

A-8. AUBURN UNIVERSITY GOVERNANCE AND AUTHORITY POLICY

As set forth in Section 2.02 of the Bylaws of the Board of Trustees, the Board of Trustees is responsible for developing and reviewing the policies and procedures governing Auburn University. Subject to relevant federal and state law, the Board of Trustees holds the final authority to make and revise the overarching policies and procedures of Auburn University as the public body entrusted with the management and control of Auburn University under Section 266(a) of the Constitution of Alabama.

To effectively and efficiently govern Auburn University, the Board of Trustees adopts this Governance and Authority Policy (the "Governance and Authority Policy") with respect to all policies and procedures of Auburn University:

1. The ultimate governing policies of Auburn University are found in the current Bylaws, Policies and Procedures (as defined in Section 2.02 of the Bylaws), resolutions, minutes, and similar written policy pronouncements of the Board of Trustees (collectively, "Board Policies"). The Board of Trustees holds the exclusive authority to create, revise, and decide Board Policies consistent with its Governing Documents (as defined in Section 1.05 of the Bylaws of the Board of Trustees, including, without limitation, the Auburn Creed) and relevant federal and state law. The Board of Trustees may, in its sole and absolute discretion, consider recommendations and advice regarding Board Policies from the Auburn University President and subordinate university units.
2. In adopting this Governance and Authority Policy, the Board of Trustees recognizes the clear and appropriate distinction between the responsibility of the Board of Trustees to make, review, and revise Board Policies and the responsibility of university administration to administer and implement Board Policies, and, except as otherwise set forth in this Governance and Authority Policy, hereby explicitly withdraws all earlier delegations of its policymaking authority.
3. The Board of Trustees authorizes the Auburn University President to issue new administrative policies and/or modify existing administrative policies, including in each case the processes and procedures related thereto, in strict conformity with all superseding Board Policies (1) concerning significant institutional matters applicable to all or a large portion of Auburn University and its colleges, departments, administrative units, or similar components, and (2) consistent with applicable law, state or federal guidance, requirements of governing or accrediting bodies, etc. (collectively, the "Administrative Policies"). Administrative Policies shall include but are not limited to all policies governing general terms and expectations of employment, ethical conduct, conflicts of interest, professionalism, use of university resources, and compliance

obligations for all Auburn University personnel including such policies reflected in employee and faculty handbooks. Administrative Policies shall be issued and/or modified by the President under the express delegated authority of the Board of Trustees. The President also is authorized to approve (or delegate the authority to approve) procedures for the administration of Board Policies and Administrative Policies.

4. All other subordinate college, department, division, and unit-level policies or policy collections, manuals, or handbooks and the processes and procedures related thereto (collectively, the “Subordinate Policies”) must strictly conform with superseding Board Policies and Administrative Policies as determined by the General Counsel of Auburn University. The Board of Trustees retains the right to review, approve, and modify all Administrative or Subordinate policies and related procedures governing faculty appointment, promotion, tenure, and dismissal in accordance with the applicable Board Policies and Governing Documents of Auburn University.
5. In the interest of resolving conflicts and inconsistencies between Board Policies, Administrative Policies, and Subordinate Policies (collectively, the “University Policies”), the Board of Trustees clarifies the following policy hierarchy:
6. Under this Governance and Authority Policy, any portion of any prior Administrative Policies or Subordinate Policies that conflicts with Board Policies, including any portion of an Administrative or Subordinate Policy that conflicts with this Governance and Authority Policy, is immediately revoked and superseded by the applicable policy or principle found in Board Policies or this Governance and Authority Policy. For purposes of determining whether any portion of any Administrative Policies or Subordinate Policies conflicts with Board Policy, the provisions of Board Policies shall be construed as a whole and harmonized to give effect to all terms where reasonably possible, and any determinations of conflict shall be made in light of the framework of all Board Policies. References to Board Policies in this Governance and Authority Policy are to those Board Policies as amended from time to time.
 - a. Federal and state constitutions, statutes, regulations, rules, or any other applicable law;
 - b. Board Policies;
 - c. Administrative Policies; and
 - d. Subordinate Policies.
7. The Auburn University General Counsel must ensure that (a) all Administrative Policies and Subordinate Policies strictly conform with superseding Board Policies, and (b) all

policy websites, repositories, and other collections of policies, such as policy databases and handbooks, include a prominent statement alerting users that in the event of any conflict or inconsistency between Board Policies and statements contained on or in the relevant website or handbook, Board Policies control and supersede the conflicting policy in accordance with this Governance and Authority Policy.

8. The Board of Trustees shall review all Board Policies and Administrative Policies, including any portion or component thereof and related procedures, on at least a quinquennial basis. The Board of Trustees may review any University Policy on a more frequent basis when and as it deems necessary in its sole discretion.
9. The Governance and Authority Policy shall apply to all current University Policies, whether adopted or compiled prior to or after the effective date of this Governance and Authority Policy.

ADOPTED: February 13, 2026