of educating students and the public.
3. The role that the building or memorial plays in forming community at the University. As the Board evaluates the way the institution utilizes the named structure (e.g. as a residence hall, an academic building, an athletics facility, etc.), it should consider the impact of history and context on the campus environment and promote challenging conversation, which is a healthy component of the academic process.
4. The length of time since the building and/or structure under consideration was named.

The Board appointed a special Task Force to conduct a thorough evaluation of all University buildings or structures named prior to adoption of this Policy ("Currently Named Buildings or Structures"). The Task Force has been asked to evaluate all Currently Named Buildings or Structures utilizing the four criteria above. The Task Force will present recommendations for removal of a name and/or contextualization of Currently Named Buildings or Structures, if any, to the Board for consideration. The recommendation of the Task Force with the approval of the full Board of Trustees will be final and complete regarding all existing buildings unless the Board becomes aware of significant negative facts directly related to the namesake that may occur after the passage of this Policy.

This Policy shall also apply to name removal considerations for buildings named after the effective date of this Policy. When evaluating buildings or structures for consideration hereunder, the Board will consider facts that were not known at the time of the original naming or that occurred subsequent to the original naming of such building or structure. The purpose of this disciplined approach is to apply holistic criteria consistent with Auburn's objective to make an informed decision on any name removal.



ADOPTED: November 20, 2020  
REVISED: April 16, 2021

### **D-7. TREE PRESERVATION POLICY**

The University is committed to responsible stewardship of all natural resources and, as part of that responsibility, the Board of Trustees has adopted this policy regarding the preservation of trees on property owned by the University. In recognition of the University's land-grant traditions and expertise in the fields of forestry and agriculture, it is essential that the University lead by example in its efforts to preserve and renew these invaluable natural assets which not only enhance the beauty of our campuses, but which also contribute to the health and overall wellbeing of the University's faculty and students, as well as those within the surrounding communities.

#### **DEVELOPMENT OF MASTER LANDSCAPING PLAN**

The Board of Trustees shall direct the development and adoption of a master landscaping plan for each University campus (each, a "Master Landscaping Plan"). Each Master Landscaping Plan shall show the location, species, and size of existing trees and of new trees to be planted on and around the relevant campus and shall otherwise be consistent with the provisions of this policy. The Board of Trustees may also direct the establishment of a budget and the solicitation of financial gifts and memorials to fund this policy and the implementation of each Master Landscaping Plan.

In recognition of the fact that trees are a living and growing resource that appreciate over a long growth process and which have an indeterminate life span, the following tenets are to be incorporated into each Master Landscaping Plan:

- trees will be maintained, preserved, and protected at all times;
- trees may only be considered for removal in accordance with this policy;
- trees may only be removed in accordance with this policy; and
- where feasible, trees that are removed shall be replaced.

#### **MAINTENANCE, PRESERVATION, AND PROTECTION OF TREES**

Every reasonable effort should be made to maintain, preserve, and protect trees and to keep them pruned, stabilized, and free from damage from the elements and disease. Efforts should also be made to limit the removal of trees from construction sites (including roads, buildings, and other facilities), which efforts shall include the following: (a) the University Architect shall work with project architects, engineers, and other relevant landscape architects to limit tree removal through appropriate site selection and development; (b) all construction plans and specifications shall require the identification of the trees to be protected as well as the construction of protective barriers around protected trees which shall be maintained during the construction; and (c) meaningful monetary penalties shall be imposed for the destruction, removal, or damage of such protected trees. In the event that removal of any tree is necessary in connection with any construction project, efforts should be taken to plant a suitable replacement tree in a nearby location. Notwithstanding the foregoing or anything to the contrary herein, no tree may be removed from any University property other than in accordance with this policy and the applicable Master Landscaping Plan(s).

#### **CIRCUMSTANCES WARRANTING CONSIDERATION OF TREE REMOVAL**

Though the preference should generally be to eliminate or minimize the need for tree removal in all circumstances, there may occasionally be circumstances that give rise to a need to remove one or more trees. Accordingly, a tree may be considered for removal if the tree:

- is determined to be dead or diseased beyond reasonable preservation (e.g., as may be evidenced by a lack of healthy, living foliage during its normal growing season);
- constitutes a safety hazard to person or property based its location or condition;
- is likely to cause an obstruction or hazard to overhead or underground utility lines;
- is contributing to preservation and/or maintenance of any adjacent facility, including by accelerating or contributing to the deterioration of any such facility;
- has been damaged to the extent it is unsafe or unsightly in appearance;
- is located in a manner that interferes with construction or site-development; or
- is determined to warrant removal for any other appropriate reason.

Determinations regarding the above criteria should be made by the University's Director of Landscape Services; *provided, however*, that other appropriate facilities personnel and professionals may be consulted as appropriate.

### PROCEDURES FOR TREE REMOVAL

Upon determining that a tree warrants consideration for removal in accordance with this policy, the Director of Landscape Services shall submit a written recommendation for the removal of such tree to the Associate Vice President of Facilities Management (the "Vice President of Facilities"), with respect any tree on the Auburn University campus, or to the Director of Physical Plants, with respect to at the Auburn Montgomery campus, who shall approve or disapprove the recommendation. In addition to identifying the location of each tree proposed for removal, the recommendation of the Director of Landscape Services shall also indicate whether a replacement tree should be planted (including the reasons for why a replacement tree is not needed if such determination is made) as well as the proposed located and species of any propose replacement tree.

Each campus shall maintain a "Tree Preservation Committee" to review requests for tree removals, and each such committee shall consist of three (3) individuals appointed by the University President, with respect to the Auburn University campus, or by the Chancellor of Auburn Montgomery, with respect to the Auburn Montgomery campus. Tree removal requests described in the preceding paragraph shall be submitted to the appropriate Tree Preservation Committee who shall then review and make a decision upon each such request. Each Tree Preservation Committee is authorized to hold review meetings in-person or by telephone or internet conference, as appropriate based on the relevant circumstances. If a Tree Preservation Committee decides in favor of removal of any tree, in each case acting pursuant to the written, majority decision of such committee, it shall forward it's decision to the University President who may then (a) authorize the removal of such tree and the planting of any replacement trees, as applicable, or (b) overrule such decision, in which case the relevant tree shall not be removed.

### PROCEDURES FOR TREE REPLACEMENT AND OTHER TREE PLANTINGS

Notwithstanding anything to the contrary herein, it shall be the general policy of the University to plant a replacement tree following the removal of any tree unless there is good reason exists for not doing so. The location and species of any tree planted on University property – whether in replacement of a tree that has been removed or otherwise – shall be done only in accordance with the applicable Master Landscaping Plan. In all cases, particular care should be taken to avoid the planting of any tree that would interfere with the applicable Campus Master Plan, including any such interference with current or future designated or proposed building sites, utility locations, or street locations.

### EXCEPTIONS TO POLICY

While this policy shall be followed in the vast majority of cases, unique circumstances may occasionally arise warranting exceptions or deviations from this policy including, without limitation, situations where the safety or preservation of persons or facilities require immediate removal (e.g., trees at imminent risk of falling onto buildings, trees impacted by storm systems or other natural disasters, etc.). Without limiting the foregoing, no additional approval or authorization shall be required under this policy to remove a tree which was recently planted in accordance with this policy but which has failed to survive; *provided, however*, that a new tree of the same species must be promptly planted in substantially the same location as the removed tree.

ADOPTED: March 26, 1990

REAFFIRMED: June 19, 2009

AMENDED: April 16, 2021

#### **D-8. REAL ESTATE SALE AND LEASE POLICY**

This policy establishes the limited circumstances in which the Board of Trustees will consider the potential sale or other disposition of real property owned by the University.

##### **CIRCUMSTANCES FOR SELLING REAL ESTATE**

As a significant capital asset of the University, real property should only be sold under the following circumstances, in each case subject to the prior approval of the Board of Trustees:

- the University no longer utilizes the real property;
- the real property is not needed to carry out the mission of the University;
- the costs of maintaining the real property exceeds its production of income, its benefit to the University, or the short-term and long-term costs of leasing or purchasing substitute real property;
- the property can be better utilized for industrial and business expansions by the private sector, thereby creating jobs and benefits for the citizens for the State of Alabama that outweigh the benefit of the continued ownership of the real property by the University;
- applicable law, regulations, or rules require that the real property be used for different public purposes;
- the sale was directed by the donor of the real property as a condition to the initial conveyance of the real property to the University, pursuant to which the University knowingly accepted conveyance of the real property; or
- the Board of Trustees, in its sole discretion, determines the sale or other disposition of such real property to be in the best interests of the University.

Unless specific circumstances warrant otherwise, the proceeds from the sale of any real estate by the University should, in the absence of a directive made at the time of the initial contribution by the original donor that the proceeds from a future sale of the contributed property be applied to a specific University program or purpose, be placed in the General Endowment Funds of the University for subsequent use in carrying out the mission of the University; *provided, however*, that the Board of Trustees will give consideration to the campus, college, school, program, department, or organization for which the real property was primarily used or designated prior to the sale when determining how to utilize the proceeds from the sale of any such real property.

Notwithstanding the foregoing or anything to the contrary herein, real property should not be sold for the purpose of funding the ordinary operating expenses of the University absent extraordinary circumstances.

**PROCEDURES FOR THE SALE OR LEASE OF  
UNIVERSITY-OWNED REAL ESTATE**

The following procedures will apply to the proposed sale or lease of any interest in any real property owned by the University (each, a "Disposition"), in each case except to the extent otherwise required or prohibited pursuant to applicable law with respect to such Disposition:

1. Dispositions may be initiated by individual solicitation or by advertisement for proposals, in each case upon the recommendation of the University President, the Chief Financial Officer, and other appropriate University administrators, as applicable, and the submission of such recommendation to the Board of Trustees for review and approval. The recommendation to the Board of Trustees should include a written summary of all relevant facts known by the University administrators submitting the recommendation, in each case to the extent that such facts are likely to be material to the evaluation of the proposed Disposition.
2. Upon receipt of any recommendation for a proposed Disposition, the proposal shall first be reviewed by the Property and Facilities Committee of the Board of Trustees and the Executive Committee of the Board of Trustees who may then submit the proposal to the full Board of Trustees for final review and approval.
3. Approval by the Board of Trustees is required prior to (a) making any Disposition, or (b) entering into any contract or other binding obligation to make any Disposition, or that would require any payment by, or impose any penalty upon, the University if it does make a Disposition.
4. Without limiting the foregoing, efforts should be made to obtain written offers for Dispositions which should, to the extent possible, afford the University a period to complete the Disposition that is not less than sixty (60) days following approval of the Disposition by the Board of Trustees.
5. Except as otherwise set forth in the following paragraph, all Dispositions for aggregate consideration in excess of \$20,000 shall be made by advertised public auction or publicly sought sealed bid unless the Board of Trustees determines it to be in the best interests of the University to effect the Disposition in an alternative manner.
6. Notwithstanding anything to the contrary in the preceding paragraph, in those cases in which it can be economically justified and it is deemed to be in the best interest of the University to offer the real property for sale or lease through a listing with a duly licensed real estate broker who shall publicize the offer in accordance with customary practices or through negotiation after publicly announced requests for proposals to sell or lease the property are made, the University may do so, provided that a written declaration setting forth the specific reasons why it is deemed to be in the best interest of the University to make specific sale or lease in question in such manner is made by the University President, and subsequently ratified by the Board of Trustees, and a copy of such declaration and the Board of Trustees' ratification thereof shall be retained and made a part of the permanent file and shall be open to public inspection.
7. Unless otherwise specified by the Board of Trustees in any resolution approving the Disposition, the sale of any real property by the University shall be conveyed only by statutory warranty deed or quitclaim deed.

8. Unless otherwise approved by the Board of Trustees: (a) all payments to the University in connection with a Disposition must be made in cash or cash equivalents; and (b) the University shall not pay for the costs of title insurance, surveys (except as required for other University purposes), or loan discounts in connection with any Disposition; *provided, however*, that in connection with the sale of any interest in any real property, the University may agree to pay or otherwise be responsible for (i) preparing the deed pursuant to which such property will be conveyed to the purchaser, and (ii) any curative title work required in order to deliver good and marketable title to the purchaser.
9. Subject to compliance with the other provisions of this policy and any applicable law, all reasonable efforts should be undertaken to maximize the consideration to be received by the University in connection with any proposed Disposition, in each case taking into account the relevant facts and circumstances.
10. One (1) MAI appraisal prepared by a duly licensed real estate appraiser (each, a “Qualified Appraisal”) prepared within six (6) months of the date of the proposed Disposition must be obtained prior to any Disposition involving (a) aggregate consideration in excess of \$1,000,000, or (b) real property with an estimated fair market value in excess of \$1,000,000.
11. Two (2) Qualified Appraisals dated within six (6) months of the proposed Disposition must be obtained prior to any Disposition involving (a) aggregate consideration in excess of \$2,000,000, or (b) real property with an estimated fair market value in excess of \$2,000,000; *provided, however*, that in instances where the values determined by the two (2) Qualified Appraisals differ by more than twenty percent (20%), a third Qualified Appraisal shall be obtained.
12. Any appraisals (including, without limitation, any Qualified Appraisals) obtained by or on behalf of the University (a) shall be deemed confidential and shall be the property of the University, (b) shall be furnished to the Board of Trustees and relevant University staff that require access to such information in connection with the evaluation of the proposed Disposition, and (c) unless otherwise required by applicable law, should not be disclosed to any prospective purchaser or other person without the prior approval of the Board of Trustees.
13. The fair market value of any property for which a Qualified Appraisal is obtained will be deemed to be the average value of all of the Qualified Appraisals obtained with respect to such property.
14. Dispositions involving aggregate consideration that is less than eighty percent (80%) of the fair market value of the relevant real property will not be approved absent compelling circumstances supporting the consideration (e.g., a lack of marketability, defects or issues with the property, or the cost to the University of continuing to own the property) as determined in the Board of Trustees’ discretion.
15. Upon approval of an Disposition by the Board of Trustees, the Chief Financial Officer will submit the file to the Office of General Counsel for preparation and review of the appropriate transfer documents which, unless otherwise specified in the Board of Trustees’ approving resolution, shall include the following the warranty deed and any other documents or instruments required to be executed or delivered in connection with the Disposition.

16. Following preparation and/or review of the conveyance documents by the Office of General Counsel, the conveyance documents shall be submitted to the University President for final approval and execution.
17. Following final approval of the conveyance documents, the Office of General Counsel will cause the Disposition to be closed and will submit, or cause to be submitted, the original conveyance and closing documents for recording and processing by the relevant governmental authorities, and the Chief Financial Officer will give appropriate notice to the relevant taxing authorities for the jurisdictions in which such real property is located.
18. Following the completion of each Disposition, all relevant records shall be maintained in accordance with the requirements of Policy D-10 (entitled "Real Estate Records Policy").

ADOPTED: March 26, 1990

REVISED: March 29, 1996

REVISED: April 11, 2004

REAFFIRMED: June 19, 2009

REVISED: April 16, 2021



### **D-9. REAL ESTATE EXCHANGE POLICY**

This policy establishes the limited circumstances in which the Board of Trustees will consider the potential exchange or other similar disposition of real property owned by the University.

#### **CIRCUMSTANCES FOR EXCHANGING REAL ESTATE**

As a significant capital asset of the University, real property should only be exchanged under the following circumstances, in each case subject to the prior approval of the Board of Trustees:

- the University no longer utilizes the real property;
- the real property is not needed to carry out the mission of the University;
- the costs of maintaining the real property exceeds its production of income, its benefit to the University, or the short-term and long-term costs of leasing or purchasing substitute real property;
- the existing property can be better utilized for industrial and business expansions by the private sector, thereby creating jobs and benefits for the citizens for the State of Alabama that outweigh the benefit of the continued ownership of the real property by the University;
- applicable law, regulations, or rules require that the real property be used for different public purposes;
- the exchange was directed by the donor of the real property as a condition to the initial conveyance of the real property to the University, pursuant to which the University knowingly accepted conveyance of the real property; or
- the Board of Trustees, in its sole discretion, determines the exchange of such real property to be in the best interests of the University.

#### **PROCEDURES FOR THE EXCHANGE OF UNIVERSITY-OWNED REAL ESTATE**

The following procedures will apply to the proposed exchange of any interest in any real property owned by the University (each, an “Exchange”), in each case except to the extent otherwise required or prohibited pursuant to applicable law with respect to such Exchange:

1. Exchanges may be initiated by individual solicitation or by advertisement for proposals, in each case upon the recommendation of the University President, the Chief Financial Officer, and other appropriate University administrators, as applicable, and the submission of such recommendation to the Board of Trustees for review and approval. The recommendation to the Board of Trustees should include a written summary of all relevant facts known by the University administrators submitting the recommendation, in each case to the extent that such facts are likely to be material the evaluation of the proposed Exchange.

2. Upon receipt of any recommendation for a proposed Exchange, the proposal shall first be reviewed by the Property and Facilities Committee of the Board of Trustees and the Executive Committee of the Board of Trustees who may then submit the proposal to the full Board of Trustees for final review and approval.
3. Approval by the Board of Trustees is required prior to (a) making any Exchange, or (b) entering into any contract or other binding obligation to make any Exchange, or that would require any payment by, or impose any penalty upon, the University if it does make an Exchange.
4. Without limiting the foregoing, efforts should be made to obtain written offers for Exchange which should, to the extent possible, afford the University a period to complete the Exchange that is not less than sixty (60) days following approval of the Exchange by the Board of Trustees.
5. Unless otherwise specified by the Board of Trustees in any resolution approving the Exchange, the property Exchanged by the University shall be conveyed only by statutory warranty deed or quitclaim deed.
6. Unless otherwise approved by the Board of Trustees the University shall not pay for the costs of title insurance, surveys (except as required for other University purposes), or loan discounts in connection with any Exchange; *provided, however*, that the University may agree to pay or otherwise be responsible for (a) preparing the deed pursuant to which such property will be conveyed to the counterparty, and (ii) any curative title work required in order to deliver good and marketable title to the counterparty.
7. Subject to compliance with the other provisions of this policy and any applicable law, all reasonable efforts should be undertaken to maximize the value of consideration to be received by the University in connection with any proposed Exchange, in each case taking into account the relevant facts and circumstances.
8. One (1) MAI appraisal prepared by a duly licensed real estate appraiser (each, a "Qualified Appraisal") prepared within six (6) months of the date of the proposed Exchange must be obtained prior to any Exchange involving real property with an estimated fair market value in excess of \$1,000,000.
9. Two (2) Qualified Appraisals dated within six (6) months of the proposed Exchange must be obtained prior to any Exchange involving real property with an estimated fair market value in excess of \$2,000,000; *provided, however*, that in instances where the values determined by the two (2) Qualified Appraisals differ by more than twenty percent (20%), a third Qualified Appraisal shall be obtained.
10. Any appraisals (including, without limitation, any Qualified Appraisals) obtained by or on behalf of the University (a) shall be deemed confidential and shall be the property of the University, (b) shall be furnished to the Board of Trustees and relevant University staff that require access to such information in connection with the evaluation of the proposed Exchange, and (c) unless otherwise required by applicable law, should not be disclosed to any prospective purchaser or other person without the prior approval of the Board of Trustees.
11. The fair market value of any property for which a Qualified Appraisal is obtained will be deemed to be the average value of all of the Qualified Appraisals obtained with respect to such property.

12. Exchanges involving aggregate consideration that is less than eighty percent (80%) of the fair market value of the relevant real property to be transferred by the University will not be approved absent compelling circumstances supporting the consideration (e.g., a lack of marketability, defects or issues with the property, or the cost to the University of continuing to own the property) as determined in the Board of Trustees' discretion.
13. Upon approval of an Exchange by the Board of Trustees, the Chief Financial Officer will submit the file to the Office of General Counsel for preparation and review of the appropriate transfer documents which, unless otherwise specified in the Board of Trustees' approving resolution, shall include the following the warranty deed and any other documents or instruments required to be executed or delivered in connection with the Exchange.
14. Following preparation and/or review of the conveyance documents by the Office of General Counsel, the conveyance documents shall be submitted to the University President for final approval and execution.
15. Following final approval of the conveyance documents, the Office of General Counsel will cause the Exchange to be closed and will submit, or cause to be submitted, the original conveyance and closing documents for recording and processing by the relevant governmental authorities, and the Chief Financial Officer will give appropriate notice to the relevant taxing authorities for the jurisdictions in which such real property is located.
16. Following the completion of each Exchange, all relevant records shall be maintained in accordance with the requirements of Policy D-11 (entitled "Real Estate Records Policy").

ADOPTED: June 17, 2005

REAFFIRMED: June 19, 2009

REVISED: April 16, 2021

#### **D-10. REAL ESTATE ACQUISITION POLICY**

The following policy establishes the procedures to be following with respect to any proposed purchase or other acquisition of real property by the University (each, an "Acquisition"):

1. Acquisitions may be initiated by individual solicitation or by advertisement for proposals, in each case upon the recommendation of the University President, the Chief Financial Officer, and other appropriate University administrators, as applicable, and the submission of such recommendation to the Board of Trustees for review and approval. The recommendation to the Board of Trustees should include a written summary of all relevant facts known by the University administrators submitting the recommendation, in each case to the extent that such facts are reasonably likely to be material to the evaluation of the proposed Acquisition.
2. Upon receipt of any recommendation for a proposed Acquisition, the proposal shall first be reviewed by the Property and Facilities Committee of the Board of Trustees and the Executive Committee of the Board of Trustees who may then submit the proposal to the full Board of Trustees for final review and approval.
3. Notwithstanding anything to the contrary herein, approval by the Board of Trustees is required prior to (a) making any Acquisition, or (b) entering into any contract or other binding obligation to make any Acquisition, or that would require any payment by, or impose any penalty upon, the University if it does make an Acquisition.
4. Without limiting the foregoing, efforts should be made to obtain written offers for Acquisitions which should, to the extent possible, afford the University a period to complete the Acquisition that is not less than sixty (60) days following approval of the Acquisition by the Board of Trustees.
5. Unless otherwise specified by the Board of Trustees in any resolution approving the Acquisition, all Acquisitions shall be by general warranty deed, free and clear of any encumbrances other than those, if any, expressly permitted in the authorizing resolution.
6. One (1) Qualified Appraisal dated within six (6) months of the proposed Acquisition must be obtained prior to any Acquisition involving (a) aggregate consideration in excess of \$1,000,000, or (b) real property with an estimated fair market value in excess of \$1,000,000.
7. Two (2) Qualified Appraisals dated within six (6) months of the proposed Acquisition must be obtained prior to any Acquisition involving (a) aggregate consideration in excess of \$2,000,000, or (b) real property with an estimated fair market value in excess of \$ 2,000,000; *provided, however*, that in instances where the values determined by the two (2) Qualified Appraisals differ by more than twenty percent (20%), a third Qualified Appraisal shall be obtained.
8. Any appraisals (including, without limitation, any Qualified Appraisals) obtained by or on behalf of the University (a) shall be deemed confidential and shall be the property of the University, (b) shall be furnished to the Board of Trustees and relevant University staff that require access to such information in connection with the evaluation of the proposed Acquisition, and (c) unless otherwise required by applicable law, should not be disclosed to any prospective seller or other person without the prior approval of the Board of Trustees.

9. The fair market value of any property for which a Qualified Appraisal is obtained will be deemed to be the average value of all the Qualified Appraisals obtained with respect to such property.
10. Acquisitions involving aggregate consideration in excess of the fair market value of the relevant real property will not be approved absent compelling circumstances supporting the consideration (e.g., the uniqueness, location, or importance of the relevant real property to carrying out the mission of the University) as determined in the Board of Trustees' discretion.
11. In the case of Acquisitions by bequest or gift, all relevant documents shall be reviewed by the Office of the General Counsel and the University President, and the results of such review shall be reported to the Property and Facilities Committee of the Board of Trustees.
12. Upon approval of an Acquisition by the Board of Trustees, the Chief Financial Officer will submit the file to the Office of General Counsel for preparation and review of the appropriate transfer documents which, unless otherwise specified in the Board of Trustees' approving resolution, shall include the following: (a) the warranty deed; (b) title insurance; and (c) a legal opinion of outside counsel as to the relevant legal matters necessary to ensure that indefeasible title to the real property will be vested in the University.
13. Following preparation and/or review of the conveyance documents by the Office of General Counsel, the conveyance documents shall be submitted to the University President for final approval and execution.
14. Following final approval of the conveyance documents, the Office of General Counsel will cause the Acquisition to be closed and will submit the original conveyance and closing documents for recording and processing by the relevant governmental authorities, and the Chief Financial Officer will give appropriate notice to the relevant taxing authorities for the jurisdictions in which such real property is located.
15. Following the completion of each Acquisition, all relevant records shall be maintained in accordance with the requirements of Policy D-10 (entitled "Real Estate Records Policy").

ADOPTED: March 26, 1990

REAFFIRMED: June 19, 2009

REVISED: April 16, 2021

#### **D-11. REAL ESTATE RECORDS POLICY**

With respect to each parcel of real property owned or leased by the University, the Chief Financial Officer shall prepare and maintain a listing of the following information, as applicable, copies of which shall be furnished to the Property and Facilities Committee of the Board of Trustees at least seven (7) days prior to its annual meeting:

- address (including city, state, and county) where the real property is located;
- a complete description of the real property, including acreage, type of property, improvements located on the land;
- whether such real property is owned or leased, and the name(s) of the grantor (if owned) or the lessor (if leased);
- the year in which the real property was first acquired or leased;
- with respect to leased real estate, the current monthly rental amount, the details of purchase option under the lease, if any, the term of the lease, and all other material terms of the relevant lease;
- the current primary use of the real property;
- all material restrictions and encumbrances impacting the ownership, use, or occupancy of the real property;
- the primary department or division of the University responsible for management of the real property;
- annualized details of any annual revenue produced by, or otherwise received with respect to, the real property;
- annualized summary of any maintenance or repairs made to the real property, as well as the cost each such maintenance or repair; and
- current estimated fair market value of the real property.

#### **SUPPORTING RECORDS PROCEDURES**

Original records concerning real property owned or leased by the University (including, without limitation, conveyance documents, lease agreements, appraisals, surveys, title insurance policies, tax bills, and environmental studies) shall be maintained by the Office of the Chief Financial Officer.

ADOPTED: March 26, 1990  
REAFFIRMED: June 19, 2009  
REVISED: April 16, 2021

**D-12. CONSTRUCTION OF STATUES, MONUMENTS, AND OTHER ITEMS OF RECOGNITION POLICY**

Statues or monuments will be erected on the University property only for persons, entities, or event that has made outstanding, meritorious and long-lasting contributions to the University, or who otherwise have strong connections to the University and have attained the highest level of distinction in their fields of endeavor. Other types of recognitions, including but not limited to plaques and historical markers, will be erected only in recognition of significant events of lasting importance to the University.

**POLICY PROCEDURES**

Requests or proposals for erecting any statue, monument, or other type of permanent display of recognition on the University property must be made in writing to the Vice President for Advancement by the administrative head, dean, director, Vice President, or Provost of the relevant program, school, campus, or other are of the University to which the person being recognized is most closely associated. When the erecting of statues, monuments, or other types of recognition on campus is a part of a private fundraising effort or campaign, all aspects of the fundraising and commemoration process must be included process will be considered including, without limitation, commissioning and building the statue, monument, or other recognition, preparing the erection site, and erecting the piece.

Upon receipt of a request or a proposal described in the preceding paragraph, the Vice President for Development shall review such request or proposal and shall submit a copy of the same, together with its recommendation regarding what action the University should take with respect to such request or proposal, to the University President.

When the request is to place a plaque or similar recognition at the site of a building, structure or other location that has previously been named for, or has otherwise been designated to honor or commemorate, the person, entity, or event to be identified on such plaque by prior action of the Board of Trustees, the University President is authorized to approve the placement of the same without further action of the Board of Trustees. In all other cases, upon receipt of a request or proposal and the recommendation of the Vice President for Development as described in the preceding paragraph, the University President should review and submit a copy of the same, together with its recommendation regarding what action the University should take with respect to such request or proposal, to the *President Pro Tem* of the Board of Trustees.

If, upon receipt and review of the request or proposal and the recommendations of the Vice President for Development and the University President as described in the preceding paragraphs, the *President Pro Tem* of the Board of Trustees concurs that the request or proposal should be submitted to the full Board of Trustees for final review and approval, then the *President Pro Tem* of the Board of Trustees shall forward a copy of the request or proposal, together with the recommendations of the Vice President for Development and the University President and any other relevant or supporting information, to each member of the Board of Trustees for further review, and such item shall be placed on the agenda for the next meeting of the Board of Trustees for which the agenda has not yet been fixed.

Final approval of any statue, monument, or other type of recognition be erected on campus must be obtained by a vote in an open session of at least seventy-five percent (75%) of the members of the Board of Trustees who are present at such meeting and who are entitled to vote on the matter. Notwithstanding the forgoing, issues, concerns, and objections, if any, concerning approving the request or proposal or relating the general reputation and character of any person, entity, or event to be commemorated pursuant to the request or proposal, shall be discussed in an executive session of the

**CONSTRUCTION OF STATUES, MONUMENTS, AND OTHER ITEMS OF RECOGNITION POLICY**

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Board of Trustees. For the avoidance of doubt, no person or entity may promise or make any promise, binding offer, or commitment concerning the erecting of any statue, monument, or other type of recognition that would require approval by the Board of Trustees pursuant to this policy without first obtaining the approval of the Board of Trustees prior to making such promise, binding offer, or commitment regarding the same.

ADOPTED: April 20, 2012

REVISED: April 17, 2015

REVISED: April 16, 2021



## **Section E: Finances**

### **E-1. COMPENSATION POLICY**

The University seeks to attract and retain outstanding faculty, professionals, administrators, and staff by providing total compensation that is competitive in the relevant market considering all appropriate factors. These factors include, but are not limited to, direct compensation provided by peer institutions or groups, any indirect or outside compensation to any employee by any affiliated organization or other related group, relevant cost of living factors, and the available fiscal resources of the University. While ultimate authority for compensation matters rests with the Board of Trustees, the Board of Trustees hereby delegates to the University President the authority to approve employee compensation, subject to these requirements but otherwise without prior approval by the Board of Trustees, except for any arrangement that is subject to Policy B-1 (entitled "Selection of Executive Officers and Other Principal Officials of the University Policy"), which arrangements shall continue to be governed exclusively by the requirements of that policy.

ADOPTED: November 10, 2006

REVISED: November 2, 2007

REAFFIRMED: June 19, 2009

REVISED: November 13, 2013

REVISED: September 25, 2015

REVISED: February 9, 2018

REVISED: April 16, 2021

## **E-2. DEBT POLICY**

### **PURPOSE AND PHILOSOPHY**

This policy sets forth the policies and philosophy of the University regarding debt by establishing a framework to guide decisions regarding the use and management of debt. As the University establishes and fulfills institutional priorities through its strategic planning processes, including through campus master planning, the University will consider utilizing an appropriate mix of financing and funding sources, including state funding, gifts, internal reserves and investments, and external debt. This policy will help ensure that institutional debt capacity is allocated strategically, and that debt levels and the types of debt utilized are maintained at levels that are appropriate and responsible in light of the University's financial strength and risk tolerance.

### **POLICY STATEMENT**

While debt may serve as a valuable source of funding for large capital projects, the amount of debt incurred, and the types of debt maintained, may directly impact the financial health and credit rating of the University. Accordingly, the use of institutional debt should be limited to projects that further to the mission and strategic objectives of the University, and alternative funding sources (e.g., joint ventures, grants, private gifts, real estate development, etc.) should be considered when appropriate to ensure the most advantageous source of funding is used for each project within the context of this policy.

### **POLICY OBJECTIVES**

The primary objective of this policy is to provide a framework for evaluating and periodically reviewing the use of debt within the University in order to:

1. strategically utilize and structure debt within the University to fund mission-critical projects;
2. manage debt within the University in a manner intended to achieve and maintain the highest possible credit rating to ensure that the University is able to issue debt and borrow at favorable rates, which may include interaction with credit rating agencies;
3. establish key financial ratios to provide the Board of Trustees and other key leadership with appropriate feedback and assurances the University's use of credit does not violate established borrowing limits or otherwise exceed the prudent levels of borrowing;
4. optimize the University's debt portfolio as a whole, while also optimizing transactional and project-specific debt by considering and using an appropriate mix of debt and other funding sources to minimize the cost of capital while maintaining appropriate exposure to changes in interest rates and market exposure; and
5. delineate and assign responsibilities for the implementation, management, and oversight of the matters relevant to this Debt Policy.

### PROCEDURES AND GUIDELINES

In evaluating each potential project, the purpose, affordability and capital needs, timing, risk management, and financial structure of the relevant project should be evaluated to determine the best utilization and management of debt, if any, in connection with such project. While the Board of Trustees retains ultimate discretion to approve or deny any proposed use of debt, the Board of Trustees will generally consider the following non-inclusive list of criteria in reaching its decision:

1. Projects considered for debt-financing must have a defined, supportable plan of total funding (accounting for both construction and operating costs) approved by senior leadership and by the Board of Trustees, and all relevant matters regarding debt-funding must, to the extent possible, be made prior to commencement of the proposed project.
2. All projected revenues, expenses, and related cost savings should be estimated conservatively and realistically with appropriate buffers for likely and remote risks and changes.
3. No more than twenty percent (20%) of the aggregate funds generated by the University from tuition increases should be designated for annual debt service.
4. The use of debt should only be approved for projects that the Board of Trustees determines will directly or indirectly support and further the mission and strategic objectives of the University, and preference will be afforded to the highest priority projects, as determined by the Board of Trustees.
5. To the extent possible, bond financing should be coordinated in a manner that accommodates financing multiple projects in a single issuance in order to reduce borrowing costs.
6. Overall debt should be limited to a level that, when viewed in the context of the current and future strategic objectives of the University, is intended to optimize long-term creditworthiness.
7. The University's borrowing capacity (including the levels and affordability of existing and future debt), together with the overall financial condition and performance of the University, should be routinely evaluated and monitored through regular reviews of (i) appropriate financial ratios; (ii) public ratings; (iii) the merits and feasibility of projects being financed, or currently under consideration for financing; and (iv) other relevant industry data such as comparison to other similarly-situated institutes of higher-education.
8. When evaluating existing debt and/or issuing or considering the issuance of new debt, an analysis should be undertaken to evaluate the costs and benefits of various financing and liquidity options, as well on the impact of the available options on the University's credit rating and the cost of any future borrowing to the extent ascertainable, in order to utilize the lowest cost sources of financing, in the aggregate, across the University.
9. Portfolio allocation to variable-rate debt will have an appropriate relationship to short-term liquid assets and should not exceed fifty percent (50%) of total institutional debt; *provided, however*, that allocations to variable-rate debt may be managed or adjusted through the issuance of new debt, refinance and alternative re-funding opportunities, and/or the use of interest rate swaps and other derivative products such as caps and collars, in each case subject to the Board of Trustees' approval of the appropriateness of such products in light of the University's overall

objectives and risk tolerances regarding debt products; *provided, however*, that the Board of Trustees will not approve the use of any hedging, swaps, or other derivative products without first undertaking a thorough analysis of the relevant tax, interest rate, liquidity, counterparty, and basis risk factors and consequences, as well as any other matters that may impact the institutional risk to the University.

10. Annual interest and amortized principal payments for all debt will be reflected and accounted for in the annual operating budget, or in specific designated or restricted funds reflected in the appropriate budget, as applicable.
11. The University will regularly monitor current and future potential refinancing and re-funding opportunities with respect outstanding debt to identify situations where the net present value of refinancing or re-funding existing debt may be positive, or where such opportunity is reasonably expected to further the other financial objectives of the University (e.g., increases to cash flow, reducing reserve requirements, obtaining payment relief, realizing administrative efficiencies, etc.); *provided, however*, that all such opportunities must be approved by the Board of Trustees and consistent with the mission of the University.
12. The University will invest bond proceeds appropriately to achieve the highest return that is consistent with the mission and overall risk tolerance and debt profile of the University, in each case subject to all applicable arbitrage restrictions and limitations.

#### DEBT RATIOS, PROJECT CONSIDERATION GUIDELINES

In order to provide a clear, high-level assessment of the overall financial health of the University over time, the following ratios shall be regularly computed, evaluated, and reported to the Board of Trustees for review in accordance with this policy.

1. Primary Reserve Ratio.
  - Expendable Net Position/Total Expenses – This ratio provides a snapshot of the University’s financial strength and flexibility. A positive ratio, or an increasing trend over time, may indicate increasing strength in financial condition.
2. Viability Ratio.
  - Expendable Net Position/Long Term Debt – This ratio measures the University’s availability of expendable net position to cover debt. A strong viability ratio is one measure of the University’s ability to respond to adverse conditions, attract capital from external sources, and maintain flexibility to fund new objectives.
3. Return on Net Position Ratio.
  - Change in Net Position/Total Assets – This ratio measures total economic return and can be used to indicate positive and negative changes to the University’s financial position over time.

4. Net Income Ratio.

- Change in Unrestricted Net Position/Total Unrestricted Revenue – This ratio measures success of financial operations for a given year.

When taken together and considered with other relevant financial data, the above ratios help provide insight on the overall health of the University's debt load. Caution should be taken to avoid overreliance on any single ratio viewed in isolation, and adjustments to these ratios may be appropriate in various circumstances, such as adjustments to reflect computations used by rating agencies or credit bureaus, and attention should be paid to consistency between computations.

**ASSIGNMENT OF RESPONSIBILITIES**

The University President and the Executive Vice President are directly responsible for all matters relating to approved capital debt issuances and debt management. The authority to execute such documents and other instruments in connection with approved debt activities is delegated to the Vice President for Business and Finance and the Chief Financial Officer.

The Associate Vice President for Facilities Management and the University Architect will share primary responsibility in estimating and defining project costs and obtaining the Board of Trustees' approval of projects involving the incurrence or issuance of any indebtedness, and these offices will work with the Executive Vice President, Vice President for Business and Finance, Chief Financial Officer, and Vice President for Development to explore the most advantageous funding options for each proposed project.

The Vice President for Business and Finance or designee will coordinate with the Associate Vice President for Facilities Management to oversee the capital budgeting and funding plans for Major Projects.

The Vice President for Business and Finance, or its designees, will work with the Controller, Bond Counsel, Facilities, and other appropriate parties to prepare and review the documents and filings necessary for any bond issuance or any review or visit by rating agency.

The Controller's Office will maintain a schedule of current and forecasted debt and associated payment of principal, interest, and fees. The Controller will provide debt service budgets in the annual budget process and individually to all campus units which are assessed debt service, as well as computing the ratios required under this policy. The Controller's Office is also responsible for the accounting, reporting and other disclosures, monitoring compliance with covenants and private use issuances, and arbitrage calculations associated with existing debt issuances.

The Office of Cash Management and Treasury will have responsibility for investing unspent bond funds according to applicable University policies (including this policy) in order to achieve the highest return that is consistent with the mission and overall risk tolerance and debt profile of the University, in each case subject to all applicable arbitrage restrictions and limitations.

For the avoidance of doubt and notwithstanding anything to the contrary in this policy, the University may not issue or incur any indebtedness, nor may it make any material modifications to any indebtedness, without the Board of Trustees' prior approval.

## REPORTING AND REVIEW OF DEBT AND FINANCIAL PERFORMANCE

A annual report containing a detailed summary of the ratios and reporting requirements outlined above, as well as a summary of the University's current and proposed debt financing and any other information that may be requested by the Board of Trustees in connection with its ongoing review and monitoring of use or issuance of debt by the University, or otherwise relating to the overall financial condition of the University, shall be prepared and submitted to the Board of Trustees at least thirty (30) days prior to the Board of Trustees' review of the annual budget for the University, and at such other more frequent intervals as the Board of Trustees may request. In connection with its review and approval of the annual budget, the Board of Trustees will also review and consider for approval an annual capital project plan.

## POLICY REVIEW AND UPDATES

In recognition that creditworthiness, borrowing preferences and costs, risk tolerances, and capital availability may change over time, the Board of Trustees will periodically review and update these policies as the Board of Trustees determines to be necessary or appropriate to ensure that sound debt and financial management practices are maintained across the University at all times, in each instance taking into account the generally accepted practices and standards applied by other similarly-situated colleges and institutions of higher education.

APPROVED: January 31, 2008

REAFFIRMED: June 19, 2009

REVISED: June 10, 2016

REVISED: April 16, 2021

E-3. ENDOWMENT FUND INVESTMENT POLICY

[ATTACHED]



### **E-3. ENDOWMENT FUND INVESTMENT POLICY**

APPROVED: May 13, 2020

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Auburn University, (the “University”), investments will be managed by the Auburn University Foundation (the “Foundation”) Investment Committee and University staff in accordance with the policies established by the Board of Trustees (the “Board”). Policies currently governing significant areas of investment management are based upon actions of the Board of Trustees and the Investment Committee.

## **I. Management of University Investments**

The Board of Trustees has delegated responsibility for the University’s investments to the Foundation Investment Committee, which shall recommend and implement investment policy with regard to asset allocation, manager selection, and portfolio supervision. In order to facilitate communication and reporting between the Board and the Foundation Investment Committee, a member of the Board shall be appointed as a liaison to the Committee and shall serve as a voting non-director on that committee. The liaison reports to the Board the status regarding the University’s investment policies and results; and reports any recommended changes in investment policy to the Board.

### **A. Investment Committee Functions**

1. The Investment Committee’s principal function is to develop and recommend to the Board such investment and investment related policies, as it deems appropriate.
2. No member of the Investment Committee shall have or appear to have a conflict of interest that impairs or appears to impair the member’s ability to exercise independent and unbiased judgment in the good faith discharge of his or her duties.
3. The Investment Committee will review regularly all investments of the University.
4. The liaison to the Investment Committee will make regularly scheduled reports to the Board of Trustees.
5. The Investment Committee recommends to the Board appropriate policies and procedures for custodianship and access to securities held by the funds, as it may deem appropriate.
6. The Assistant Treasurer, or his/her designee, is the Secretary of the Committee and shall keep minutes of the actions of the Committee.
7. The Committee may engage an investment consultant to work with staff, and advise staff and the Committee, on investment management issues including, but not limited to investment strategy, asset allocation, market trends, investment manager and custodian selection, manager and custodian evaluation criteria, investment performance evaluation, and any other appropriate matters.

## **B. Specific Functions of the Investment Committee**

1. Establish investment objectives for the Endowment Pool.
2. Set asset allocation and manager structure policies for the investments.
3. Establish and continue to update the investment policy, and report the recommended changes to the Board.
4. Select, and as appropriate terminate, investment managers, fund custodian, and the investment consultant for the investments.
5. Establish, monitor, and update the investment process.
6. Review investment performance against established objectives.
7. Review, at least annually, investment activity to ensure compliance with investment policy.
8. Establish and propose to the Board, the spending policy for the Endowment Pool.

## **II. Endowment Investment Policy and Guidelines**

The goal for AU's Endowment Pool is to provide a real total return that preserves the purchasing power of the Endowment's assets, while generating an income stream to support the academic activities of the University. The Endowment's real total return will be sought from an investment strategy that provides an opportunity for superior total returns within acceptable levels of risk and volatility.

### **A. Investment Objective**

For the long-term, the primary investment objective for the Endowment Pool is to earn a total return (net of portfolio management fees), within prudent levels of risk, which is sufficient to maintain in real terms the purchasing power of the Endowment's assets and support the defined spending policy.

### **B. Asset Allocation**

To achieve its investment objective, the Fund will allocate among several asset classes with a bias toward equity and equity-like investments due to their higher long-term return expectations. Other asset classes may be added to the Fund to enhance returns, reduce volatility through diversification, and/or offer a broader investment opportunity set.

The domestic equity segments are intended to provide long-term growth and offer high expected real returns and liquidity. The international equity segment is intended to enhance return and control risk by reducing the Funds' reliance on domestic financial markets. Private Equity may provide even higher return potential by focusing on opportunities in less efficient and more illiquid markets. Flexible Capital Strategies are

employed to offer market comparable returns with lower expected volatility. Real Assets provide the portfolio with a diversified hedge against inflation as well as a strong yield component. Fixed income provides stability and protection in deflationary environments. Lastly, Cash provides short-term liquidity and serves as a funding source for distributions and rebalancing.

The Fund will be diversified both by and within asset classes. The purpose of diversification is to provide reasonable assurance that no single security, or class of securities, will have a disproportionate impact on the performance of the total fund. As a result, the risk level associated with the portfolio investment is reduced.

The strategic asset allocation adopted by Board is:

<b>ASSET CLASSES</b>	<b>Target Allocation</b>	<b>Range</b>
<b>Global Public Equity</b>	<b>47.5</b>	<b>37.5 - 57.5</b>
Domestic Equity	29.0	24.0 - 34.0
International Equity	18.5	13.5 - 23.5
<b>Global Private Capital</b>	<b>12.5</b>	<b>8.0 - 16.0</b>
<b>Flexible Capital</b>	<b>15.0</b>	<b>10.0 – 20.0</b>
Absolute Return	7.5	2.5 – 12.5
Global Long/Short	7.5	2.5 – 12.5
<b>Real Assets</b>	<b>12.0</b>	<b>7.0 - 17.0</b>
Natural Resources	6.0	4.0 - 8.0
Real Estate	6.0	4.0 - 8.0
<b>Fixed Income</b>	<b>11.0</b>	<b>8.0 - 16.0</b>
U.S. Treasuries	6.0	4.0 - 10.0
Non-U.S. Government	5.0	4.0 - 6.0
<b>Liquidity Capital</b>	<b>2.0</b>	<b>0.0 - 5.0</b>
<b>TOTAL</b>	<b>100.0</b>	

Auburn University has modeled the expected return and volatility of the portfolio. The assumptions for the endowment's portfolio are included in Appendix 1.

### **C. Asset Allocation Review and Balancing Procedure**

1. The Investment Committee will review the strategic allocation in the seven asset classes, as well as the allocation to various styles of managers within these asset classes, at least annually.
2. Cash flows into and out of the portfolio (i.e., new gifts and spending) shall be allocated in a manner that is consistent with asset allocation policies. Rebalancing the portfolio by means of liquidating assets managed by investment managers will be the exception, and only done, when recommended by the investment consultant. Asset allocation reports will be provided to the Committee on a quarterly basis.

### **D. Manager Selection, Performance Measurement, Monitoring, and Evaluation**

Auburn University seeks managers who demonstrate effective strategies, sustainable advantages, and high-quality organizational structures. The Fund expects its active managers to generate superior, relative risk-adjusted performance, net of all expenses. Passive mandates may be used in more efficient (occasionally in less efficient) segments of the capital markets, for the purpose of gaining market exposure. The committee shall determine the respective maximum allocations to single, active managers.

Attractive firm characteristics include:

- i. strong reputation in the marketplace and a meaningful, high-quality, institutional client base;
- ii. aligned interests (e.g. significant amount of principal/employee dollars invested in the funds);
- iii. stable and experienced professional team and principals/employees own equity in the firm
- iv. controlled growth and a manageable level of assets under management; and
- v. competitive long-term performance among peers
- vi. annual audits by an independent audit firm

Performance (net of fees) will be calculated on a quarterly basis by the consultant.

In addition to reporting time-weighted total returns for each manager and the Pool, a comparison is made with relevant market benchmarks as well as the composite returns for other money managers with similar philosophies to those managers investing for the Pool. Managers should add value above these benchmarks. Reports will include historical data in order to evaluate short-term results against longer-term strategies.

## **E. Guidelines for Corrective Action**

Corrective action should be taken as a result of an ongoing investment managers review process. The following are instances where corrective action or termination may be in order:

1. Major organizational changes in a firm, including any changes in portfolio managers, may require a new contract and interview process. Failure on the part of the Investment Manager to notify the Committee of such changes is grounds for termination. At all times, communication with the managers should be open and informative. Investment managers should be willing and able to meet at least annually with the Committee.
2. Violation of terms of contract constitutes grounds for termination.
3. As part of its overall asset allocation strategy, the Committee will choose managers with certain styles and approaches to provide portfolio diversification. Therefore, it is critical that managers adhere to the original intent of the Committee at the time they are engaged. Any significant changes in investment approach may be grounds for termination.
4. The Committee will not, as a rule, terminate a manager on the basis of short-term performance. If the organization is sound and the firm is adhering to its style and approach, the Committee will allow a sufficient interval of time over which to evaluate performance. The Committee's consultant will provide insight regarding the appropriate length of time. The manager's performance will be viewed in light of the firm's particular style and approach, keeping in mind at all times the Pool's diversification strategy and, as well as, other organizational and relationship issues.
5. Investment managers may be replaced at any time as part of the overall restructuring of the Endowment Pool
6. Other events or circumstances that are deemed to be in the best interest of the University.

## **F. Endowment Spending Policy**

The long-term objective of the endowment spending policy is to maintain the purchasing power of each endowment with the goal of providing a predictable and sustainable level of income to support current operations. Under this policy, spending for a given year equals 80% of spending in the previous year, adjusted for inflation (CPI within a range of 0% and 6%), plus 20% of the long-term spending rate (4.0%) applied to the twelve month rolling average of market values. This spending policy has two implications. First, by incorporating the previous year's spending, the policy eliminates large fluctuations and so enables the University to plan for operating budget needs. Second, by adjusting spending toward a long-term rate of 4.0%, the policy

ensures that spending levels will be sensitive to fluctuating market value levels thereby providing stability in long-term purchasing power.

The annual administrative fee is calculated each year using the spending model described above using a rate authorized by the Board, currently 1.0%.

An example of the spending calculation can be found in Appendix 2.

#### **G. Gift Policy**

It is anticipated that from time to time the University will receive gifts in the form of marketable securities. In such event, the Endowment Investment Office will liquidate the securities as soon as possible. In the event that the securities are restricted from sale for a designated period of time due to regulatory reasons, the University will hold said securities until the restricted period has elapsed and then liquidate the securities as soon as possible thereafter. The University will make no attempt to add value to the Pool by holding gifted securities.

#### **H. Custodian and Depository Activities**

The custodian and depository activities of the endowment pool, including agreements with any banks for the temporary, short-term investment of cash and equivalents will be subject to annual review by the Committee to assure that the University is receiving competitive rates and services.



## Appendix 1

### Asset Allocation Input Assumptions Expected Returns, Risks, and Correlations

	Expected Real Return	Expected Standard Deviation	Domestic Public Equity	Non-U.S. Developed Equity	Emerging Markets	Global Private Equity	Flexible Capital	Natural Resources (Private)	Natural Resources (Public)	Commodities	Real Estate (Private)	Real Estate (Public)	U.S. TIPS	Core Bonds	Long Gov/Corp	High Yield	Municipal Bonds	U.S. Treasuries (5+ Years)	Non-U.S. Government Bonds	Emerging Markets Debt
Domestic Public Equity	6.0	18.0	1.00																	
Non-U.S. Developed Equity	6.0	20.0	0.81	1.00																
Emerging Markets	8.0	26.0	0.69	0.71	1.00															
Global Private Equity	9.8	26.0	0.69	0.60	0.51	1.00														
Flexible Capital	4.5	9.0	0.79	0.72	0.81	0.74	1.00													
Natural Resources (Private)	9.8	28.0	0.27	0.32	0.31	0.30	0.37	1.00												
Natural Resources (Public)	6.8	22.0	0.60	0.64	0.52	0.45	0.59	0.64	1.00											
Commodities	5.0	20.0	0.05	0.17	0.19	0.14	0.20	0.46	0.61	1.00										
Real Estate (Private)	7.8	24.0	0.26	0.30	0.14	0.35	0.17	0.43	0.33	0.25	1.00									
Real Estate (Public)	6.3	22.0	0.57	0.48	0.40	0.35	0.45	0.32	0.47	0.19	0.30	1.00								
U.S. TIPS	0.5	5.0	-0.26	-0.16	-0.01	-0.14	-0.07	0.09	0.01	0.30	0.04	0.10	1.00							
Core Bonds	1.5	6.5	-0.09	-0.09	-0.15	-0.20	-0.08	-0.13	-0.10	-0.10	-0.11	0.10	0.67	1.00						
Long Gov/Corp	2.0	11.0	-0.11	-0.09	-0.17	-0.17	-0.14	-0.16	-0.17	-0.18	-0.10	0.09	0.54	0.90	1.00					
High Yield	4.5	11.0	0.65	0.57	0.63	0.38	0.66	0.31	0.52	0.13	0.12	0.59	0.14	0.08	0.03	1.00				
Municipal Bonds	1.0	7.5	0.01	0.02	-0.01	-0.11	0.06	-0.05	0.02	-0.03	-0.05	0.16	0.67	0.81	0.76	0.24	1.00			
U.S. Treasuries (5+ Years)	1.3	10.0	-0.31	-0.29	-0.35	-0.27	-0.32	-0.24	-0.36	-0.27	-0.14	-0.11	0.47	0.83	0.93	-0.23	0.65	1.00		
Non-U.S. Government Bonds	1.0	10.0	-0.08	0.20	-0.08	-0.10	-0.11	-0.12	0.03	0.11	-0.03	0.02	0.38	0.53	0.48	-0.04	0.40	0.43	1.00	
Emerging Markets Debt	2.8	12.0	0.53	0.68	0.77	0.53	0.62	0.39	0.48	0.42	0.26	0.50	0.34	0.28	0.17	0.61	0.31	-0.11	0.56	1.00
Cash	0.3	2.0	0.04	-0.03	0.03	0.09	0.22	0.12	0.08	0.22	0.15	-0.05	0.11	0.30	0.09	-0.08	0.19	0.11	0.05	0.17

\* Expected returns are for the next 10-15 years; correlations are based on returns from January 1, 1988-September 30, 2018

## *Appendix 2*

### **Sample Spending Calculation**

In accordance with the Auburn University Endowment Fund Investment Policy, the endowment spending is calculated using the following formula:

$$[(80\%)(\text{prior year's distribution})(1+\text{CPI})] + [(20\%)(\text{twelve-month rolling average market values})(4.0\%)]$$

#### **Spending Calculation Example:**

A hypothetical endowment with a \$1,000,000 gift value has a prior year distribution of \$40,000. CPI was 3.4%. The twelve-month rolling average of market values is \$1,080,000.

$$[(.80) (\$40,000)(1+.034)] + [(.20)(\$1,080,000)(.04)] = \$41,728.$$

### *Appendix 3*

**Responsibility Table**

<b>FIDUCIARY LEVEL</b>	<b>WRITTEN INVESTMENT POLICY</b>	<b>WRITTEN INVESTMENT STRATEGY</b>	<b>TACTICAL ALLOCATION AMONG ASSET CLASSES</b>	<b>STRATEGY WITHIN AN ASSET CLASS</b>	<b>MANAGER &amp; FUND SELECTIONS</b>	<b>SECURITY SELECTION</b>
<b>BOARD OF TRUSTEES</b>	APPROVES	INFORMED	INFORMED			
<b>INVESTMENT COMMITTEE</b>	RECOMMENDS	APPROVES	APPROVES	APPROVES	APPROVES	INFORMED
<b>INVESTMENT CONSULTANT &amp; STAFF</b>	RECOMMENDS	RECOMMENDS	RECOMMENDS	RECOMMENDS	RECOMMENDS AND MONITORS	MONITORS
<b>INDIVIDUAL MANAGERS</b>						APPROVES

#### **E-4. FRATERNITY LOAN POLICY**

This policy sets forth the current operating procedures of the University with respect to loan requests received from fraternities sanctioned by the University.

1. The Board of Trustees may make loans, at such times and in such amounts as it determines to be necessary or appropriate, on an individual basis and in the light of resources available in the endowment accounts, to University-sanctioned fraternities for the purpose of constructing, renovating, or purchasing dormitory facilities or comparable housing.
2. The University will attempt to accommodate the needs of existing chapters before financing facilities for new chapters.
3. The requesting fraternity shall first submit its loan request to the University Interfraternity Council (the "Interfraternity Council") which shall review each such loan request and designate the priority of each loan request based upon on need, fiscal soundness of the proposal, and the overall stability of the requesting organization. Following its receipt and review of each loan request, the Interfraternity Council shall submit a report to the University President detailing the items referenced in the preceding sentence as well as its recommendation as to the action the University should take with respect to the loan request.
4. Following its receipt and review of a loan request described in the preceding paragraph, the University President shall submit to the Finance Committee of the Board of Trustees its recommendation as to the action the University should take with respect to the loan request.
5. The maximum principal amount of all outstanding loans to any single fraternity for construction projects shall not, at any time, exceed the lesser of (a) \$500,000 or (b) fifty percent (50%) of the total estimated cost of the underlying construction project(s). Simultaneously with the delivery of its loan request, the requesting fraternity shall provide (i) appropriate documentation justifying the total cost of the construction project, and (ii) a signed certification that the fraternity possesses and has allocated a sufficient amount of the fraternity's funds to complete the proposed project and service all of its debt obligations.
6. Notwithstanding anything to the contrary herein, the aggregate amount of all loans outstanding to the University fraternities may at no time exceed five percent (5%) of the book value of the University's endowment funds.
7. The interest rate charged on loans made to fraternities pursuant to this policy shall be equal to the "WSJ Prime Rate" contained in the most recently published edition of *The Wall Street Journal* newspaper *plus* three percent (3%). In the event that the WSJ Prime Rate ceases to be published or available for any reason, then the University shall supply a substitute rate, the amount of which shall be determined by the Board of Trustees in its sole discretion. All interest rates shall be determined (a) initially, as of the date the date upon which the loan request is approved pursuant to this policy and (b) thereafter, on September 30 every three (3) years following the year of disbursement.
8. The University may impose such conditions, obligations, stipulations, and requirements on the making of any loan hereunder, each as the Board of Trustees determines to be necessary or desirable in order to protect the University and its financial resources. Without limiting the

foregoing, detailed financial reporting requirements will be imposed on any organization receiving a loan hereunder.

ADOPTED: January 25, 1993

REVISED: August 20, 1993

REVISED: August 19, 1994

REAFFIRMED: June 19, 2009

REVISED: April 16, 2021

### **E-5. SELECTION OF EXTERNAL AUDITORS POLICY**

The Board of Trustees deems it to be essential that a qualified, independent third-party public accounting firm prepare and deliver annually a comprehensive audit report as to the accuracy and fair presentation of the University's financial statements. In addition to a formal written report, the external auditors shall meet with the Audit Committee of the Board of Trustees on a yearly basis to report its audit findings and present and discuss other relevant matters of concern.

As a public entity, the Board of Trustees should periodically review the pricing and quality of the audit services being received in order to ensure that the best interests of the University continue to be served by its current audit engagement. To ensure effective periodic reviews, the University shall consider the need to request formal proposal for audit services from its current auditors and other potentially interested parties at the end of each five-year audit cycle.

The following procedures shall be followed in connection with any requests for formal proposals for audit services contemplated by this policy:

1. Approval of the Audit Committee of the Board of Trustees (the "Audit Committee") shall be obtained prior to soliciting proposals for audit services.
2. If the Audit Committee approves the solicitation of proposals for audit services, the Audit Committee shall assemble a sub-committee (the "Audit Firm Selection Committee") to request, receive, review, and evaluate any responsive proposals received. The Audit Firm Selection Committee shall be comprised of appropriate parties appointed by the Audit Committee Chair.
3. The Audit Firm Selection Committee shall (a) identify and request a "Statement of Qualifications" (each, a "SOQ") from each potential audit firm from whom the Audit Firm Selection Committee determines proposals should potentially be solicited; (b) evaluate each returned SOQ and select the audit firms to receive a "Request for Proposals" (each, a "RFP"); (c) draft the RFP and evaluation criteria; (d) send the RFP to the relevant audit firms and receive and review formal responses thereto; (e) hold interviews and receive oral proposal presentations from any or all of the audit firms submitting a RFP; and (f) evaluate the written RFPs and any oral proposals, and submit a report to the Audit Committee containing the Audit Firm Selection Committee's final recommendations.
4. Upon receipt of the Audit Firm Selection Committee's report and final recommendations, the Audit Committee shall select and engage the audit firm that it determines should be chosen and shall provide notices to each of the other finalists that are not selected.

ADOPTED: August 20, 1993

REVISED: June 11, 1998

REAFFIRMED: JUNE 19, 2009

REVISED: April 16, 2021

### **E-6. STUDENT RESIDENCY TUITION POLICY**

For the purpose of assessing fees, applicants shall be classified as Alabama or non-Alabama students. Non-Alabama students are required to pay a non-resident tuition fee.

An Alabama student is a person who shall be a citizen of the United States, or a resident alien, and who shall have resided and had habitation, home, and permanent abode in the State of Alabama for at least twelve (12) consecutive months immediately preceding current registration. In applying this regulation, "applicant" shall mean a person applying for admission to the institution, if applicant is married or nineteen (19) years of age, and financially independent. Otherwise, it shall mean parents, parent, or legal guardian of his/her person. If the parents are divorced, residence will be determined by the residency of the parent to whom the court has granted custody.

A person who establishes a guardianship for purpose of avoiding non-Alabama fees will be subject to non-resident tuition.

No person who moves to Alabama for the primary purpose of attending college shall be considered to have demonstrated intent to establish domicile in the State of Alabama and will generally not be considered eligible for classification as a resident student. Clear and convincing evidence to the contrary must be presented to overcome this presumption.

In determining Alabama student status for purposes of assessing fees, the burden of proof is on the applicant.

### **ADDITIONAL PERSONS ELIGIBLE FOR RESIDENT TUITION**

- A. Military personnel on active duty stationed in Alabama, their spouses, and dependent children (as defined by Internal Revenue Codes), as well as military personnel whose "Home of Record" is Alabama, who have continuously filed Alabama income tax returns for the duration of their service, and their spouses and dependent children.
- B. Non-resident undergraduate students who are currently being awarded an academic, athletic, and/or other scholarship by Auburn University that is at least equal to the amount of the current tuition rate for Alabama students, provided that the scholarship is fully funded by a donor or other external source, graduate students appointed on assistantships of at least one-fourth -time and veterans who live in Alabama consistent with the provisions of Alabama Act 2013-423. Veterans and their spouses and dependents who live in Alabama may qualify for resident tuition under Section 702 of the Veterans Access, Choice and Accountability Act of 2014.
- C. Full-time employees of a State of Alabama agency or institution, their spouses, and dependent children.
- D. Spouse and dependent children of a nonresident, provided the non-resident has been employed in Alabama full-time for at least twelve (12) consecutive months prior to registration, has filed an Alabama Income Tax Return for the tax year prior to the year in which the student is admitted, and did not claim a credit on the Alabama return for income taxes paid to another state.
- E. Non-resident students enrolled in programs included in the Southern Regional Education Board Academic Common Market, provided the student does not change to another program not

included. In such cases of change, the student will be classified as a non- resident for tuition purposes.

- F. Persons whose spouses by legal marriage are bona fide Alabama residents.
- G. Spouses and dependent children of persons, who establish domicile within the State of Alabama, provided that the person who establishes domicile is employed full-time in a permanent position in Alabama.
- H. Non-resident persons enrolled in programs of Auburn University not funded by tax revenues of the State of Alabama.
- I. Students enrolled in the College of Veterinary Medicine professional D.V.M. program, admitted under contract with the Southern Regional Education Board.

#### **INITIAL DETERMINATION OF ELIGIBILITY**

In order to be initially classified as eligible for resident tuition, students must demonstrate that they or their parent, guardian, or spouse qualify for one of the eligibility categories prior to the first day of class. A signed statement is required attesting that qualification for the eligibility category claimed has been met prior to registration.

#### **CHANGE IN ELIGIBILITY FOR RESIDENT TUITION**

Students determined to be eligible for resident tuition will maintain that eligibility upon re-enrollment within twelve (12) months of their most recent enrollment, unless there is evidence that the student subsequently has abandoned resident status (e.g., registering to vote in another state). Students failing to re-enroll within twelve (12) months must establish eligibility upon re-enrollment.

Students initially classified as ineligible for resident tuition will retain that classification for tuition purposes until they provide clear and convincing evidence that they have established permanent domicile in Alabama. The burden of proof of change in eligibility rests upon those requesting change. Evidence relevant to an initial determination of eligibility is also relevant to establishing a change in eligibility.

Non-resident students who carry an academic load considered normal (ten (10) or more hours per term) for students at Auburn University will be presumed to be in the State of Alabama primarily for the purpose of gaining an education and, thus, have not demonstrated the intent to establish a true domicile in Alabama. Clear and convincing proof may overcome this presumption, but again, the burden of proof rests upon those requesting change in eligibility. Any change in resident tuition eligibility occurring during an academic term will not become effective until registration for the succeeding term.

The following types of evidence may be presented in an effort to establish 12-month residency in the State of Alabama. In all cases, the person must be at least nineteen (19) years of age or married and financially independent. Otherwise, the person's residency will be based upon that of the parent or guardian.

- A. Ownership or rental of residential property in the State of Alabama and continuous occupation thereof on an extended term of not less than twelve (12) consecutive months.



- B. Full-time permanent employment in the State of Alabama.
- C. Possession of State of Alabama License(s) required doing business or practicing a profession in Alabama.
- D. Legal marriage to a bona fide Alabama resident.
- E. Registration to vote in the State of Alabama.
- F. Filing of Alabama resident income tax returns.
- G. Holding of a current Alabama driver's license.
- H. Registration of vehicle in Alabama and payment of property taxes thereon.
- I. Evidence of banking activity within the State of Alabama for twelve (12) consecutive months prior to making application for residency change.

The Registrar at Auburn University and the Director of Admissions at AUM shall have the responsibility for determining whether a student shall be classified as an Alabama or non- Alabama student. The decision of the Registrar/Admissions Director shall be subject to review by the President (at Auburn) or the Chancellor (at AUM), or the designated representative of each, upon written request of the applicant.

ADOPTED: October 27, 1989

REVISED: March 25, 1994

REVISED: August 18, 1995

REAFFIRMED: June 19, 2009

REVISED: April 17, 2015

REVISED: April 8, 2016

## **E-7. NON-ENDOWMENT CASH POOL INVESTMENT POLICY**

### **Policy Statement**

The purpose of this policy is to establish a framework within which the Office of Cash Management and Treasury manages the cash operations of Auburn University:

- To maximize earnings potential by acquiring assets within prudent guidelines.
- To provide liquidity necessary to conduct the day-to-day business activities of the University.
- To generate a favorable return on investments without undue compromise of other objectives.
- To implement efficient, cost effective banking operations.
- To conform to all statutes governing the investment and deposit of University funds.

### **Scope**

This policy statement applies to all investment activities of the Office of Cash Management and Treasury for non-endowed cash entrusted to the Treasurer by Auburn University Board of Trustees as well as related foundations non-endowed cash. These funds are accounted for in Auburn University's Comprehensive Annual Financial Report.

### **Delegation of Authority**

Amendment 161 as amended, Constitution 1901, states, Auburn University shall be under the management and control of a board of trustees. Therefore, the Board of Trustees shall ultimately be responsible for the investment policy. By Board Resolution the Board of Trustees has delegated investment authority to the President or Treasurer or other such persons as may be authorized to act on their behalf.

The Investment Policy is established to provide guidance in the management of the University's Non-Endowment Cash Pool to insure compliance with the laws of the State of Alabama and investment objectives. The Treasurer has delegated such authority to the Office of Cash Management and Treasury, which is accorded full discretion, within policy limits, to select individual investments and to diversify the portfolio by applying their own judgments concerning relative investment values.

### **Standards of Care**

- Prudence - Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion, and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived. The standard of prudence to be used by investment officials shall be the "prudent person" and/or "prudent investor" standard and shall be applied in the context of managing an overall portfolio. Investment officials acting in accordance with the investment policy and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments.
- Ethics and Conflict of Interest - The Treasurer, the Vice President for Business and Finance and the Office of Cash Management and Treasury staff shall refrain from personal business activity

that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions. Employees shall disclose to the Treasurer any financial interests in financial institutions that conduct business with the Office. Officers and employees of the Office of Cash Management and Treasury will comply with the State of Alabama Code of Ethics, as provided in Sections 36-25-1 thru 30, Code of Alabama (1975).

### Objectives

The primary objectives, in priority order, of the non-endowed cash pool investment activities shall be:

- Safety - Investments shall be undertaken in a manner that seeks to ensure the preservation of principal. To obtain this objective, risk diversification will be considered and monitored, including investing funds among a variety of securities offering independent returns. Funds invested in state depositories shall be adequately collateralized.
- Liquidity - The investment portfolio shall remain sufficiently liquid to enable the Office of Cash Management and Treasury to meet all operating requirements that might be reasonably anticipated or occur. Additionally, a fundamental characteristic of investment securities will be the existence of a resilient secondary market in which assets may be sold timely at market prices.
- Return on Investment - The highest available return will be attained throughout economic cycles, commensurate with the Office of Cash Management and Treasury's investment risk constraints, statutory constraints, and the cash flow characteristics of the portfolio.

Safety and liquidity will not be compromised in favor of increased rate of return. The use of the investment portfolio for market oriented trading activities or speculative purpose is expressly prohibited.

### Investment Procedures

The Office of Cash Management and Treasury shall establish a written investment procedures manual consistent with this policy. The procedures shall include reference to safekeeping, approved brokers and or professional investment managers, banking service agreements, approved depository agreements and procedures, collateral requirements, and bank deposit requests. Such procedures shall include explicit delegation of authority to staff responsible for investment transactions. No person may engage in an investment transaction except as provided under the terms of this policy and the established procedures.

### Authorized Financial Dealers/Brokers, Managers and Institutions

- Authorized Dealers/Institutions - The Office of Cash Management and Treasury shall maintain a list of authorized brokers /investment managers and institutions to transact investments for the University. All interested parties must meet minimum eligibility requirements and provide audited financial statements upon request.
- Investment Managers - The Office of Cash Management and Treasury may seek qualified firms through an open, competitive search and review process to provide professional investment management services. A Request for Proposal will be consistent with the requirements of Section

14-16-72(4), *Code of Alabama* (1975). Investment managers will assume the standard of care defined in Section 4.1 of this document.

The Office of Cash Management and Treasury may from time to time request disciplinary history, educational background and work experience of candidate firms or representatives. Any false information knowingly submitted, any failed delivery, or failure to follow the non-Endowment Cash Pool Investment Policy may result in the permanent exclusion of the provider from any further business dealings with the University at the sole discretion of the Office of Cash Management and Treasury.

### **Authorized and Suitable Investment Types**

All investments will be restricted to fixed income securities with the maturity range to be consistent with the liquidity needs of the pooled fund groups. It is essential that cyclical cash flow be offset by liquid investments while maintaining an overall duration not to exceed ten years. Permissible investment instruments may include but not limited to:

- Repurchase Agreements - Market value of the securities transferred shall equal at least 102% of the amount invested.
- Commercial Paper issued within the United States by any corporation provided the instrument carries a rating of at least P1 by Moody's or A1 by Standard & Poors or a comparable rating by another nationally recognized rating agency.
- Banker's Acceptances issued within the United States by banks on the AU Official Depositories List or by depository institutions with a long term debt rating of at least AA or short term debt rating of AAA (or comparable ratings) as provided by one of the top nationally recognized rating agencies.
- Money Market Deposit Accounts in banks on the AU Official Depositories List. These funds are subject to full collateralization for the amounts above the FDIC coverage limit.
- Money Market Mutual Funds that are rated AAA. (invested solely in the items listed under this section)
- Certificates of Deposit issued by banks on the AU Official Depositories List and fully collateralized for the amounts above the FDIC coverage limit. Negotiable Certificates of Deposit or Deposit Notes issued by credit worthy United States Banks in amounts not to exceed the FDIC coverage limit.
- Direct obligations of the United States or obligations unconditionally guaranteed as to principal and interest by the United States.
- Obligations of a Federally sponsored instrumentality of the United States (including mortgage-backed securities), including but not limited to the following:
  - Federal Home Loan Bank (FHLB)
  - Federal Home Loan Mortgage Corporation (FHLMC)

- Federal Farm Credit Banks (FFCB)
- Government National Mortgage Association (GNMA)
- Federal National Mortgage Association (FNMA)
- Student Loan Marketing Association (SLMA)
- Financing Corporation (FICO)
- Tennessee Valley Authority (TVA)
- Government Trust Certificates (GTC)
- Resolution Funding Corp. (REFCO)
- Municipal Bonds, both taxable and tax free, of bank qualified investment quality.

### **Collateralization**

Collateralization is required on all bank deposits and repurchase agreements.

- Bank deposits will be collateralized consistent with the SAFE Program, Title 41, Chapter 14A of the Code of Alabama (1975).
- Repurchase agreements must be collateralized as follows:
  - Collateral shall consist of U.S. Treasury Securities, Federal Agency Securities, or Agency-Issued Mortgage Backed Securities.
  - Market value of the collateral shall be maintained at one hundred two percent (102%) of the cash invested in order to accommodate market fluctuations.
  - A safekeeping agent designated by the Office of Cash Management and Treasury will hold collateral as evidenced by safekeeping receipts.
  - The right of collateral substitution is granted.

### **Safekeeping and Custody**

All securities purchased by the University shall be settled on a delivery versus payment ("DVP") basis. A safekeeping agent designated by the University pursuant to a competitive selection process, or by a Federal Reserve Bank, will hold these securities.

### Diversification

The investment portfolio shall be diversified by security type, institution, and maturity. The Office of Cash Management and Treasury shall take into account concentrations resulting from the obligations of a single/related issuer or industry, geographic and type distributions.

- Inherent Risk - Investment managers are expected to make decisions based upon an analysis of each security instrument to determine its quality, inherent risks, fit within the overall objectives of the University, and prospects for yield and/or appreciation. These risks include the following:
  - Credit (Default) risk- the potential for failure of a debtor to make timely payments of principal and interest as they become due.
  - Liquidity Risk- The risk that a financial instrument cannot be sold or closed out quickly, at or close to its implicit economic value. As liquidity decreases bid/offer spreads typically widen.
  - Interest Rate Risk- The risk that interest rates will change, causing a decline in either the market price for the security or a decline in yield.
  - Prepayment Risk- The risk that the actual prepayment of principal is different from the expected prepayment speed assumptions, thereby affecting the actual market price and yield of the investment.
  - Market Risk- The risk that the market price of the security will decline substantially for reasons such as market pricing aberrations, and changes in supply and demand characteristics of a particular security market(s). Market sensitivity, or the potential variability of price, yield (income), and cash flow characteristics of a security depending upon changes in market interest rates, is also a consideration.
  - Operating Risk-Potential for loss because of inadequate policies, procedures, controls, error, fraud, etc.
- Financial Institutions - Approved financial institutions perform various transactions for the University, such as cash letter processing, funds transfers, and acceptance of deposits. Additionally, these institutions may hold Certificate of Deposit accounts, and transact repurchase agreements.

### Maturity and Portfolio Mix

In order to meet the primary objectives of the University's policy, the investment portfolio will be divided into three portfolio pools:

- Primary Liquidity Portfolio - This portfolio is to be the major source for disbursement requirements and operational needs. Safety of principal and liquidity at the expense of return on investment are the foremost objectives of this portfolio. Investments in this portfolio will have an average maturity of no more than twelve months and include money market accounts, Certificate of Deposits, and repurchase agreements.

- Intermediate Portfolio - Investments within this Portfolio will be liquid within five business days or less. The investment objective of this portfolio is to produce a total return higher than the return on assets of the Primary Liquidity Portfolio. Investments in this portfolio will have an average maturity of no more than three years and include treasuries, agencies, commercial paper, mortgage backed securities, and Certificate of Deposits.
- Short Term Portfolio - The objective of the Short Term Portfolio is to generate an investment return higher than the return on assets of the Primary Liquidity Portfolio and Intermediate Portfolio. Investments in this portfolio with maturities greater than 5 years are permitted (overall duration not to exceed ten years). It is expected that when maturity increases, return should also increase. Investments in this portfolio include treasuries, agencies, commercial paper and mortgage backed securities.
- Characteristics of the Auburn University investment portfolio include:
  - The target asset allocation for the overall investment portfolio is:
    - Primary Liquidity Portfolio                      5%-20%
    - Intermediate Portfolio                              30%-40%
    - Short Term Portfolio                                30%-40%
  - The weighted average maturity shall not be more than three (3) years, unless authorized by the Office of Cash Management and Treasury.
  - Quality Rating. The minimum investment quality rating for all investments at time of purchase shall be "AA or Aa" by Standard & Poor's and/or Moody's. "Split" ratings where one agency rating differs from another will be reviewed on a case-by-case basis. Debt securities downgraded below BBB or equivalent rating should be sold as soon as the market conditions are favorable to avoid/minimize loss.
  - All investment instruments will be denominated in US currency only.
  - Maturity and issuer limitations are as follows:

<u>Investment Type</u>	<u>Maximum Maturity</u>	<u>Maximum Per Issue</u>
Treasuries	10 years	No limit
Agencies	10 years	No limit
Agency-Issued Mortgage Backed	15 year final, 5 year Average Life	No limit
Taxable Municipal Bonds	10 years	No limit
Repurchase Agreements	60 days	15% of issuer's capital or \$400 million, whichever is less.

Mutual Funds	N/A	10% of average investment portfolio
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### **Gifts/Awards**

It is anticipated that from time to time the University will receive gifts/awards in the form of marketable securities. In such event the policy requires that the University will liquidate the securities as soon as possible. In the event that the securities are restricted from sale for a designated period of time due to regulatory reasons, the University will hold said securities until the restricted period has elapsed and then liquidate the securities as soon as possible thereafter. The University will make no attempt to add value to the Pool by holding gifted securities. Any exceptions to hold marketable securities must be approved by the Treasurer.

### **Exceptions to Policy**

Investments are required to comply with the objectives and guidelines set forth in this policy. The Treasurer requires that any exceptions taken in this Investment Policy Statement be submitted in writing pending the approval of the Treasurer. The Treasurer must explicitly authorize each exception in writing. Failure to notify the Treasurer and obtain written authorization will result in the investment manager being liable for any corresponding loss to the University.

### **Pass Through or Designated Funds**

This policy shall also cover pass through funds (endowment funds to be forwarded to external endowment fund managers) and any funds managed by the Office of Cash Management and Treasury and designated for specific purposes and not covered by individual investment restrictions (i.e. endowment funds that may not be co-mingled, Bond Proceeds during construction, Health Insurance Trust, etc.).

### **Internal Control Objectives**

The Office of Cash Management and Treasury shall establish internal controls and procedures to regulate the investment function and related activities performed by staff. The controls shall be designed to prevent the loss of University funds arising from fraud, employee error, or imprudent actions by authorized investment officers.

The Office of Internal Audit, Compliance and Privacy will provide an independent review and audit of the internal controls every 3-5 years to assure compliance with policies, procedures and applicable State laws and regulations.

### **Performance Standards**

The portfolio shall be designed to obtain an attractive rate of return throughout economic cycles commensurate with investment risk constraints and cash flow needs. Benchmarks will be established that most closely reflect the strategy pursued or securities purchased.

### **Reporting**

The Office of Cash Management and Treasury will maintain accurate, complete and timely records of all investment activities and submit quarterly detailed reports to the Treasurer.



Investment managers/brokers will provide monthly reports to the Office of Cash Management and Treasury and/or custodian that include performance results and market value. Additionally, quarterly reports will be provided that include economic and investment outlook, notice of any material changes in organizational structure, ownership, key personnel, etc. of the firm, and any material outstanding litigation against the firm or any of its members.

**Effective Date and Transition Provisions**

This policy is adopted and is effective June 10, 2016. The Office of Cash Management and Treasury shall review the policy at least annually; and make recommendations for revision to the Treasurer.

ADOPTED: June 10, 2016

## **Section F: Information and Communications**

### **F-1. TRUSTEE COMMUNICATIONS WITH ADMINISTRATION POLICY**

While the Board of Trustees has the constitutional duty to “manage and control” the University, it discharges certain aspects of that responsibility by establishing policies and selecting the University President, who in-turn implements the Board of Trustees’ policy and administers the University accordingly. In order for the successful performance of the University President’s responsibilities to the University, it is imperative that a clear process for communications exist between the Board of Trustees and the University President and other senior University officials.

Discussions concerning policy issues and operational activities related to implementation of such policies between chairs or lead trustees of committees established by the Board of Trustees, on the one hand, and the senior most administrators in a given operational area of the University within the subject area of the relevant committee, on the other hand, are permitted and should generally be conducted at the direction or with the consent of the Office of the University President. Except as contemplated in accordance with the preceding sentence, members of the Board of Trustees should otherwise avoid policy discussions with University staff and administrators outside of the context of meetings of the Board of Trustees or other appropriate settings at which the University President is present or otherwise represented for the purpose of discussing such policy matters.

Discussions not described in the preceding paragraph and which concern other matters or issues falling within the business responsibility of staff members should be coordinated with the Office of the University President so that the University President is aware of the discussions and issues involved and so that the University President has an opportunity to participate in such discussions if he or she so desires.

For the avoidance of doubt, nothing in the policy shall limit, condition restrict, impair, or prohibit the free and direct communication between any person (including, without limitation, any member of the Board of Trustees or any employee of the University) and the University’s Office of Internal Audit or Office of General Counsel and such communications are expressly permitted at all times.

ADOPTED: July 23, 2001

REAFFIRMED: May 7, 2004

REAFFIRMED: June 19, 2009

REVISED: February 9, 2018

REVISED: April 16, 2021

## **F-2. PUBLIC ANNOUNCEMENTS POLICY**

The University is highly visible and sensitive matters may frequently arise that, in some cases, warrant immediate responsiveness to inquiries from media outlets and other members of the public. At the same time, it is important that the University use its best efforts to communicate on important matters in manner that is factual and consistent while remaining in compliance with applicable laws.

Accordingly, no public notices, announcements, statements, or comments regarding any matter that is of a controversial or otherwise newsworthy nature should be initiated, circulated, provided, confirmed, or otherwise commented upon by the University, or any employee or representative of the University acting or purporting to act in such person's official capacity on behalf of the University, prior to the Board of Trustees' review and approval of the same, and the taking of any preemptive or responsive action that the Board of Trustees determines to be necessary or desirable in furtherance of the University's interests with respect to the same; *provided, however*, that appropriate University personnel may respond to media inquiries to the extent authorized by other University policies, rules, regulations or as otherwise authorized in writing by the Board of Trustees.

If, notwithstanding the foregoing provisions of this policy, the University President determines that the best interests of the University would be served by speaking on a controversial, newsworthy, or any other matter that requires review or approval by the Board of Trustees matter before it would be possible or feasible to obtain review or approval by the Board of Trustees, then the University President may, upon consultation with and following receipt of the consent of the *President Pro Tempore*, make or issue a public statement; *provided, however*, that if the subject matter of such statement is a matter requiring action or approval by the Board of Trustees, the statement shall be made in a manner that clearly and directly states that the matter is not final until such review or approval is obtained.

Notwithstanding the foregoing or anything to the contrary, nothing in this policy shall prohibit the making of any announcement, statement, or notice that is required to be made pursuant to applicable law.

ADOPTED: April 16, 2021

## **Section G: Legislative and Legal**

**G-1. SECTION 266 OF THE CONSTITUTION OF ALABAMA OF 1901\***

- (a) Auburn University shall be under the management and control of a board of trustees. The board of trustees shall consist of one member from each of the congressional districts in the state as the same were constituted on the first day of January, 1961, one member from Lee County, three at-large members who shall be residents of the continental United States, two additional at-large members who shall be residents of the continental United States and who shall enhance the diversity of the board of trustees by reflecting the racial, gender, and economic diversity of the state, and the Governor, who shall be ex officio president of the board.
- (b) The trustees from each congressional district, from Lee County, and all at-large trustees, including the two additional at-large members who shall enhance the diversity of the board, shall be appointed by the appointing committee created herein, by and with the advice and consent of the Senate. The appointment of members to fill a vacated position with a partially expired term of office shall also be made by the appointing committee as provided herein.
- (c) A board of trustees appointing committee is established composed of the following members:
  - (1) The President Pro Tem of the Board of Trustees of Auburn University or the designee of the President Pro Tem. The designee shall be a member of the Board of Trustees of Auburn University.
  - (2) A member of the Board of Trustees of Auburn University selected by the board of trustees.
  - (3) Two members of the Auburn Alumni Association Board of Directors, who are not current employees of Auburn University, selected by the Auburn Alumni Association Board of Directors.
  - (4) The Governor or a designee of the Governor who is an alumnus of Auburn University but who is not a current member of the Auburn Board of Trustees nor a current member of the Auburn Alumni Association Board of Directors nor a current employee of Auburn University.
- (d) The Governor, or the designee of the Governor, shall serve as chairperson of the appointing committee. If the chairperson fails to call a meeting within 90 days prior to the expiration of the term of a sitting board member or within 30 days following the creation of a vacancy by death, resignation, or other cause, a majority of the committee, in writing, may call a meeting giving at least 10 days notice. In the absence of the chairperson or another member designated by the chairperson to preside, the majority of the committee shall choose its own chairperson.
- (e) When appropriate, the appointing committee shall meet to address the appointment of any of the following:
  - (1) Persons to fill an expired or soon-to-be expired term of office of any member of the Board of Trustees of Auburn University, including the five at-large positions.

- (2) Persons to fill the remainder of a partially expired term of office of any position on the Board of Trustees of Auburn University which has been vacated by reason of death, resignation, or other cause, including the five at-large positions.
- (f) The appointing committee, by majority vote, shall appoint an individual to fill the respective position on the board of trustees. The committee shall ensure that appointments are solicited from all constituencies, are inclusive, and reflect the racial, gender, and economic diversity of the state. A person may not be appointed to the Board of Trustees of Auburn University while serving on the appointing committee.
- (g) A trustee shall hold office for a term of seven years, and may serve no more than two full seven-year terms of office. Appointment and service for a portion of an unexpired term shall not be considered in applying the two-term limit.
- (h) For purposes of ensuring that transitions in board membership occur in a stable manner, if the secretary of the board determines that, as of January 1 of any calendar year, four or more members of the board hold seats the terms for which will expire during that calendar year, then the secretary shall provide written notice to the board of such fact and the term of the trustees whose term would otherwise expire during that subject year shall be adjusted in the following manner: The trustee who was first confirmed to a term expiring in the subject year shall have his or her term extended to the same month and day in the first subsequent year in which there are less than three trustees with terms expiring; if, after making this initial adjustment, there are still four or more trustees with terms expiring during the subject year, then the term of the next trustee or trustees whose terms are to expire during the subject year shall be adjusted, in order of their original confirmation to the term, to expire on the same month and day as their original term but in the next subsequent year or years in which there are less than three trustees with terms expiring that year; term adjustments to the next subsequent year or years in which there are less than three trustees with terms expiring shall occur regardless of whether the expiration is due to an original expiration date or due to an expiration date adjusted under this subsection, but in no case shall the term of more than three trustees expire during the same calendar year; and in making adjustments, the terms of the final three trustees with terms expiring during the subject year shall expire on the originally established dates. For purposes of this subsection, if two or more trustees were confirmed on the same date, then the order of expiration [of] the terms of those trustees shall be determined alphabetically by last name.
- (i) Each member of the board of trustees as constituted on December 13, 2000, may serve the remainder of his or her current term and shall be eligible, if otherwise qualified, to serve for no more than two additional seven-year terms.
- (j) ~~No person shall be appointed as a member of the board of trustees after having reached 70 years of age.~~ [Repealed by Amendment 925 to the Alabama Constitution, approved November 8, 2016]
- (k) One more than half of the members of the board shall constitute a quorum, but a smaller number may adjourn from day to day until a quorum is present.
- (l) A term shall begin only upon confirmation by the Senate. A member may continue to serve until a successor is confirmed, but in no case for more than one year after completion of a term.

- (m) No trustee shall receive any pay or emolument other than his or her actual expenses incurred in the discharge of duties as such.
- (n) No employee of Auburn University shall be eligible to serve as a member of the board of trustees.
- (o)
  - (1) The appointing committee shall submit the name of the persons selected for appointment to the Secretary of the Senate, who shall inform the Senate of the receipt of such submission. If the Senate is in regular session at that time, the submission shall be made by the conclusion of the next legislative day following the appointment. If the Senate is not in regular session at the time of appointment, the submission shall be made before the commencement of the next regular session.
  - (2) If the entire Senate, by a majority vote, confirms the submission, the appointee shall immediately assume office. An appointee may not begin service prior to Senate confirmation.
  - (3) If the submission is not confirmed by the entire Senate by a majority vote by the conclusion of the legislative session, the submission shall be considered rejected.
  - (4) A submission to the Senate may be withdrawn at any time by the appointing committee in regard to appointments made by the committee.
  - (5) Upon the rejection of a submission or the withdrawal of a submission, the appointment and confirmation process specified in this amendment shall commence anew.
- (p) The same name may be submitted to the Senate for the same position on the board more than one time.
- (q) Upon the expiration of a term of office, a member of the board of trustees shall continue to serve until a successor is appointed pursuant to this amendment, is confirmed by the entire Senate by majority vote, and assumes office. If a successor is not confirmed by the conclusion of the regular session in which one or more names for the position were initially submitted, the former holder of the position may continue to serve until a successor is appointed and confirmed, but in no case shall this continuation be longer than one year after completion of the term of office.
- (r) If any position on the board of trustees becomes vacant during a term of office by reason of death, resignation, or other cause, a person shall be appointed by the appointing committee to fill the remainder of the unexpired term of office pursuant to the procedure provided for other appointments made by the appointing committee. The position shall be considered vacant until a person is confirmed by a majority vote of the entire Senate.

**\*Credits:**

- Original Section 266 repealed by Amendment 161; current Section 266 derived from Amendment 161, as amended by Amendment 670 and Amendment 906.
- The above provisions are current with amendments to the Alabama Constitution as adopted through November 24, 2020.



**G-2. TITLE 16, CHAPTER 48 OF THE CODE OF ALABAMA\***

**§ 16-48-1. Body corporate.**

The Governor and the State Superintendent of Education by virtue of their respective offices, and the trustees appointed from the different congressional districts of the state, under the provisions of Section 266 of the Constitution of 1901, and their successors in office, are constituted a body corporate under the name of Auburn University, to carry into effect the purposes and intent of the Congress of the United States in the grant of lands by the act of July 2, 1862.

**§ 16-48-2. Corporate powers.**

Such corporation shall have all the rights, privileges and franchises necessary to a promotion of the end of its creation and shall be charged with all corresponding duties, liabilities and responsibilities. Such corporation may hold and may lease, sell or in any other manner not inconsistent with the object or terms of the grant or grants under which it holds, dispose of any property, real or personal, or any estate or interest therein, remaining of the original or any subsequent grant by Congress, or by this state, or by any person, or accruing to the corporation from any source, as to it may seem best for the purposes of its institution; and any and all sales of property, real or personal, heretofore made pursuant to and by authority of action of the board of trustees of said institute and written instruments of conveyance of title thereto purporting to have been made pursuant to such action are hereby ratified and confirmed as acts of the institute, and similar sales and instruments of conveyance made during the time when the name of the institute was the Agricultural and Mechanical College of Alabama are likewise ratified and confirmed as acts of said Agricultural and Mechanical College of Alabama.

**§ 16-48-3. Interest on federal fund paid by state.**

For the payment of the interest, at the rate of eight percent per annum, on the fund of \$253,500.00 arising from the sale of the script for the land donated in trust to this state by the act of Congress of July 2, 1862, the faith and credit of the state are forever pledged.

**§ 16-48-4. Organization and conduct.**

The board of trustees has the power to organize the institute by appointing a corps of instructors, who shall be styled the faculty of the university and such other instructors and officers as the interest of the university may require; and to remove any such instructors or other officers, and to fix their salaries or compensation, and increase or reduce the same at its discretion, to regulate, alter, or modify the government of the university as it may deem advisable; to prescribe courses of instruction, rates of tuition and fees; to confer such academic and honorary degrees as are usually conferred by institutions of similar character; and to do whatever else it may deem best for promoting the interest of the university.

**§ 16-48-5. Trustees divided into classes.**

The trustees of the institute other than the Governor and State Superintendent of Education are divided into three classes, as follows: The trustees from the Fourth, Fifth and Seventh Districts shall constitute the first class; those from the Second, Sixth and Eighth Districts shall constitute the second class; and those from the First, Third and Ninth Districts shall constitute the third class; and they shall hold office and their seats shall be vacated as prescribed by Section 266 of the constitution.

**§ 16-48-6. Vacancy in office of trustee.**

Any vacancy in the office of trustee, occurring during the recess of the Legislature, shall be filled by appointment of the Governor, such appointee to hold office until the next session of the Legislature thereafter; such vacancy shall be filled by the Governor, by and with the consent of the Senate; and any trustee appointed to fill a vacancy by the Governor, by and with the consent of the Senate, shall hold during the unexpired term.

**§ 16-48-7. Meetings of board of trustees.**

- (a) The Board of Trustees of Auburn University shall hold its regular annual meeting each year at the institute on the first Monday in June, unless the board shall, in regular session, determine to hold its meeting at some other time and place. Special meetings of the board may be assembled by either one of the two methods outlined as follows:
  - 1. Special meetings of the board may be called by the Governor. In calling such special meetings the Governor shall mail a written notice to each trustee at least 10 days in advance of the date of such meetings.
  - 2. Upon the application in writing of any three members of the board, the Governor shall call a special meeting, naming the time and place thereof and causing notices to be issued in writing to the several members of the board. Such meeting shall not be held on a date less than 10 days subsequent to the notice from the Governor.
- (b) The members of the board of trustees may recess at any regular or special meeting from one date to another, and at such adjourned meeting they may transact any business relating to the affairs of the institution.
- (c) Members of the board of trustees, the executive committee of the board of trustees, or any other committee established by the board of trustees may participate in a meeting of the board or committee by means of telephone conference, video conference, or similar communications equipment by means of which all persons participating in the meeting may hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for all purposes, including the establishment of a quorum. Notice of such meetings must be given in accordance with the Alabama Open Meetings Act and such telephone or video conference or similar communications equipment shall also allow members of the public the opportunity to simultaneously listen to or observe such meetings.

**§ 16-48-8. Quorum of trustees.**

Six members of the board of trustees shall constitute a quorum, but a smaller number may adjourn from day to day until a quorum is present.

**§ 16-48-9. Expenses of trustees.**

The certificate of the president of the board or, in his absence, of the president pro tempore, countersigned by the secretary, shall entitle the several trustees to the payment of their actual expenses incurred in the discharge of their duties as such trustees.

**§ 16-48-10. Gifts preserved.**

No grant or gift, by will or otherwise, shall fail on account of any misnomer or informality when the intent of the grantor or donor can be arrived at; nor shall any default, malfeasance, misfeasance or nonuser, on the part of the trustees or other officers or agents of such corporation, work a forfeiture of any of its rights, privileges, powers or franchises.

**§ 16-48-11. Report made to legislature.**

It shall be the duty of the board of trustees to make or cause to be made to the Legislature, at each session thereof, a full report of its transactions and of the condition of the university, embracing an itemized account of all receipts and disbursements on account of the institution by those charged with the administration of its finances.

**§ 16-48-12. Police officers.**

- (a) The President of Auburn University, with the approval of the board of trustees, is hereby authorized to appoint and employ suitable persons to act as police officers to keep off intruders and prevent trespass upon and damage to the property and grounds of the university. Such persons shall be charged with all the duties and invested with all the powers of police officers and may eject trespassers from the university buildings and grounds, and may, without a warrant, arrest any person guilty of disorderly conduct or of trespass upon the property of the university, or for any public offense committed in their presence, and carry them before the nearest district court or municipal court charged with the trial of such offenders, before whom, upon proper affidavit charging the offense, any person so arrested may be tried and convicted as in cases of persons brought before him on his warrant; and such officers shall have authority to summon a posse comitatus and may, with a warrant, arrest any person found upon or near the premises of the university charged with any public offense and take them before the proper officer.
- (b) The police officers provided for in this section shall cooperate with, and, when requested, furnish assistance to the regularly constituted authorities of the municipality of Auburn; and their jurisdiction and authority shall be coextensive with the corporate limits of the municipality.

**\*Credits:**

- The above provisions are current as of March 5, 2021.

**G-3. BYLAWS OF THE BOARD OF TRUSTEES OF AUBURN UNIVERSITY**

**[ATTACHED]**



**BYLAWS OF THE BOARD OF TRUSTEES OF  
AUBURN UNIVERSITY**

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## BYLAWS OF THE BOARD OF TRUSTEES OF AUBURN UNIVERSITY

### PREAMBLE

The Alabama Constitution of 1901 (as amended, the "Constitution of Alabama") declares that Auburn University shall be under the "management and control" of a Board of Trustees. Ala. Const. Art. 14, Sec. 266. The Board of Trustees of the University (the "Board of Trustees") is the University's principal governing body and final authority. The purpose of the Board of Trustees is to protect, preserve, and provide for the mission of Auburn University and Auburn Montgomery. The Board of Trustees holds the University's resources in trust and is responsible for their efficient and effective use. The Board of Trustees manages the business affairs and assets of the University including general policy and budget oversight.

In order to more effectively manage and control the University and its resources; in order to ensure the continued operation of the University in keeping with its mission of serving the State of Alabama, the region, the United States and the world; in order to provide for a definitive, orderly form of governance; in order to preserve the tradition and values that have made the University great over its many years of existence; in order for the people of Alabama to have confidence that graduates of the University know what they should and have the ability to do what they must upon graduation; and in order to preserve and advance the successful operation of Alabama's most academically excellent institution of higher learning, the Board of Trustees of the University hereby does promulgate and adopt these Bylaws.

### ARTICLE I GENERAL PROVISIONS

**Section 1.01    Incorporation of Preamble.** The preamble set forth above is hereby incorporated into and made a part of these Bylaws.

**Section 1.02    Formation.** Auburn University is a public corporation and instrumentality of the State of Alabama, created and existing by virtue of Section 266 of the Constitution of Alabama and Code of Alabama Section 16-48-1 *et seq.*

**Section 1.03    Land-Grant University.** Auburn University is a land-grant university of the State of Alabama. As a land-grant university, Auburn University is dedicated to service to the State of Alabama and the nation through instruction, research, and extension. Instruction is the academic process on campus and elsewhere between professors and students. Research is carried on continually to increase knowledge. Extension programs provide educational services and special assistance throughout the State of Alabama.

**Section 1.04    Campuses.** Auburn University consists of two primary campuses. The initial campus unit was originally chartered in 1856 and is located in Auburn, Alabama ("Auburn University"). The second campus unit, Auburn University at Montgomery ("Auburn Montgomery"), was established by the Alabama Legislature in 1967 and is located in Montgomery, Alabama. These educational units, together with certain authorized adjuncts and extensions thereof, are collectively referred to herein as the "University," for which the Board of Trustees is the governing body.



**Section 1.05 Governing Documents.** The University and its Board of Trustees shall in all respects be subject to and governed by its governing documents, which shall include: (i) Section 266 of the Alabama Constitution, (ii) Title 16, Chapter 48 of the Code of Alabama, (iii) the Auburn Creed, (iii) the Policies and Procedures of the Board of Trustees of the University, including the Mission and Values of the University as set forth therein, and (iv) these Bylaws of the Board of Trustees, in each case as the same may be amended or restated from time to time (collectively, the “Governing Documents”). The University and its constituent parts shall also be subject to such other policies and procedures as authorized or adopted from time to time by the Board of Trustees (including by means of delegated authority) in accordance with the Governing Documents. The Board of Trustees and each constituent part of the University shall conduct their respective responsibilities in all respects subject to and in accordance with the Governing Documents. Notwithstanding the foregoing or anything to the contrary in these Bylaws or elsewhere in the Policies and Procedures (as defined below), the Board of Trustees recognizes that a large public institution such as the University is subject to many state and federal laws, rules and regulations, executive orders, each as is relevant to the University. The University subscribes to the standards of our institutional accreditor and to the standards of specialized accreditors for appropriate academic programs. Accordingly, the Board of Trustees shall endeavor whenever possible to interpret these Bylaws and the other Policies and Procedures in a manner consistent with all such rules and regulations; *provided, however*, that when items conflict as written, the Board of Trustees has wide latitude to suspend these Bylaws in accordance with Section 9.02 hereof.

## ARTICLE II BOARD OF TRUSTEES

**Section 2.01 Constitutional Mandate.** Section 266(a) of the Constitution of Alabama sets forth the following constitutional mandate regarding the composition and responsibilities of the Board of Trustees:

Auburn University shall be under the management and control of a Board of Trustees. The Board of Trustees shall consist of one member from each of the congressional districts in the state as the same were constituted on the first day of January, 1961, one member from Lee County, three at-large members who shall be residents of the continental United States, two additional at-large members who shall be residents of the continental United States and who shall enhance the diversity of the Board of Trustees by reflecting the racial, gender, and economic diversity of the state, and the Governor, who shall be ex officio president of the board.

**Section 2.02 General Power.**

(a) The entire management and control over the organization, administration, activities, affairs, operations, businesses, properties and funds of the University and its constituent parts shall be completely and absolutely vested in the Board of Trustees. The Board of Trustees shall have all powers granted pursuant to Section 266 of the Constitution of Alabama and by Alabama Code Section 16-48-1 *et seq.*, and all implied powers necessary, proper or convenient for the accomplishment of the mission of the University and the responsibilities of the Board of Trustees including, without limitation, the unfettered right to request and inspect all University financial, property, academic, personnel, and other

administrative records and materials, in each case subject to such bylaws, policies and procedures as the Board of Trustees may adopt in order to fulfill its obligations, of which these Bylaws form a constituent part (collectively, the “Policies and Procedures”).

(b) The Board of Trustees shall establish the mission, vision, and objectives of the University and its constituent parts and adopt such Policies and Procedures for the governance of the University as the Board of Trustees deems expedient or necessary, in each case in accordance with the constitution and laws of the United States and the State of Alabama, in order to provide ultimate accountability to the public and the political bodies of Alabama.

(c) The Board of Trustees shall direct the University President to implement the Policies and Procedures in a manner consistent with the mission and vision of the University, evaluate the performance of the University President in accordance with Section 6.03 of these Bylaws, and oversee any internal or external evaluation of the University.

**Section 2.03 Specific Powers.** In addition to the powers and responsibilities stated elsewhere in the Policies and Procedures, a non-exhaustive list of certain specific powers and responsibilities of the Board of Trustees is set forth on Appendix A, which is incorporated into and made a part of these Bylaws. In addition, in order to fulfill its responsibilities, the Board of Trustees shall have the right, upon request, to inspect all financial, property, academic, personnel, and other administrative records and materials of the University.

**Section 2.04 Composition; Membership.** The Board of Trustees shall consist of sixteen voting members (each, a “Voting Trustee”), as follows: (a) one member from each congressional district, as these districts were constituted on January 1, 1961; (b) one member from Lee County; (c) three at-large members who shall be residents of the continental United States; (d) two additional at-large members who shall be residents of the continental United States and who shall enhance the diversity of the Board of Trustees by reflecting the racial, gender, and economic diversity of the State of Alabama; and (e) the Governor, who shall be ex officio president of the Board of Trustees with full voting power. Except for the Governor, Voting Trustees shall be appointed by an appointing committee in accordance with Section 266 of the Constitution of Alabama and shall assume office upon confirmation by the Alabama State Senate.

**Section 2.05 Vacancies.** A vacant position on the Board of Trustees by reason of death, resignation, or other cause shall be filled by an appointing committee in accordance with Section 266 of the Constitution of Alabama and upon confirmation of the Alabama State Senate. A Voting Trustee duly appointed and confirmed to fill a vacancy shall serve for the remainder of the unexpired term of office of the Voting Trustee whom he or she has replaced and the due appointment and confirmation of a successor Voting Trustee in accordance with Section 266 of the Constitution of Alabama, or the earlier of such Voting Trustee’s death, resignation or removal.

**Section 2.06 Removal.** Voting Trustees may only be removed from the Board of Trustees by operation of Section 60 of the Constitution of Alabama, which provides that “[n]o person convicted of embezzlement of the public money, bribery, perjury, or other infamous crime, shall be eligible to the legislature, or capable of holding any office of trust or profit in this state.”

**Section 2.07    Term.**

(a) The term of a duly appointed Voting Trustee shall commence upon confirmation by the Alabama State Senate. A Voting Trustee shall hold office for a term of seven years and may serve no more than two full seven-year terms; provided, however, that appointment and service for a portion of an unexpired term shall not apply towards the two-term limit. A Voting Trustee may continue to serve until a successor is appointed and confirmed, but in no event for more than one year after completion of the term of office, subject to and in accordance with Section 266 of the Constitution of Alabama. Each member of the Board of Trustees, as constituted on December 13, 2000, may serve the remainder of his or her current term and shall be eligible, if otherwise qualified, to serve for no more than two additional seven-year terms. In no event shall the original terms of more than three Voting Trustees expire in any given year.

(b) In the event that the term of more than three Voting Trustees would otherwise expire in the same calendar year, the Voting Trustee who was first confirmed to a term expiring in such calendar year shall have his or her term extended to the same month and day in the first subsequent year in which there are less than three other Voting Trustees whose terms expire in such year; thereafter, if there are still more than three Voting Trustees whose terms are to expire during such calendar year, the terms of such Voting Trustees shall be extended, in order of original confirmation to the term, to expire on the same month and day of the next subsequent year or years in which there are less than three Voting Trustees with terms expiring that year. For purposes of this Section, if two or more Voting Trustees were confirmed on the same date, then the order of expiration of the terms of those Voting Trustees shall be determined alphabetically by last name.

**Section 2.08    Certain Limitations.** No member of the Board of Trustees may receive any pay or emolument other than reimbursement for actual expenses incurred in the discharge of his or her duties as a member of the Board of Trustees by certificate of the President or President Pro Tempore of the Board of Trustees, countersigned by the Secretary, in each case in accordance with Code of Alabama Section 16-48-9. No employee of the University is eligible to serve as a member of the Board of Trustees.

**Section 2.09    Advisory Members.** The persons holding the following positions shall serve as non-voting advisory members of the Board of Trustees: (a) the president of the Student Government Association at the Auburn, Alabama campus; (b) the president of the Student Government Association at Auburn Montgomery; (c) the immediate past chair of the University Senate; and (d) the immediate past president of the Auburn Montgomery Faculty Council. In each case, such person shall be replaced as a non-voting advisory member of the Board of Trustees by the subsequent holder of the respective position.

**Section 2.10    Emeriti Trustees.** The honorary status of Emeritus or Emerita Trustee shall be conferred automatically to former Voting Trustees upon expiration of his or her final term of service on the Board of Trustees, excluding any person removed from office in accordance with these Bylaws and applicable law. Members emeriti may attend meetings in a non-voting ex officio capacity at their expense in appreciation for their service to the University, providing them an opportunity to receive information on the state of the University and to remain engaged in promoting the welfare of the University.

**Section 2.11    Repeal of Age Limitations.** The Board of Trustees acknowledges the repeal of maximum age restrictions for service as a member of the Board of the Trustees pursuant to Amendment 925 of the Constitution of Alabama.

### ARTICLE III OFFICERS OF THE BOARD OF TRUSTEES

**Section 3.01    President.** The Governor of Alabama serves ex officio as President of the Board of Trustees. The duties and responsibilities of the President of the Board of Trustees include: (a) to report and be responsible to the Board of Trustees; (b) to preside over meetings of the Board of Trustees; and (c) to call special meetings of the Board of Trustees in accordance with Alabama law.

**Section 3.02    President Pro Tempore.**

(a) At each annual meeting, the Board of Trustees, by majority vote, shall elect a Voting Trustee to the office of President Pro Tempore of the Board of Trustees. The President Pro Tempore shall hold such office until his or her successor is elected and qualified at the next annual meeting or his or her earlier death, resignation or removal. No member of the Board of Trustees may be elected to the office of President Pro Tempore for more than two complete consecutive terms.

(b) Vacancies in the office of President Pro Tempore shall be filled by majority vote of the Board of Trustees at the first meeting held after the office becomes vacant. Any such partial term of office of a President Pro Tempore shall not count as a term for purposes of the limitation set forth in Section 3.02(a) of these Bylaws.

(c) The duties and responsibilities of the President Pro Tempore of the Board of Trustees include: (i) to perform the duties of the President of the Board of Trustees in his or her absence; (ii) to report to and be responsible to the Board of Trustees; (iii) to appoint members to the Executive Committee of the Board of Trustees; (iv) to establish special committees of the Board of Trustees and appoint members thereof; (v) to designate the chairperson and vice-chairperson of all committees of the Board of Trustees; (vi) to appoint Lead Trustees to serve as liaisons with certain operational areas of the University; and (vii) to perform such other duties as assigned by the Board of Trustees.

**Section 3.03    Vice President Pro Tempore.**

(a) A Voting Trustee may be elected to the office of Vice President Pro Tempore, by majority vote of the Board of Trustees, at any annual meeting in which a sitting President Pro Tempore is elected to serve a second complete consecutive term as President Pro Tempore. A Vice President Pro Tempore shall hold such office until the next annual meeting or his or her earlier death, resignation or removal.

(b) In the absence of the President of the Board of Trustees and the President Pro Tempore, the Vice President Pro Tempore shall serve temporarily as President Pro Tempore. If there is no Vice President Pro Tempore in office, the senior member of the Board of Trustees shall serve temporarily as President Pro Tempore.

(c) Vacancies in the office of Vice President Pro Tempore shall be filled by majority vote of the Board of Trustees at the first meeting held after the office becomes vacant. The Vice President Pro Tempore may or may not be nominated to succeed the President Pro Tempore when a vacancy occurs.

**Section 3.04    Secretary.** The Board of Trustees shall appoint and compensate a Secretary to the Board of Trustees, who must not be a Voting Trustee. The Secretary shall attend all meetings of the Board of Trustees and its members; shall record all votes and the minutes of such meetings; and shall perform

like duties for committees of the Board of Trustees when required. The Secretary may designate a Deputy Secretary to temporarily fulfill such duties in the event of the Secretary's absence or inability to attend any such meetings. The Secretary shall cause notice to be given of regular and special meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or the President Pro Tempore.

**Section 3.05    Other Advisors.** The Board of Trustees may engage such accountants, lawyers, and other staff, advisors and assistants, as determined in the discretion of the Board of Trustees, each of whom shall serve at the pleasure of the Board of Trustees and who shall perform such duties as are assigned by the Board of Trustees or the President Pro Tempore.

#### **ARTICLE IV COMMITTEES OF THE BOARD OF TRUSTEES**

**Section 4.01    Standing Committees.** The Board of Trustees shall have the following standing committees:

- Academic Affairs Committee
- Agriculture and Natural Resources Committee
- Auburn University at Montgomery Committee
- Audit and Compliance Committee
- Committee on Institutional Advancement
- Executive Committee
- Finance Committee
- Governmental Affairs Committee
- Property and Facilities Committee
- Research and Technology Committee
- Student Affairs Committee

**Section 4.02    Composition of Standing Committees.** Each member of the Board of Trustees shall serve as a member of each standing committee of the Board of Trustees, with the exception of the Executive Committee, which shall be composed of at least three members of the Board of Trustees. More than half of the members of a standing committee shall be present to review issues assigned to a standing committee. Each year, after the annual meeting of the Board of Trustees, the President Pro Tempore of the Board of Trustees shall appoint (a) the chair of all standing committees, (b) the members of the Executive Committee, (c) all Lead Trustees, and (d) the members of any special committee of the Board of Trustees, who shall serve until their successors are appointed and qualified or, in the case of a special committee, until the duties of the special committee shall end.

**Section 4.03    Special Committees.** The Board of Trustees may establish from time to time such special committees, with such duties and powers, as the Board of Trustees deems advisable.

**Section 4.04    Committee Operations.**

(a) Each standing committee and special committee of the Board of Trustees may develop a charter detailing the responsibilities and, if applicable, powers of such committee, in each case consistent with the delegation of authority to such committee; provided, however, that each such charter shall be submitted to the full Board of Trustees for review and approval by the Voting Trustees prior to becoming effective.

(b) Subject to these Bylaws and applicable law, and unless the Board of Trustees provides otherwise, each committee may establish and alter its rules and procedures for the conduct of business of such committee. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board of Trustees.

(c) All members of the Board of Trustees are entitled to attend any committee meetings. Each standing committee and special committee will provide public notice if required by law of scheduled meetings and will work with the Secretary to prepare and maintain minutes of its meetings except for meetings of the Executive Committee or of the full Board of Trustees, or any subset thereof, in executive session.

**Section 4.05 Lead Trustees.** In certain designated areas of administration and operations of the University, the President Pro Tempore of the Board of Trustees shall have the authority to appoint lead Trustees (each, a “Lead Trustee”) to serve as liaisons with faculty and administrative counterparts within certain designated administrative and operational areas of the University, in accordance with the Board of Trustees’ *Policy on Trustee Communications with Administration*. All members of the Board of Trustees are permitted to communicate freely with all other members of the Board of Trustees in their respective capacities as Voting Trustees and/or Lead Trustees. The administrative and operational areas of the University to which a Lead Trustee may be designated shall include, without limitation, Alumni, Legal Affairs, and Athletics. Each Lead Trustee shall serve until his or her successor is duly appointed.

(a) Alumni. The Lead Trustee for alumni affairs shall serve as the Board of Trustees’ liaison to the Auburn Alumni Association.

(b) Athletics. The Lead Trustee for athletics shall serve as the Board of Trustees’ liaison to the Athletics Department, serve as the Board of Trustees’ representative on the Tigers Unlimited Foundation Board, and act as a Board of Trustees designee to monitor and, along with the chair of the Executive Committee, approve compensation packages and employment contracts for employees of the Athletics Department.

(c) Legal Affairs. The Lead Trustee for legal affairs shall serve as the Board of Trustees’ liaison to the Office of General Counsel.

**Section 4.06 Certain Responsibilities of Standing Committees.** A general overview of the responsibilities of the standing committees of the Board of Trustees is set forth in this Section 4.06.

(a) Executive Committee.

(i) During intervals between meetings of the Board of Trustees, and subject to such limitations as may be required by law or specifically imposed by the Board of Trustees and the Policies and Procedures, the Executive Committee may make recommendations to the President of the University (the “University President”) and to the Board of Trustees in all areas of University affairs as it may deem appropriate. The Executive Committee may provide recommendations for action by the Board of Trustees on matters of policy relating to laws and regulations governing duties and powers of the Board of Trustees. The Executive Committee may review matters of University legal involvement and oversee the evaluation and make recommendations concerning the compensation package of the University President. The Executive Committee may also consider and provide recommendations to the Board of Trustees on policies related to the total compensation of University employees, balancing good stewardship of

institutional resources with promotion of a quality work force by providing competitive compensation packages and programs. Recommendations on commemorative activities of the University, including naming of buildings and awarding of honorary degrees, may be the responsibility of the Executive Committee, as well as other matters referred to the Executive Committee by the Board of Trustees or the University President.

(ii) Subject to any limitations on the power and authority of the Executive Committee established by the Board of Trustees or applicable law, should it be necessary, the Executive Committee shall have and may exercise all the powers and authority of the Board of Trustees in the transaction of the business of the University between meetings of the Board of Trustees except with respect to: (A) the sale of University-owned real estate; (B) the dismissal or appointment of the University President; (C) approval of the basic academic program of the University; and (D) adoption of, or amendments to, the Policies and Procedures, including these Bylaws.

(iii) A review of any actions of the Executive Committee shall be a regular order of business at each meeting of the Board of Trustees, and such actions shall be subject to revision and alteration by the Board of Trustees, provided that no rights of third parties shall be affected by any such revision or alteration.

(b) Academic Affairs Committee. The Academic Affairs Committee may consider and provide recommendations to the Board of Trustees on policies relating to the academic freedom, appointment, tenure and promotion of faculty, and the overall academic program, including long range plan development, review of existing academic programs, approval of new academic programs, the monitoring of academic quality and mission-based financial stewardship of such programs, missions statements and statements of role and scope, and other matters related to the orderly development of the University. The Board of Trustees, upon recommendation from the Academic Affairs Committee and working through and in conjunction with the University's Office of the President, shall have final authority with respect to the recruitment, appointment, promotion and dismissal of academic personnel, professional improvement leaves, the library, and other matters of an academic nature, including granting of earned degrees, learning communities, scholarships, admission standards and enrollment management. The Academic Affairs Committee shall ensure that all academic programs are operated in accordance with the Governing Documents of the University and that the University's academic programs achieve educational outcomes which prepare students in such areas as informed citizenship, effectiveness in the workforce and lifelong learning and assess and make recommendations concerning the current and ideal allocation of resources to those programs. The Academic Affairs Committee should regularly review academic appointments across the University to ensure that the University's faculty possesses adequate variance in expertise, background, culture, and academic discipline so as to maintain a diverse environment that fosters academic freedom. The Provost will report to the Board of Trustees, on a regular basis, regarding all academic-related requirements in these Bylaws and the other Policies and Procedures.

(c) Audit and Compliance Committee. The Audit and Compliance Committee may consider policies and take other actions as set forth in the Audit and Compliance Policy concerning oversight in areas of financial controls and reporting and administration of the Code of Ethics and Compliance.

(d) Finance Committee. The Finance Committee may have as its responsibility oversight of fiscal policies of the University. Specifically, the Finance Committee may consider and provide



recommendations to the Board of Trustees on annual operating budgets as developed by the University President, and general guidelines for proposing legislative budget requests.

(e) Property and Facilities Committee.

(i) The Property and Facilities Committee may consider and provide recommendations to the Board of Trustees for actions and policies related to management of the properties of the University, construction and renovation of facilities, consideration of the University President's recommendations for project architects and engineers, and other matters concerning the properties of the University. It may consider the recommendations of the University President for capital expenditures and building priorities and make recommendations to the Board of Trustees.

(ii) Upon designation of a capital project as an expedited project by the Board of Trustees, the Property and Facilities Committee shall have the authority to take all action, other than approval of the budget and site, otherwise designated by these Bylaws or a policy of the Board of Trustees as requiring approval of the Board of Trustees.

(iii) A review of any actions of the Property and Facilities Committee shall be a regular order of business at each meeting of the Board of Trustees, and such actions shall be subject to revision and alteration by the Board of Trustees, provided that no rights of third parties shall be affected by any such revision or alteration.

(f) Agriculture and Natural Resources Committee. The Agriculture and Natural Resources Committee may consider and provide recommendations to the Board of Trustees for action policies related to programs of agriculture, operation of the agriculture experiment stations, cooperative extension system and agricultural lands.

(g) Auburn University at Montgomery Committee. The Auburn University at Montgomery Committee may consider and provide recommendations to the Board of Trustees or the appropriate committees of the Board of Trustees for policies related to Auburn Montgomery.

(h) Student Affairs Committee. The Student Affairs Committee may review, for alignment with the University's mission and its students' needs, the totality of programs serving students of the University including, without limitation, promotion of a diverse student body, counseling, remedial programs, career and life-planning, and co-curricular activities. In addition, the Committee may: (i) assess the current and ideal allocation of resources to those programs; (ii) set standards for and keep track of student satisfaction and retention; (iii) reflect and make recommendations to meet projected changes and developments in students' needs over the next years; (iv) keep current on student support programs in higher education; and (v) determine and review data required from the administration, compare it over time, and assess it in the light of data from other institutions. The presidents of the Student Government Associations of the Auburn, Alabama and Auburn Montgomery campuses shall serve as non-voting members of the Student Affairs Committee.

(i) The Committee on Institutional Advancement. The Committee on Institutional Advancement may consider and provide recommendations to the Board of Trustees on policies related to informational and promotional programs, fund raising efforts, and relations with and activities of other affiliated or support organizations.



(j) Research and Technology Committee. The Research and Technology Committee may consider and provide recommendations to the Board of Trustees on policies related to the support of research activities and use of technology.

(k) Governmental Affairs Committee. The Governmental Affairs Committee may consider and provide recommendations to the Board of Trustees on issues related to local, state, and federal governmental relations.

**Section 4.07 Faculty Appointments to Committees.** Annually, faculty members, or with respect to the Committee on Institutional Advancement, members from affiliated or support organizations, shall be appointed as non-voting advisory member(s) of most standing committees. Prior to each annual meeting of the Board of Trustees, the University Senate at the Auburn, Alabama campus and Faculty Council at Auburn Montgomery shall submit a list of the names of three members of the faculty of its campus to the University President and Chancellor, respectively, as recommendations for such appointments. The University President or Chancellor, as applicable, in consultation with the Dean(s) or Chancellor of the applicable college or campus, as the case may be, shall select a qualifying name from such list for each appointment as a non-voting advisory member or, if no name is selected or provided, request the University Senate or Faculty Council to forward additional names until a member is selected. The recommendations will then be forwarded to the President Pro Tempore of the Board of Trustees so that the appointments can be made at each annual meeting. Members from affiliated or support organizations shall be recommended by the University President. With respect to the following committees, such appointments to be made by the President Pro Tempore shall be as follows:

- (a) Academic Affairs Committee: the chair of the University Senate.
- (b) Finance Committee: one faculty member from the Auburn College of Business and one faculty member from the Auburn Montgomery School of Business.
- (c) Property and Facilities Committee: one faculty member from the College of Engineering or College of Architecture, Design and Construction.
- (d) Agriculture and Natural Resources Committee: one faculty member from the College of Agriculture.
- (e) Auburn University at Montgomery Committee: one faculty member from Auburn Montgomery.
- (f) Student Affairs Committee: one member of the University faculty.
- (g) The Committee on Institutional Advancement: one or more faculty members from the Auburn, Alabama campus or the Auburn Montgomery campus, and one or more members from affiliated or support organizations.

## ARTICLE V MEETINGS OF THE BOARD OF TRUSTEES

**Section 5.01 Regular Meetings.** The Board of Trustees shall hold one regular meeting during each quarter of the calendar year, in accordance with a schedule determined by the Board of Trustees at

its annual meeting. Other meetings may be called and held as provided by law. Public notice of scheduled meetings will be given as required by law.

**Section 5.02 Annual Meeting.** The regular annual meeting of the Board of Trustees shall be held at the Auburn, Alabama campus in June of each year, unless the Board of Trustees, in regular session, determines to hold its annual meeting at some other time and place. The annual meeting shall constitute a regular meeting of the Board of Trustees.

**Section 5.03 Special Meetings.** Special meetings may be called by the Governor on at least ten days' written notice to each Voting Trustee. The Governor shall call a special meeting of the Board of Trustees, upon the written application of any three Voting Trustees, in the manner provided by Alabama law.

**Section 5.04 Waiver of Notice.** Unless otherwise required by applicable law, any notice requirements with respect to any meeting of the Board of Trustees may be waived (a) in a writing or writings signed by at least nine Voting Trustees, or (b) in a resolution waiving notice of such meeting passed by the affirmative vote of at least nine Voting Trustees present at such meeting. Attendance by a member of the Board of Trustees at any meeting other than for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, shall constitute waiver of notice of such meeting by such member.

**Section 5.05 Recessed Meeting.** The Board of Trustees may recess at any regular or special meeting from one date to another established by approved schedule or at the call of the President Pro Tempore, and at the continuation of such recessed meeting, the Board of Trustees may transact any business relating to the affairs of the University.

**Section 5.06 Agenda.** The University President, in consultation with the President Pro Tempore and Secretary of the Board of Trustees, will cause an agenda for each meeting of the Board of Trustees and any committee thereof to be prepared and transmitted to Board of Trustees at least seven days in advance of such meeting. This requirement does not preclude consideration of matters proposed by the University President or members of the Board of Trustees that could not reasonably have been included in the agenda. Subject to approval by the vote of a majority of those Voting Trustees present at the meeting, the Board of Trustees (or any committee thereof) may consider any other item of business. Matters concerning proposed additions, deletions, or changes to student, faculty, and employee policies and procedures will only be considered at the Board of Trustees' annual June meeting unless determined otherwise in the Board of Trustees' sole discretion.

**Section 5.07 Quorum.** Unless a greater number is required by these Bylaws or applicable law, presence of one more than half of the Voting Trustees shall constitute a quorum, but a smaller number may adjourn or recess from day to day until a quorum is present.

**Section 5.08 Actions by the Board of Trustees.** Except as otherwise required by these Bylaws, other Policies and Procedures, or applicable law, the vote of a majority of Voting Trustees present at a meeting at which there is a quorum shall be the act of the Board of Trustees.

**Section 5.09 No Proxy Voting.** Voting Trustees shall not be permitted to vote by proxy. A member of the Board of Trustees who will not be present at a meeting may submit an opinion on any item

on the agenda, in writing to the President Pro Tempore and Secretary of the Board of Trustees prior to such meeting, for reading into and inclusion in the minutes for such meeting.

**Section 5.10 Remote Participation.** Members of the Board of Trustees (or any committee thereof) may participate in, and be deemed present in person at, any meeting of the Board of Trustees (or committee thereof) by telephone conference, video conference or other similar communications equipment, in each case subject to and in accordance with applicable law.

## ARTICLE VI OFFICERS OF THE UNIVERSITY

**Section 6.01 General Provisions.** The officers of the University shall be the following: University President, Provost of Auburn University, the Chancellor of Auburn University at Montgomery, Vice Presidents of Auburn University, the Director of Intercollegiate Athletics at Auburn University, the General Counsel, and the Chief Financial Officer of the University ("University Officers").

**Section 6.02 President of the University.**

(a) The administration of the University under the authority of the Board of Trustees is unified in the Office of the President. The University President shall be the chief executive officer of the University and shall be responsible and accountable for the University's educational, administrative and fiscal programs and services, intercollegiate athletics program and fund-raising activities, except those which by law or these Bylaws are made the responsibility of other persons, but in all cases subject to the authority and oversight of the Board of Trustees. The University President shall have the power, in the name of the University, to make and execute, or authorize the making and execution of, all contracts and written instruments made in the ordinary course of the operations of the University, except those which must be specifically approved and authorized by the Board of Trustees.

(b) All officers, officials, staff, faculty and other employees of the University, except those provided for in Section 3.04 and Section 3.05, shall be under the authority and supervision of the University President, who shall exercise overall direction in implementing the policies of the Board of Trustees.

(c) The University President shall be an ex officio non-voting member of all Board of Trustees committees.

(d) Subject to the Policies and Procedures, including these Bylaws, the University President shall appoint all officers, officials, staff, faculty and other employees of the University.

(e) In the case of an extended absence of the University President, the duties of that office shall be assigned to an individual designated by the University President and approved by the Board of Trustees. In the case of disability of the University President or in the absence of a designee of the University President, the Board of Trustees shall identify and designate an interim University President. A member of the Board of Trustees may not be appointed to serve as interim University President.

**Section 6.03    Presidential Evaluation and Compensation.**

(a) The University President shall be evaluated at the annual meeting of the Board of Trustees, according to written objectives, specific and general, developed by the University President, discussed with the President Pro Tempore, and presented to and approved by the Board of Trustees before the outset of each academic year. The University President shall report on these objectives at each regular meeting of the Board of Trustees.

(b) The President Pro Tempore and the chair of the Executive Committee shall review the University President's compensation package based on an annual evaluation of the University President.

**Section 6.04    Other Non-Faculty Officials.**

(a) The University President shall appoint all other University Officers, in each case subject to and in accordance with all applicable Policies and Procedures (including, without limitation, Policy B-1 of the Policies and Procedures entitled "Selection of University Officers and Other Principal Officials of the University Policy"). Such University Officers shall exercise such powers and perform such duties as may be assigned to them under the supervision of the University President. In addition, the General Counsel of the University shall also separately report directly to the Board of Trustees. All University Officers and senior administrators and officials of the University who report to the University President shall be evaluated annually by the University President.

(b) The directors of the Agricultural Experiment Station and Cooperative Extension System shall also be appointed by the University President, upon prior approval of the Board of Trustees.

(c) All other non-faculty Principal Officials of the University, as defined in the Policies and Procedures, shall be appointed by the University President, upon prior approval of the Board of Trustees or its designee.

**ARTICLE VII  
POLICIES AND PROCEDURES OF THE BOARD OF TRUSTEES**

**Section 7.01    General Provisions.**

(a) The Policies and Procedures of the Board of Trustees shall be approved, amended, modified, supplemented, restated, replaced or repealed by the vote of a majority of those Voting Trustees present at any regular or special meeting of the Board of Trustees at which a quorum is present.

(b) A provision of the Policies and Procedures of the Board of Trustees may be waived by majority vote of those Voting Trustees present at any regular or special meeting of the Board of Trustees at which there is a quorum. Any such waiver may be limited to a specified time period or circumstance or may be indefinite as to time and scope until terminated by Board of Trustees action.

## ARTICLE VIII CODE OF ETHICS

### Section 8.01 General Provisions.

(a) Each member of the Board of Trustees shall, when making decisions in his or her capacity as a member of the Board of Trustees, exercise independent judgment so that no minority cohort of the Board of Trustees or organization or interest separate from the Board of Trustees, controls the decisions of the Board of Trustees and, accordingly, so that the sole concern of each person carrying out its responsibilities as a member of the Board of Trustees is to benefit the University, accomplish the University's mission, and to protect the University from undue influence by external persons or bodies.

(b) A member of the Board of Trustees shall not use his or her position on the Board of Trustees to profit financially from service on the Board of Trustees, except for reimbursement of normal and customary expenses incurred in connection with service as a member of the Board of Trustees.

(c) In order to avoid any real, potential or perceived conflict of interest involving the position of being a member of the Board of Trustees and any business or economic interest of said member of the Board of Trustees, each member of the Board of Trustees shall fully and publicly disclose said interest and will not participate in the discussion, debate, or voting upon said matter. Said disclosure shall be duly noted in the minutes of the meeting of the Board of Trustees or committee, if appropriate. The Board of Trustees, or a duly charged committee thereof, has the responsibility for administering the disclosures required in this Code of Ethics.

(d) Except as required by law, no member of the Board of Trustees shall disclose to third parties any confidential information regarding current or planned decisions or actions by the Board of Trustees or in respect of the activities and affairs of the University.

(e) Upon appointment to the Board of Trustees and thereafter at each annual meeting, each member of the Board of Trustees shall affirm, on a form and in a manner set forth by the Board of Trustees (or a committee thereof), that he or she has reviewed this Code of Ethics and has, and will continue to, comply with its requirements.

## ARTICLE IX AMENDMENT OR REPEAL OF BYLAWS

### Section 9.01 General Provisions.

(a) Upon approval by the affirmative vote of at least nine Voting Trustees, these Bylaws shall become effective at the conclusion of the Board of Trustees' meeting in April 2021, and shall replace and repeal in all respects the Bylaws of the University in effect immediately prior to such approval.

(b) New Bylaws may be adopted, and Bylaws may be amended or repealed, at any meeting of the Board of Trustees by the affirmative vote of nine Voting Trustees, but no action shall be taken unless (i) notice of such proposed adoption, amendment, or repeal shall have been given at a previous meeting of the Board of Trustees or (ii) written notice of the proposed change shall have been delivered to each Voting Trustee at least thirty (30) days in advance of the final vote upon such change; *provided, however,*

such notice requirement may be waived at any time by the affirmative vote of at least nine Voting Trustees.

**Section 9.02    Suspension of Bylaws.** These Bylaws, or any portion hereof, may be suspended at any meeting upon the affirmative vote of at least nine Voting Trustees and not otherwise.

**Section 9.03    Repealing Clause.** All rules, orders, regulations, resolutions and bylaws heretofore adopted by the Board of Trustees, which are in conflict with these Bylaws, are hereby repealed but such repeal shall not affect actions heretofore taken pursuant to such rules, orders, regulations, resolutions and bylaws.

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## HISTORY:

APPROVED: November 4, 1983AMENDED: June 2, 1986AMENDED: December 17, 1991REVISED: June 1, 1992REVISED: November 6, 1998REVISED: June 4, 2001REVISED: July 23, 2001REVISED: November 16, 2001REVISED: June 3, 2002REVISED: November 15, 2002REVISED: June 11, 2004REVISED: November 10, 2006REVISED: April 25, 2008REVISED: June 19, 2009REVISED: June 18, 2010REVISED: February 9, 2018AMENDED AND RESTATED: April 16, 2021

## APPENDIX A

### SPECIFIC RESPONSIBILITIES AND POWERS

In order to fulfill its constitutional obligations and for accomplishment of the mission of the University, the Board of Trustees shall have broad powers and responsibilities including those set forth in the following non-exhaustive list and such other powers as the Board of Trustees may deem best for promoting the interest of the University. Notwithstanding anything to the contrary herein, in the event that any of the Policies and Procedures conflict with this Appendix A, the provisions of the Policies and Procedures shall govern.

1. Monitor compliance with applicable laws, rules, policies, and regulations and stay apprised of material updates or changes to the same.
2. Elect and appoint officers of the Board of Trustees and the University Officers in accordance with the Policies and Procedures of the University.
3. Exercise full authority and control over all University funds, whether appropriated from state revenues or institutional revenues, and take all actions necessary and appropriate to ensure the financial stability and solvency of the University.
4. Exercise oversight of the intercollegiate athletics programs of the University, including proposed actions reasonably anticipated to have a long-term impact on the operations, finances, reputation, and standing of the University or any of its intercollegiate athletic programs.
5. Monitor non-academic programs, including programs related to diversity, for compliance with applicable federal and state laws, rules, and regulations.
6. Periodically evaluate the administrative operations and academic programs of the University and its constituent parts in accordance with the Policies and Procedures in order to promote the fulfillment of the mission and vision of the University in an efficient and effective manner.
7. Approve and monitor, or delegate specific authority for the approval and/or monitoring of, educational opportunities to be offered by the University, including but not limited to new academic or degree programs, new academic departments and units, and major modifications in existing programs and units that would be expected to have a material financial impact.
8. Approve the creation of named and endowed academic chairs and professorships.
9. Obtain and regularly review accurate information about the academic operations of the University, including but not limited to course delivery methodology, curriculum, faculty qualifications, scholarships, admission standards, organizational structures related to academic departments, institutes and programs, enrollment management, retention rates, graduation rates, and post-graduation placement.
10. Approve the naming, renaming, removal of names, and contextualization of buildings and other structures (and major portions thereof), streets, geographic areas, as well as academic, research, and service programs, in each case subject to any applicable Policies and Procedures.



11. Approve the conferral of degrees, certificates, and other recognized educational credentials by the University President in any bachelor's, master's, or doctoral program, or in any other credential-awarding program, that has been approved by the Board of Trustees, upon certification by the appropriate University offices that a student has satisfied all degree requirements and all obligations to the University.
12. Approve the awarding of posthumous degrees in accordance with the applicable Policies and Procedures.
13. Approve the conferral of honorary degrees to individuals who have distinguished themselves by providing extraordinary service to the University, the State of Alabama, the United States, or the world in accordance with applicable Policies and Procedures and any other applicable policies.
14. Approve the revocation of degrees, certificates, and other recognized educational credentials by the University President awarded in error or if degree revocation is imposed as a penalty pursuant to any of the Policies and Procedures or otherwise in the judgment of the University President and the Board of Trustees.
15. Approve general admission and graduation requirements for the University, and student tuition and fees, including but not limited to items such as undergraduate and graduate / professional tuition rates, specifically-charged school or college fees, student service and mandatory dining fees, general fees, laboratory fees, computer use fees, general property deposits, housing rates, and parking fees.
16. Approve policies and proposals regarding waivers or discounts of student tuition or fees.
17. Approve rules and policies regarding the residency of students for purposes of determining the applicability of resident and non-resident charges for tuition and fees, in each case in accordance with applicable law.
18. Approve the annual operating budget and proposed capital and maintenance budgets for the University, and any changes thereto.
19. Approve University retirement benefits in accordance with applicable law and University policies.
20. Approve emeritus status for former members of the Board of Trustees and retired officers and officials of the University.
21. Review and approve requests to the Alabama legislature for appropriations by the University or any constituent part thereof.
22. Approve all gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts.
23. Approve, or delegate specific authority for the approval of, all loans, borrowing, and issuance of bonds.

24. Approve, or delegate specific authority for the approval of, appointments, contracts, and salaries of the officers, principal officials, faculty and staff of the University, in each case in accordance with Article VI of these Bylaws and the applicable Policies and Procedures (including, without limitation, Policy B-1 of the Policies and Procedures entitled “Selection of University Officers and Other Principal Officials of the University Policy”).

25. Approve all University and campus master plans and capital projects in accordance with the Policies and Procedures.

26. Approve strategic plans and long-range objectives for the University, including the Auburn Montgomery campus.

27. Approve, or delegate specific authority for the approval of, all contractual relationships and other major legal obligations executed in the name of the Board of Trustees or the University.

28. Approve, or authorize the Executive Committee to approve, all purchases and sales, of real property, and ensure that all properties of the University are preserved and maintained.

29. Establish auditing policies and standards, and appoint independent auditors for, the University.

30. Approve architects, construction managers, preliminary and final budgets, and award of construction contracts for certain capital projects, as well as the acquisition of certain new equipment and computer software (specified from time-to-time by cost thresholds) and all land.

31. Ensure that Auburn students receive an education of substance, quality, and value that will prepare them to serve as productive, civically responsible, and engaged citizens.

32. Ensure that all University programs, schools, colleges, and units operate with rigorous academic quality, mission-directed financial stewardship, and in keeping with the high academic standards and values of the University and the State of Alabama.

33. In keeping with Alabama law charging the Board of Trustees with the duty to organize and maintain the educational institution, review instructional materials, syllabi, and curricula to monitor whether instruction is consistent with the University’s mission and of a quality consistent with the University’s high educational caliber.

#### **G-4. INTERCOLLEGIATE ATHLETICS POLICY**

In observation of the Board of Trustees constitutional duty to “manage and control” the University, the Board of Trustees has adopted the following statements of policy concerning Auburn University’s intercollegiate athletics programs:

1. In carrying out its constitutional and statutory duties, the Board of Trustees has delegated to the University President the responsibility for the full conduct and control of the entirety of the Auburn University intercollegiate athletics program (the “Athletics Program”). The Board of Trustees and the University President, working together, shall ensure that the Athletics Program at all times reflects and supports the University’s academic values and mission.
2. The Board of Trustees will set and review the expectations of the overall impact and benefit that Auburn University should expect from the Athletics Program. The University President will also establish and maintain a mission statement for the Athletic Department subject to review and approval by the Board of Trustees. The Board of Trustees and the University President will work collaboratively to establish agreed-upon benchmarks and standards for measuring success within the Athletics Program.
3. While the University President will have the full support of the Board of Trustees in connection with carrying out the responsibilities of this policy, the University President shall be accountable to the Board of Trustees for the performance of his or her responsibilities under this policy, and the Board of Trustees will assess this performance as a component of its periodic performance evaluations of the University President.
4. The University President shall report to the Board of Trustees annually, and at such other times as may be required pursuant to this policy or as otherwise requested by the Board of Trustees, regarding the overall status and performance of the Athletics Program and the performance of the University President’s responsibilities under this policy. The University President’s reports to the Board of Trustees shall include, without limitation, all relevant information concerning the operations of the Athletics Program, all planned or proposed actions to be taken with respect to the Athletics Program during the following year, and all other information that may be required or requested by the Board of Trustees in order to evaluate the University President’s performance under this policy or the overall status of the Athletics Program.
5. As a component of the annual report to the Board of Trustees, the University President shall review and provide a summary of the relevant admissions policies, financial assistance figures, graduation rates, transfer rates, declared majors, and other items relevant to the academic success and support of Auburn University’s student athletes, and each of these items shall also include comparison figures to the general student population of Auburn University as well as to published statistics for comparable items for student athletes of peer institutions.
6. The Lead Trustee for Athletics, along with the Chairs of the Academic Affairs, Student Affairs, and Finance Committees, and all members of the Executive Committee, will assist with the review and confirmation of the University President’s annual report on the Athletics Program and will report to the full Board of Trustees regarding the relevant matters in such annual report that fall within each of their charged areas of responsibility.

7. Each year the Board of Trustees will approve an annual budget for the Athletics Program (the “Athletic Budget”). The Athletic Budget will be prepared and reviewed within the context of the complex and multifaceted finances of the Athletics Program. Proposals for significant capital improvements and other similar projects must be approved by the Board of Trustees within the existing framework and policies for similar items (e.g., pursuant to campus master plans and other generally applicable policies concerning capital projects). The University President shall, with the oversight of the Board of Trustees and subject to other generally applicable University policies, control and monitor the spending of all funds within the Athletics Program.
8. Simultaneously with the University President’s submission of each proposed Athletic Budget to the Board of Trustees for approval hereunder, the University President shall also submit to the Board of Trustees a report, prepared by the University President in coordination with the Auburn University Athletics Director, summarizing the University’s total financial risk and exposure relating to “buy-out” obligations or similar severance concepts contained in the contract of any employee serving within any part of the Athletics Program.
9. The University President shall regularly review and monitor the University’s institutional compliance with Title IX requirements, the results of the NCAA self-study process, each independent audit of the Athletics Program required by the NCAA, and the Athletics Program’s compliance with NCAA and SEC rules and regulations as well as all other applicable rules, regulations, and laws applicable to the Athletics Program.
10. The Board of Trustees will regularly and periodically review, reconsider, and, if appropriate, revise these policies for currency and completeness and to ensure that the Athletics Program is being operated in a manner that is consistent with its mission and vision as well as the overall vision and mission of Auburn University. As a part of this process, the Board of Trustees is committed to including a thorough review of Athletics Program policy issues as a part of its orientation of new members of the Board of Trustees.

The Auburn University Athletics Program has a storied tradition which meaningfully impacts enrollment and is a key component of Auburn University’s national reputation and brand. In recognition of the impact that the Athletics Program has on Auburn University as a whole as well as on the academic and lifelong success of the University’s student athletes, the Board of Trustees stands firm in its ongoing commitment to Auburn Athletics and affirms its responsibility to exercise careful oversight of the policies, procedures, and people that carry out that vision and mission of the Athletics Program.

ADOPTED: May 7, 2004  
REAFFIRMED: June 19, 2009  
REVISED: February 9, 2018  
REVISED: April 16, 2021

## **G-5. AUDIT AND COMPLIANCE POLICY**

### **Section I. Purpose**

The purpose of the Audit and Compliance Committee (the “Committee”) is to assist the Board of Trustees in fulfilling its oversight responsibilities in the areas of financial practices, internal controls, financial management, regulatory compliance and administration of the Board of Trustees’ Code of Ethics. The Committee will be the focal point of communication between the Board of Trustees, auditors, and management.

### **Section II. Membership**

- 2.1 The Chair of the Committee shall be appointed by the President Pro Tempore, and shall be independent and free from any relationship that, in the opinion of the *President Pro Tem*, might impair or interfere with the exercise of his/her judgment.
- 2.2 The Chair should have accounting or related financial management expertise. The Chair should enhance his or her familiarity with finance, accounting, regulatory compliance and internal control issues by participation in educational programs and discussions with both auditors and management.

### **Section III. Responsibilities**

- 3.1 Compliance
  - 3.1.1 The Committee shall monitor compliance with the Board of Trustees Code of Ethics policy and annually report their results to the full Board and public.
  - 3.1.2 The persons responsible for Athletic SEC/NCAA Compliance, Legal Compliance, Affirmative Action/Equal Employment Opportunity Compliance, Cyber Security Compliance and Research Compliance shall have unrestricted access to the Committee Chair or *President Pro Tem* to report any failure by the University to properly manage compliance issues arising from those areas.
- 3.2 External Auditors
  - 3.2.1 The Committee shall recommend to the Board the appointment or replacement of the independent auditors and approve the terms on which the independent auditors are engaged for the ensuing year. The Committee shall solicit input of management in this process.
  - 3.2.2 The Committee should review and approve (or disallow) fees to be paid to the independent auditor, authorize (or prohibit) the provision of any non-audit services.
  - 3.2.3 The Committee should meet with the independent auditors before the annual financial statement audit to discuss the nature and scope of the audit. This meeting shall be held in the absence of management if the Committee deems appropriate.

- 3.2.4 The Committee should meet with the independent auditors upon completion of the financial statement audit to discuss findings, recommendations, and management responses.
- 3.2.5 The Committee shall review the independent auditor's management letter and management's responses. This discussion should include any unique or emerging risks the independent auditor notes during the engagement.
- 3.2.6 The Committee shall review any other audit services performed by the independent auditor such as federally required A-133 audit. The Committee shall also review any non-audit services completed by the auditors, if such services have been performed.

**3.3 Internal Audit and Compliance**

- 3.3.1 The Committee shall have general oversight of the University's internal audit and compliance function with the chief audit and compliance executive having access to the Committee through a dual reporting line to the Committee and the President (or his/her designee). The chief audit and compliance executive shall have unrestricted access to the Committee and provide information to the Committee with respect to internal audit and institutional compliance operations. The Audit and Compliance Committee shall approve any changes in the position of chief audit and compliance executive.
- 3.3.2 Internal Audit will maintain an anonymous reporting process to facilitate reporting of alleged unethical behavior involving the University, investigate as appropriate, and provide periodic reports on use of that process.
- 3.3.3 Institutional compliance will periodically report the results of compliance risk assessments & monitoring to the Committee. In addition, the Committee will receive communications regarding new and emerging risks of significance identified by institutional compliance.

**Section IV. Meetings**

The Committee shall meet as frequently as circumstances dictate but at a minimum twice per year: once prior to the commencement of the annual financial statement audit, and once again prior to the presentation of the audited financial statements to the full Board.

**Section V. Implementation**

The Committee should develop procedures to ensure the implementation of this Policy and periodically assess the Policy and their compliance with the responsibilities herein defined. As part of their evaluation, the Committee should assess whether modifications are needed to this Policy.

REVISED: November 2012  
REVISED: November 20, 2015  
REVISED: February 9, 2018

**G-6. MEMBERS OF THE AUBURN UNIVERSITY BOARD OF TRUSTEES, 1920 TO PRESENT**

\*Constituted membership of Board of Trustees in 1920.

\*\*District changes were made in 1933-34.

Name	District	Years of Service
Thomas E. Kilby	Governor	* -1923
Spright Dowell	State Supt. of Educ.	* -1920
W. H. Oates	First	* -1936
W. F. Feagin	Second	* -1923
C. S. McDowell, Jr.	Third	* -1930
T. D. Samford	Third	* -1947
Hugh D. Merrill	Fourth	* -1943
Harry Herzfeld	Fifth	* -1933
J. A. Rogers	Sixth	* -1936
Oliver R. Hood	Seventh	* -1930
C. M. Sherrod	Eighth	* -1926
W. K. Terry	Ninth	* -1923
Paul S. Haley	Tenth/Seventh**	* -1968
John W. Abercrombie	State Supt. of Educ.	1920-1927
William W. Brandon	Governor	1923-1927
Charles Henderson	Second	1923-1935
Victor H. Hanson	Ninth	1924-1945
C. W. Ashcraft	Eighth	1926-1935
Bibb Graves	Governor	1927-1931/1935-1939
R. E. Tidwell	State Supt. of Educ.	1927-1929
A. F. Harmon	State Supt. of Educ.	1929-1935
John J. Flowers	Third	1930-1931
B. M. Miller	Governor	1931-1935
H. H. Connor	Third	1931-1939
C. S. Culver	Seventh/Fifth**	1931-1943
J. A. Keller	State Supt. of Educ.	1935-1937

## MEMBERS OF THE AUBURN UNIVERSITY BOARD OF TRUSTEES, 1920 TO PRESENT

Name	District	Years of Service
George Blue	Second	1935-1944
Francis W. Hare	First	1936-1951
Robert K. Greene	Sixth	1936-1947
A. H. Collins	State Supt. of Educ.	1937-1943
Frank M. Dixon	Governor	1939-1943
Edward A. O'Neal	Eighth	1935-1947
John V. Denson	Third	1939-1940
S. L. Toomer	Third	1941-1951
Chauncey Sparks	Governor	1943-1947
E. B. Norton	State Supt. of Educ.	1942-1946
W. B. Bowling	Fifth	1943-1946
Walker Reynolds	Fourth	1943-1956
Earl M. McGowin	Second	1946-1947
Frank P. Samford	Ninth	1946-1973
A. R. Meadows	State Supt. of Educ.	1946-1951/1955-1959/1963-1967
James E. Folsom	Governor	1947-1951/1955-1959
Joe M. Davis	Fifth	1947-1956
V. S. Summerlin	Second	1947-1959
Roberts H. Brown	Third	1947-1950/1963-1971
Redus Collier	Eighth	1947-1972
Raymond E. Spann	Third	1950-1951
Gordon Persons	Governor	1951-1955
W. J. Terry	State Supt. of Educ.	1951-1955
G. H. Wright, Sr.	Third	1951-1963
Jimmy Hitchcock	Third	1951-1959
E. A. Roberts	First	1951-1963
R. C. "Red" Bamberg	Sixth	1956-1994
M. H. Moses	Fifth	1956-1968
E. L. Wynn	Fourth	1956-1968



**MEMBERS OF THE AUBURN UNIVERSITY BOARD OF TRUSTEES, 1920 TO PRESENT**

Name	District	Years of Service
John Patterson	Governor	1959-1963
Frank R. Stewart	State Supt. of Educ.	1959-1961
John W. Overton	Second	1959-1971
W. J. Forrester	Third	1959-1963
W. A. LeCroy	State Supt. of Educ.	1961-1963
George C. Wallace	Governor	1963-1967/1971-1979/1983-1987
John W. Pace, III	First	1963-1985
Sim A. Thomas	Third	1963-1971
Lurleen B. Wallace	Governor	1967-1968
Ernest L. Stone	State Supt. of Educ.	1967-1971
Walston Hester	Seventh	1968-1979
Albert Brewer	Governor	1968-1971
Thomas E. Martin	Fifth	1968-1969
William Nichols	Fourth	1968-1988
Jesse Culp	Fifth	1969-1975
LeRoy Brown	State Supt. of Educ.	1971-1975
Henry B. Steagall, II	Third	1971-1987
Charles M. Smith, III	Second	1971-1983
Jack B. Tatum	Third	1972-1976
Robert Harris	Eighth	1973-1983
Frank P. Samford, Jr.	Ninth	1973-1984
Wayne Teague	State Supt. of Educ.	1975-1995
Sue Fincher	Fifth	1975-1979
J. Ralph Jordan	Third	1976-1980
Fob James	Governor	1979-1983/1995-1999
Michael B. McCartney	Fifth	1979-1993
Morris W. Savage	Seventh	1979-1991
John V. Denson	Third	1980-1999
James T. Tatum, Jr.	Eighth	1983-1999

## MEMBERS OF THE AUBURN UNIVERSITY BOARD OF TRUSTEES, 1920 TO PRESENT

Name	District	Years of Service
Robert E. Lowder	Second	1983-2011
Emory O. Cunningham	Ninth	1984-1999
Bessie Mae Holloway	First	1985-2000
Guy Hunt	Governor	1987-1993
W. James Samford, Jr.	Third	1987-2003
Jack B. Venable	Fourth	1989-2003
Charles G. Glover	Seventh	1991-2003
Lowell Barron	Fifth	1993-2003
James E. Folsom, Jr.	Governor	1993-1995
Thomas E. Ingram, Jr.	Acting State Supt. of Educ.	1995-1995
Edward R. Richardson	State Supt. of Educ.	1995-2004
Paul J. Spina, Jr.	Sixth	1995-1996 / 1997-2010
Phil Richardson	Second	1996-1997
Albert C. McDonald	Eighth	1996-1997
Don Siegelman	Governor	1999-2002
Golda McDaniel	At Large	2001-2005
James W. Rane	Third	1999-2012 / 2012–2021
John G. Blackwell	Eighth	2000-2013
John C.H. Miller, Jr.	First	2000-2009
Byron P. Franklin, Sr.	Ninth	1999-2012
Earlon C. McWhorter	At Large	2001-2009
Bob Riley	Governor	2002-2010
Charles E. Ball	Fifth	2004-2006
Dwight. L. Carlisle	Fourth	2004-2012
Sarah B. Newton	Seventh	2004-2012 / 2012–2021
Virginia Thompson	Third-Lee Co.	2004-2012
Charles D. McCrary	At Large	2004-2012 / 2012–2021
Samuel L. Ginn	At Large	2005-2013
D. Gaines Lanier	Fifth	2007-2015 / 2015-2022

## MEMBERS OF THE AUBURN UNIVERSITY BOARD OF TRUSTEES, 1920 TO PRESENT

Name	District	Years of Service
Raymond J. Harbert	At Large	2009-2017 / 2017-2024
Jimmy Sanford	Fourth	2012-2021 / 2021-2028
B.T. Roberts	First	2012-2020 / 2020-2027
Clark Sahlie	Second	2012-2020 / 2020-2027
Bob Dumas	Third-Lee Co.	2012-2022
Elizabeth Huntley	Sixth	2012-2022
James Pratt	Ninth	2012-2020 / 2020-2027
Mike DeMaioribus	Eighth	2013-2021 / 2021-2028
Wayne T. Smith	At Large	2013-2021 / 2021-2028
Lloyd Austin	At Large	2017-2021
Quinten Riggins	At Large	2017-2024
Robert Bentley	Governor	2011-2017
Kay Ivey	Governor	2017-

## RESOLUTION

### RECOGNITION OF MR. LAMAR P. HIGGINS

WHEREAS, Mr. Lamar P. Higgins, a native of Marbury, Alabama, led a distinguished life in service to the state of Alabama, effecting positive change in the lives of countless Alabamians; and

WHEREAS, Mr. Higgins graduated from Troy University, where he served as the president of the Student Government Association during his junior and senior year; and

WHEREAS, Mr. Higgins later served on the Troy University Board of Trustees for twenty-five years, leading numerous University initiatives, most notably the establishment of the Rosa Parks Museum and John Lewis Hall; and

WHEREAS, Mr. Higgins was a staunch supporter of the governmental and legislative process, relentlessly advocating for the rights of historically underserved groups; and

WHEREAS, Mr. Higgins was a ubiquitous force in politics where he served as a member of Governor Fob James' administration, a member of Senator Howell Heflin's staff, and Deputy Director of the Alabama Department of Economic and Community Affairs; and

WHEREAS, Mr. Higgins also served the city and people of Huntsville, Alabama, as a member of the Space and Rocket Center staff and later as the Special Assistant to the Mayor of Huntsville; and

WHEREAS, Mr. Higgins then joined Fine Geddie and Associates in 1995, where he served as an integral part of the Firm; and

WHEREAS, the state of Alabama lost a cherished and valued leader on April 15, 2021, with the death of Mr. Higgins; and

WHEREAS, Mr. Higgins' legacy lies in the profound effect he had on the countless persons he served throughout his career.

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of Auburn University extend to the family and friends of Mr. Lamar P. Higgins sincere gratitude for his invaluable service to the state of Alabama; the Alabama governmental and legislative process, Auburn University; the city and people of Huntsville, Alabama; and all Alabamians; and

BE IT FURTHER RESOLVED that the Board hereby expresses its sympathy and condolences to the family and friends of Mr. Lamar P. Higgins in this period of sadness and that a copy of this resolution be presented to them so that they will know of this action and the university's deep sympathy.

## RESOLUTION

### NAMING A CLASSROOM ON THE SECOND FLOOR OF HORTON-HARDGRAVE HALL AS THE BELL/BAKER FAMILY CLASSROOM

WHEREAS, Ms. Janet Bell Baker earned her bachelor's degree in marketing from the Harbert College of Business in 1988; and

WHEREAS, Janet has been a generous benefactor of the Harbert College and Auburn University since 1998 through gifts to Horton-Hardgrave Hall and Athletics; and

WHEREAS, Janet hopes her contribution will enhance the Harbert College of Business and she is excited about what Horton-Hardgrave Hall will mean for the college and chose to name this classroom knowing she could be proud of the work accomplished there; and

WHEREAS, Janet's commitment is evident through her membership in the James E. Foy Loyalty Society and the 1856 Society; and

WHEREAS, Janet's time in the Harbert College of Business and at Auburn had a profound impact on her and, therefore, she is passionate about the direction of the Harbert College and is committed to its continued progress, as well as that of the entire university.

NOW, THEREFORE, BE IT RESOLVED that a classroom on the second floor of Horton-Hardgrave Hall be named The Bell/Baker Family Classroom in honor of Janet's generous support and ongoing dedication.

## RESOLUTION

### NAMING A ROOM ON THE THIRD FLOOR OF HORTON-HARDGRAVE HALL AS THE DR. A.Z. CARTER, JR. '45 ROOM

WHEREAS, Mr. Ronald D. Dyson, Jr. earned his bachelor's degree in logistics from the Harbert College of Business in 2001 and is currently seeking his on-line MBA through the Harbert College. Mrs. Meredith Dyson earned her bachelor's degree from the University of Texas at Austin in 2014; and

WHEREAS, the Dysons' commitment to the Harbert College and Auburn University is evident through their membership in the James E. Foy Loyalty Society and the 1856 Society. The Dysons also support the Jay and Susie Gogue Performing Arts Center; and

WHEREAS, Ron and Meredith established the Dyson Family Alumni Endowed Scholarship through the Auburn Alumni Association and they are members of the Alumni Association. Ron also served on the board of the Greater Houston Auburn Club; and

WHEREAS, Ron and Meredith are passionate about the direction of the Harbert College and are committed to its continued progress; and

WHEREAS, the Dysons are naming this room in memory of Ron's grandfather, Dr. A.Z. Carter, Jr. who graduate from Auburn Polytechnical Institute (API) in 1945 and from Tulane Medical School in 1947; and

WHEREAS, Dr. Carter was one of eight children and was blessed with 18 grandchildren and 8 great-grandchildren to date. Dr. Carter was a well know physician in Auburn for 55 years; and

WHEREAS, Dr. Carter instilled a love for family and a love for Auburn. His passion for Auburn football is shared by his entire family.

NOW, THEREFORE, BE IT RESOLVED that a team room on the third floor of Horton-Hardgrave Hall be named The Dr. A.Z. Carter, Jr. '45 Room in memory of Dr. Carter and in honor of the Dysons' generous support and ongoing dedication.

## RESOLUTION

### NAMING A PORCH ON THE THIRD FLOOR OF HORTON-HARDGRAVE HALL AS THE DAVID AND HELEN KESTERTON PORCH

WHEREAS, Mr. David R. Kesterton earned his bachelor's degree in management from the Harbert College of Business in 1984, and Mrs. Helen A. Kesterton earned her bachelor's degree in English from the College of Liberal Arts in 1990; and

WHEREAS, David and Helen have been generous benefactors of the Harbert College and Auburn University since 1984 through establishing the David and Helen Kesterton Endowed Fund for Excellence in the Harbert College and through gifts to Horton-Hardgrave Hall, the Harbert Excellence Fund, and Athletics; and

WHEREAS, David and Helen hope their contribution will enhance the Harbert College of Business and they are excited about what Horton-Hardgrave Hall will mean for the college and students; and

WHEREAS, the Kestertons were passionate about naming the porch overlooking Magnolia Avenue; and

WHEREAS, David and Helen's commitment is evident through their membership in the James E. Foy Loyalty Society, the Petrie Society, and the Samford Society; and

WHEREAS, The Kestertons' time in the Harbert College of Business and at Auburn had a profound impact on them and, therefore, they are passionate about the direction of the Harbert College and is committed to its continued progress, as well as that of the entire university.

NOW, THEREFORE, BE IT RESOLVED that the porch on the third floor of Horton-Hardgrave Hall be named The David and Helen Kesterton Porch in honor of the Kestertons' generous support and ongoing dedication.

## RESOLUTION

### NAMING OF TIERED AUDITORIUM ROOM 1118 IN THE WALKER PHARMACY BUILDING AS THE JOHNNY AND SUE BELL AUDITORIUM

WHEREAS, Johnny H. Bell, Jr. and Sue Tate Bell both graduated from Auburn University in 1970, Johnny with a bachelor's degree in pharmacy and Sue with a bachelor's degree in education; and

WHEREAS, Johnny H. Bell is a highly regarded entrepreneur having founded Vital Care Home Infusion Services in 1986, becoming a leader in the provision of home infusion services in both rural and metropolitan areas; and

WHEREAS, Johnny's mission to be the premier national network of individually owned infusion providers ensuring quality patient care made him a leader in West Alabama and a fine example of the leaders produced by Auburn University; and

WHEREAS, Johnny impacted many lives by the provision of quality health care services and by providing employment opportunities for youth and adults who are interested in health care; and

WHEREAS, Johnny and Sue established the Johnny and Sue Bell Endowed Chair in the Harrison School of Pharmacy, the first endowed chair for the school; and

WHEREAS, the Harrison School of Pharmacy is recommending the naming of the tiered auditorium room 1118 in the Walker Pharmacy Building in honor of Johnny and Sue Bell in recognition of their philanthropic generosity to Auburn University and the Harrison School of Pharmacy.

NOW, THEREFORE, BE IT RESOLVED that the tiered auditorium room 1118 in the Walker Pharmacy Building be named The Johnny and Sue Bell Auditorium in honor of their generous support and ongoing dedication to Auburn University.



## RESOLUTION

### NAMING THE DEPARTMENT HEAD OFFICE IN THE TONY AND LIBBA RANE CULINARY SCIENCE CENTER AS THE BRENDAN AND CHARLTON KAM DEPARTMENT HEAD OFFICE

WHEREAS, the Auburn University Hospitality Management Program is held in high acclaim regionally, nationally and internationally and has increasing demand for graduates; and

WHEREAS, such acclaim and increasing interest in the program and the study options of Culinary Science, Hotel and Restaurant Management, and Event Management has necessitated the construction of a facility to provide state-of-the-art learning for students; and

WHEREAS, Auburn University and the College of Human Sciences has initiated a campaign to construct such a facility; and

WHEREAS, Fred and Charlene Kam have responded to the call for philanthropic support of such a facility; and

WHEREAS, Fred and Charlene Kam have impacted the lives of many Hospitality Management students through their support of immersive out-of-classroom experiences; and

WHEREAS, two of Fred and Charlene's children, Brendan and Charlton, are proud graduates of the College of Human Sciences Hospitality Management Program; and

WHEREAS, the Auburn University College of Human Sciences is recommending the naming of the department head office in the Tony and Libba Rane Culinary Science Center in honor of Brendan and Charlton Kam.

NOW, THEREFORE, BE IT RESOLVED that the department head office in the Tony and Libba Rane Culinary Science Center be named The Brendan and Charlton Kam Department Head Office in honor of the Kam Family's generous support and ongoing dedication to Auburn University.

## RESOLUTION

### NAMING THE PRIVATE DINING ROOM IN THE TONY AND LIBBA RANE CULINARY SCIENCE CENTER AS THE W. JAMES SAMFORD, JR. FOUNDATION PRIVATE DINING ROOM

WHEREAS, the Auburn University Hospitality Management Program is held in high acclaim regionally, nationally, and internationally and has increasing demand for graduates; and

WHEREAS, such acclaim and increasing interest in the program and the study options of Culinary Science, Hotel and Restaurant Management, and Event Management has necessitated the construction of a facility to provide state-of-the-art learning for students; and

WHEREAS, Auburn University and the College of Human Sciences has initiated a campaign to construct such a facility; and

WHEREAS, the W. James Samford, Jr. Foundation has responded to the call for philanthropic support by making a significant gift to support such a facility; and

WHEREAS, the Samford family has been a part of Auburn University for generations with W. James Samford, Jr. serving on the Auburn University Board of Trustees, and twice elected as President *Pro Tempore*; and

WHEREAS, the Auburn University College of Human Sciences is recommending the naming of the private dining room in the Tony and Libba Rane Culinary Science Center in honor of the W. James Samford, Jr. Foundation in recognition of their philanthropic generosity to Auburn University and its Hospitality Management Program.

NOW, THEREFORE, BE IT RESOLVED that the private dining room of the Tony and Libba Rane Culinary Science Center be named The W. James Samford, Jr. Foundation Private Dining Room in honor of their generous support and ongoing dedication to Auburn University.

## RESOLUTION

### NAMING THE VESTIBULE AND LOBBY IN THE ADVANCED STRUCTURAL ENGINEERING LABORATORY AS THE B.L. HARBERT INTERNATIONAL LOBBY

WHEREAS, Billy L. Harbert Jr. is a 1988 graduate of Auburn University and serves as a leader at B.L. Harbert International; and

WHEREAS, brothers John and Bill Harbert, both Auburn University graduates, along with Ed Dixon founded Harbert Construction Company in 1949; and

WHEREAS, Billy Harbert has served as chairman and CEO of B.L. Harbert International since its inception in 2000; and

WHEREAS, the Harbert family has a tremendous legacy in civil engineering and the Harbert Center at Auburn University was named in their honor, and since 1986 has been serving as the home of impactful civil engineering research, instruction, and structural testing; and

WHEREAS, Billy Harbert and his family have remained committed to Auburn University, providing decades of support to the Samuel Ginn College of Engineering, the College of Architecture and Design, Auburn Athletics, the Jules Collins Smith Museum of Fine Arts, and the Jay and Susie Gogue Performing Arts Center; and

WHEREAS, the new Advanced Structural Engineering Laboratory will expand the forefront of civil engineering, having a lasting impact on the region, state, and nation; and

WHEREAS, Billy Harbert, B.L. Harbert International, and the Joy and Bill Harbert Foundation have given generously in support of the Advanced Structural Engineering Laboratory, continuing the Harberts' long legacy of giving to Auburn.

NOW, THEREFORE, BE IT RESOLVED that the Vestibule and Lobby in the Advanced Structural Engineering Laboratory be named The B.L. Harbert International Lobby in honor of their generous support and ongoing dedication.

## RESOLUTION

### NAMING THE WIND TESTING BAY IN THE ADVANCED STRUCTURAL ENGINEERING LABORATORY AS THE JOSEPH D. AND KATHY WEATHERFORD WIND TESTING BAY

WHEREAS, Joseph (Joe) D. Weatherford graduated from Auburn University in 1971 with a bachelor's degree in civil engineering; and

WHEREAS, he was employed at the Alabama Department of Transportation in Montgomery as a bridge design engineer; and

WHEREAS, Joe completed his MBA from Auburn in 1980 after beginning his tenure as a structural engineer for Sherlock, Smith, and Adams, an architectural and engineering firm; and

WHEREAS, from 1984-87, Joe served as chief structural engineer for the firm, supervising the preparation of all structural designs, drawings, and specifications; and

WHEREAS, he later served as vice president of the firm, and then in 1990, Joe founded Weatherford & Associates, Inc., a professional consulting structural engineering firm based in Montgomery serving the architectural and construction communities in the southeast; and

WHEREAS, in 2005, Joe co-founded Post Tension Technologies LLC in Montgomery, a full-service post tensioning construction company specializing in tensioned structural slab fabrication; and

WHEREAS, Joe is a licensed professional engineer in seven states and prior to his retirement in 2019, he was a member of the Structural Engineers Association of Alabama, American Concrete Institute, American Council of Engineering Companies, and served as an American Precast Institute plant certified inspector; and

WHEREAS, that the Wind Testing Bay in the Advanced Structural Engineering Laboratory be named The Joseph D. and Kathy Weatherford Wind Testing Bay in honor of their generous support and ongoing dedication.

NOW, THEREFORE, BE IT RESOLVED that the tiered auditorium room 1118 in the Walker Pharmacy Building be named The Johnny and Sue Bell Auditorium in honor of their generous support and ongoing dedication to Auburn University.

## RESOLUTION

### NAMING MEETING ROOM 2227 WITHIN HAROLD D. MELTON STUDENT CENTER AS THE CATER SOCIETY MEETING ROOM

WHEREAS, The Cater Society was founded in 1982 and recognizes seniors who have worked toward the advancement of women on Auburn's campus and in the community during their time at Auburn; and

WHEREAS, The Cater Society works to further women's involvement and fosters the Auburn Spirit in the name of former Dean of Women, Katharine Cooper Cater; and

WHEREAS, Katherine Cooper Cater supported women in extracurricular endeavors, encouraging them to make invaluable contributions to Auburn University; and

WHEREAS, The Cater Society has recognized the future potential of student leaders carrying out Dean Cater's legacy.

NOW, THEREFORE, BE IT RESOLVED that meeting room 2227 on the second floor of the Harold D. Melton Student Center be named The Cater Society Meeting Room in honor of Dean Cater and the countless other women leaders who have come through Auburn University leaving a lasting legacy and example for other Auburn women in the future.

## RESOLUTION

### NAMING THE EAGLE EYE STUDIO WITHIN THE HAROLD D. MELTON STUDENT CENTER AS THE CHLOE MELAS EAGLE EYE STUDIO

WHEREAS, Chloe Melas Mazza is an alumna from the College of Liberal Arts in Radio, Television, Film (Mass Communications) now known as Broadcast Journalism; and

WHEREAS, Chloe Melas Mazza was a member of the Eagle Eye news staff, which is the student – led television station on campus; and

WHEREAS, Chloe Melas Mazza began her career as a news assistant for CNN before launching a highly successful entertainment website, HollywoodLife, in 2009 with Bonnie Fuller; and

WHEREAS, Chloe Melas Mazza served as a co-host of the VH1 morning show, “The Gossip Table” beginning in 2013; and

WHEREAS, Chloe Melas Mazza returned to CNN in 2016 as an entertainment reporter where she has covered stories such as the Weinstein criminal trial and the death of NBA legend Kobe Bryant.

NOW, THEREFORE, BE IT RESOLVED that the Eagle Eye Studio in the Harold D. Melton Student Center (unit 1105L) be named The Chloe Melas Eagle Eye Studio (Melas Eagle Eye Studio) in honor of Chloe Melas Mazza '08, for her significant contributions in the entertainment industry and to Auburn University.

## RESOLUTION

### NAMING THE SENIOR VICE PRESIDENT'S OFFICE WITHIN THE HAROLD D. MELTON STUDENT CENTER AS THE COLE FAMILY SENIOR VICE PRESIDENT OFFICE

WHEREAS, John P. Cole, Jr. '53 is an alumnus from the College of Engineering in Industrial Engineering, John M. Cole '85 is an alumnus from the College of Liberal Arts in Political Science, and Logan M. Cole is a current student at Auburn University; and

WHEREAS, John P. Cole had a successful career in Cable TV Law and was instrumental in getting the "Thrilla in Manila" broadcast on HBO, which was the first broadcast via a continuous signal over satellite; and

WHEREAS, John M. Cole had a successful career in Development serving as the Development Officer for The George Washington University Law School and as the Director of Planned Giving for the Dallas Foundation; and

WHEREAS, Meredyth Cole is the Head of School at The Lovett School in Atlanta, which sends many students to Auburn every year; and

WHEREAS, John M. and Meredyth Cole currently serve on the Student Affairs Development Board and have chaired the Student Initiatives subcommittee providing invaluable support and expertise on how to better elevate the student experience on campus.

NOW, THEREFORE, BE IT RESOLVED that the Senior Vice President's Office in the Harold D. Melton Student Center (Suite 3248, office 3241) be named The Cole Family Senior Vice President's Office (Cole Family SVP Office) in honor of John P. Cole, Jr '53, John M. Cole '85, proud alumni from the University, and Logan M. Cole for their love of Auburn.

## RESOLUTION

### NAMING THE STUDENT INVOLVEMENT FRONT DESK WITHIN THE HAROLD D. MELTON STUDENT CENTER AS THE GLORIA FINLEY FRONT DESK

WHEREAS, Jonathan McConnell '03, an alumnus from the Harbert College of Business and former SGA President, wishes to honor the memory of Gloria Finley, affectionately known as "Ms. G"; and

WHEREAS, Gloria Finley began her career at Auburn in 1985 serving as an Administrative Associate and later as a Business Coordinator for Student Affairs, grew in popularity amongst student leaders and colleagues due to her infectious personality, and her compassionate spirit; and

WHEREAS, Gloria Finley made a huge impact on campus through her kindness and generosity and brought a wealth of knowledge and stability to student organization operations throughout her career; and

WHEREAS, Gloria Finley worked closely with members of SGA and the Aubie Program on budgeting, purchasing, and financial decision making; and

WHEREAS, Gloria Finley was committed to supporting Auburn student leaders and sharing her passion for promoting diversity, equity, and inclusion among the student body; and

NOW, THEREFORE, BE IT RESOLVED that the Student Involvement Front Desk in the Harold D. Melton Student Center (Suite 3130) be named The Gloria Finley Front Desk ("Ms. G" Front Desk) in memory of Gloria Finley for her loyalty and dedication to Auburn University for over 35 years.



## RESOLUTION

### NAMING THE STUDENT STUDY AREA ON THE THIRD FLOOR OF HORTON-HARDGRAVE HALL AS THE NORMA BLATCHFORD STUDENT STUDY AREA

WHEREAS, Mr. Frederick R. Blatchford earned his bachelor's degree in industrial and operations management in 1985, and has been a generous supporter of the Harbert College of Business and Auburn University for more than a decade; and

WHEREAS, Fred is a generous supporter of the Harbert College of Business through his endowed scholarships and fellowship, as well as his service on the Business Advisory Council, recently serving at its chair; and

WHEREAS, Fred previously served on the Harbert College of Business Campaign Committee and has been a frequent guest speaker in classes; and

WHEREAS, Fred's commitment to the Harbert College and Auburn University is evident through his membership in the Shareholders' Club, the James E. Foy Loyalty Society, the Athletics All-American Society, the Petrie Society, and the 1856 Society; and

WHEREAS, Fred's time in the Harbert College of Business had a profound impact on him and, therefore, he is passionate about the direction of the Harbert College of Business and is committed to its continued progress.

NOW, THEREFORE, BE IT RESOLVED that the student study area on the third floor of Horton-Hardgrave Hall be named The Norma Blatchford Study Area in memory of his mother and in honor of his generous support and ongoing dedication.

## RESOLUTION

### NAMING THE MEREDITH H. JENKINS OFFICE SUITE IN THE AUBURN ATHLETICS COMPLEX

WHEREAS, Meredith Jenkins served Auburn University for 24 years, beginning as an Assistant Media Relations Director and retiring in 2018 as Executive Associate Athletics Director and Senior Woman Administrator; and

WHEREAS, Meredith Jenkins, a difference maker and trailblazer in collegiate athletics, became the first woman to oversee an athletics communications department and serve as the primary football contact at a Southeastern Conference institution, and was one of just four women serving at that time as the primary football contact for a Division I school; and

WHEREAS, Meredith, having worked directly with 20 of Auburn's 21 sports during her career, led departmental strategic planning and management efforts with oversight of a \$140 million budget; and

WHEREAS, Meredith, an advocate for women's sports teams, coaches, and female student-athletes, started the Auburn Athletics WINGS program (Women Inspiring and Nurturing Greatness in Student-Athletes) which focuses on mentoring and job placement for female student-athletes and raising funds for Auburn's women's sports teams; and

WHEREAS, Meredith, through her enthusiasm and tireless efforts impacted thousands of student-athletes, was Auburn University's Woman of Distinction in 2010, and was named the 2014 Pamela Wells Sheffield Award recipient; and

WHEREAS, Meredith's impact reached beyond Auburn, as she served on the NCAA Division I Soccer Committee, presiding two terms as its chair, and on numerous SEC committees, including the executive committee; and

WHEREAS, Auburn Athletics desires to honor Meredith's dedication to and impact on collegiate athletics and her advocacy and advancement of women's athletics.

NOW, THEREFORE, BE IT RESOLVED by the Auburn University Board of Trustees that the Executive and Senior Associate Athletics Directors office suite, located in the Auburn Athletics Complex be named The Meredith H. Jenkins Office Suite.

## RESOLUTION

### RECOGNITION OF DIRECTOR GARY LEMME

WHEREAS, Dr. Gary Lemme has served Auburn University with distinction as the director of the Alabama Cooperative Extension System since 2011; and

WHEREAS, under his exceptional leadership, one in three Alabamians now benefit from Extension programs to improve quality of life delivered collaboratively with partners at Alabama A&M University; and

WHEREAS, Dr. Lemme marshalled the combined talents and expertise of scientists, instructional designers, IT specialists, and communication professionals to create objective, research-based educational programs; and

WEREAS, he led the Alabama Cooperative Extension System into the digital era with an increasing number of educational products and programs delivered online or through electronic media, thereby reaching a broader group of users; and

WHEREAS, as a steward of public funds, Dr. Lemme oversaw critical assessments of ACES programs to ensure they achieved socially and economically beneficial impacts; and

WHEREAS, through his leadership, the Alabama Cooperative Extension System assisted families, communities, and businesses in preparing for natural disasters, notably tornados and hurricanes, to minimize loss of property and life and afterwards gathering necessary information to support recovery efforts and financial assistance; and

WHEREAS, Dr. Lemme was a staunch supporter of the premier youth education and leadership program, 4-H, which saw membership increase by 46 percent in the last five years; and

WHEREAS, Dr. Lemme was a ubiquitous force in professional meetings, university leadership groups, industry and community organizations, and state boards, where he shared his wisdom, his candor, and his jovial insights.

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of Auburn University extends to Dr. Gary Lemme sincere gratitude for his invaluable service to Auburn University and the Alabama Cooperative Extension System and bestows upon him the title Director *Emeritus*; and

BE IT FURTHER RESOLVED that a copy of this resolution be presented to Dr. Lemme so that he, his wife, Terry, and their family are reminded of Auburn University's deep gratitude and respect for his many efforts on behalf of Auburn University and the Alabama Cooperative Extension System.

RESOLUTION  
AWARDING AN HONORARY DOCTORATE OF SCIENCE TO  
WALTER S. WOLTOSZ

WHEREAS, Walt Woltosz graduated from Auburn University with a bachelor's degree in aerospace engineering in 1969, earned his master's in administrative science from the University of Alabama at Huntsville in 1976, and his master's in aerospace engineering from Auburn in 1977; and

WHEREAS, early in his career in the aerospace industry, Mr. Woltosz managed the development of innovative simulation and modeling software for key space and military systems; and

WHEREAS, in 1980, Mr. Woltosz turned his attention to developing augmentative communication systems for persons with severe disabilities; and

WHEREAS, since 1981, Words+ Inc. has been a leader in creating state-of-the-art products that "unlock the person" by providing the highest quality communication and computer access tools available – products that have been recognized by the Smithsonian Institute; and

WHEREAS, Mr. Woltosz later founded Simulations Plus Inc., where he served as CEO and chairman and oversaw the advancement of one of the nation's premier high technology companies dedicated to providing leading-edge pharmaceutical simulations and modeling software in health care; and

WHEREAS, as a leading authority in these fields, Mr. Woltosz has published dozens of articles in highly respected publications such as the American Association of Pharmaceutical Scientists (AAPS) Journal and the Journal of Computer-Aided Molecular Design, where his work has been widely recognized as being highly innovative, and even pioneering; and

WHEREAS, Mr. Woltosz and his wife, Ginger, have supported Auburn University in many broad and impactful ways, having provided graduate fellowships, facilities and excellence funds for the College of Engineering, while also supporting performing arts, athletics, veterinary medicine, architecture and War Eagle Motorsports;

NOW, THEREFORE, BE IT RESOLVED by the Auburn University Board of Trustees that that Auburn University awards Walter S. Woltosz with an Honorary Doctorate of Science in honor of his scientific achievements, service to the university, state and nation, and for his service to mankind.

*President Pro Tempore* Smith then shared that he wished to formally recognize two resolutions passed by the Board, a commendation honoring Ms. Jane DiFolco Parker and a commendation honoring Dr. Gary Lemme.

*President Pro Tempore* Smith began with the recognition of Ms. Jane DiFolco Parker. *President Pro Tempore* Smith expressed deep and sincere gratitude to Ms. Parker for all of her accomplishments during her tenure as Vice President for Development. *President Pro Tempore* Smith commented that, under Ms. Parker's extraordinary leadership, she helped bring the University to new heights and led the institution's largest fundraising initiative to date. *President Pro Tempore* Smith then asked Board Secretary Waggoner to read aloud the resolution passed at the July 9, 2021 commending Ms. Parker for her service to Auburn University.

Following the reading of the resolution, Dr. Gogue presented Ms. Parker with a framed copy of the signed resolution. Dr. Gogue shared that Ms. Parker, "personifies professionalism and grace". He, too, thanked Ms. Parker for her leadership and service, stating that Ms. Parker was instrumental in Auburn's advancement during the past decade. Dr. Gogue stated that the entire Auburn Family owes a great deal to Ms. Parker and that she and her family will be greatly missed. Dr. Gogue then asked Ms. Parker to give any remarks to the Board.

Ms. Parker thanked the Board, stating that the recognition was "an honor". Ms. Parker also thanked for the Board for their continual support during her career at Auburn. Ms. Parker then thanked her family and colleagues for their unwavering support. Ms. Parker shared that the chance to serve Auburn was, "an opportunity of a lifetime". Ms. Parker stated that she and her family will continue to support Auburn from afar and wished the Auburn Family the best moving forward.

*President Pro Tempore* Smith again thanked Ms. Parker for all of her efforts and shared how great it was to have her, her family, and her colleagues joining the Board for such a special moment honoring, "an Auburn great".

*President Pro Tempore* Smith then began the recognition of Dr. Gary Lemme, the retiring director of the Alabama Cooperative Extension System. *President Pro Tempore* Smith thanked Dr. Lemme for all of the work he has done during his career, commenting that he had, "a tremendous impact" on Auburn University and Alabamians alike. *President Pro Tempore* Smith stated that Dr. Lemme helped advance the Alabama Cooperative Extension System in a positive direction. *President Pro Tempore* Smith thanked Dr. Lemme and asked Board Secretary Waggoner to read aloud the resolution passed earlier that day commending Dr. Lemme for his service.

Following the reading of the resolution, Dr. Gogue presented Dr. Lemme with a framed copy of the signed resolution. Dr. Gogue shared with the Board the importance of Dr. Lemme's work. Dr. Gogue stated that has been a pleasure to see Dr. Lemme lead the Alabama Cooperative Extension System over the years and knows that Dr. Lemme has left giant shoes to fill. Dr. Gogue then asked Dr. Lemme to give any remarks to the Board.

Dr. Lemme shared with the Board how deeply touched he was by their decision to honor his service to Auburn University and the Alabama Cooperative Extension System. Dr. Lemme stated, "For someone who spends their whole life serving others, the most humbling and gratifying

sentiment, is when the people you serve tell you thank you.” Dr. Lemme then thanked the Board, Dr. Gogue, his staff, and his family for their support over the years. Dr. Lemme shared that he is pleased with the work he has done and will continue to support Auburn in any way that he is able.

*President Pro Tempore Smith* congratulated Dr. Lemme on an exemplary career and again thanked him for his service.

*President Pro Tempore Smith* then reminded everyone of the Dr. Bessie Mae Holloway Building Dedication which occurred later that afternoon.

*President Pro Tempore Smith* indicated that with there being no further items for review, the meeting was recessed at 11:30 a.m.

Respectfully Submitted,

  
Jon G. Waggoner  
Secretary to the Board of Trustees