



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

*As of: December 1, 2025*

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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</b> , <i>President</i><br>Governor of Alabama                     | <i>Ex-Officio</i> (voting) |
| <b>Mr. B.T. Roberts</b><br>First Congressional District                                     | Mobile, Alabama            |
| <b>Mr. M. Clark Sahlie</b><br>Second Congressional District                                 | Montgomery, Alabama        |
| <b>Mr. James W. Rane</b><br>Third Congressional District                                    | Abbeville, Alabama         |
| <b>Mr. Robert W. Dumas</b><br>Third Congressional District – Lee County                     | Auburn, Alabama            |
| <b>Mr. Jimmy H. Sanford</b> , <i>President Pro Tempore</i><br>Fourth Congressional District | Prattville, Alabama        |
| <b>Mr. William P. Ainsworth</b><br>Fifth Congressional District                             | Guntersville, Alabama      |
| <b>Ms. Elizabeth H. Huntley</b><br>Sixth Congressional District                             | Clanton, Alabama           |
| <b>Ms. Caroline McDonald Aderholt</b><br>Seventh Congressional District                     | Haleyville, Alabama        |
| <b>Mr. Michael A. DeMaioribus</b><br>Eighth Congressional District                          | Huntsville, Alabama        |
| <b>Mr. James R. Pratt, III</b><br>Ninth Congressional District                              | Birmingham, Alabama        |
| <b>Mr. Quentin P. Riggins</b><br>At-Large   | Birmingham, Alabama        |
| <b>Mr. Wayne T. Smith</b><br>At-Large   | Franklin, Tennessee        |
| <b>Mr. Zeke Smith</b><br>At-Large   | Birmingham, Alabama        |

|  |                                |
|--|--------------------------------|
| <b>Mr. Timothy Vines</b><br>At-Large   | Birmingham, Alabama            |
| <b>Mr. Walt Woltosz</b><br>At-Large  | Auburn, Alabama                |
| <b>Dr. Christopher B. Roberts</b><br>Auburn University, President                          | <i>Ex-Officio</i> (non-voting) |
| <b>Mr. Owen Beaverstock</b><br>Auburn University, Student Government Association President | <i>Ex-Officio</i> (non-voting) |
| <b>Mr. Samuel Alford</b><br>Auburn Montgomery, Student Government Association President    | <i>Ex-Officio</i> (non-voting) |

As of: December 1, 2025

### 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

**District 4**

Jimmy Sanford, President *pro tem*

**District 5**

Billy Ainsworth

**District 6**

Elizabeth Huntley

**District 7**

Caroline Aderholt

**District 8**

Michael DeMaioribus

**District 9**

James Pratt

**At-Large**

Quentin Riggins

**At-Large**

† O'ith

**At-Large**

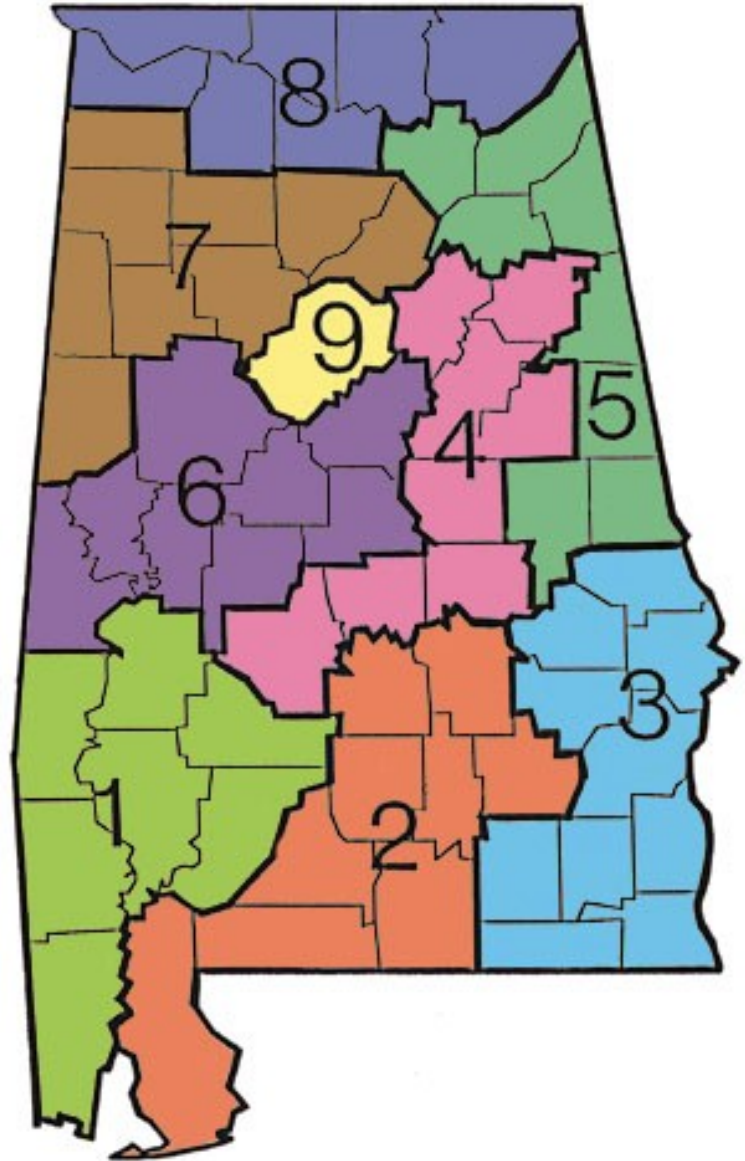
Zeke Smith

**At-Large**

Tim Vines

**At-Large**

Walt Woltosz



\*map denotes Alabama congressional districts  
as of 1961

As of: December 1, 2025

**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 BT Roberts, Chair  
Dr. Virginia Davis, Faculty Representative\*

Agriculture and Natural Resources Committee:

Trustee Caroline Aderholt, Chair  
Dr. Kira Brown, Faculty Representative\*

Alumni:

Trustee Bob Dumas, Lead Trustee

Athletics

(Tigers Unlimited Board Member):  
Trustee Tim Vines, Lead Trustee

Audit and Compliance Committee:

Trustee Billy Ainsworth, Chair

Auburn University at Montgomery Committee:

Trustee Elizabeth Huntley, Chair  
Dr. Kimberly Pyszka, Faculty Representative\*

Executive Committee:

Trustee Quentin Riggins, Chair  
Trustee Bob Dumas, Community Chair  
President *Pro Tempore* Jimmy Sanford  
Trustee Billy Ainsworth  
Trustee Mike DeMaioribus  
Trustee Liz Huntley  
Trustee Jimmy Rane  
Trustee Wayne Smith  
Trustee Tim Vines

Finance Committee:

Trustee Wayne Smith, Chair  
Dr. Kerry Inger, AU Faculty Representative\*  
Dr. William Lyle, AUM Faculty Representative\*

Governmental Affairs Committee:

Trustee Jimmy Rane, Chair

Institutional Advancement Committee

(Development and Auburn University Foundation):  
Trustee Walt Woltosz, Chair  
Dr. Jason Bryant, Faculty Representative\*

Legal:

Trustee James Pratt, Lead Trustee

Property and Facilities Committee:

Trustee Zeke Smith, Chair  
Professor Lauren Redden, Faculty Representative\*

Research and Technology

(Economic Development) Committee:  
Trustee Mike DeMaioribus, Chair

Student Affairs Committee:

Trustee Clark Sahlie, Chair  
Dr. Karen Hopkins, AU Faculty Representative\*  
Dr. Paul Fox, AUM Faculty Representative\*  
Mr. Owen Beaverstock, Auburn SGA President\*  
Mr. Samuel Alford, AUM SGA President\*

\*Ex-officio, non-voting member



**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

**A-7. EMPLOYEE CODE OF CONDUCT AND ETHICS**

**[ATTACHED]**

# CODE OF CONDUCT & ETHICS



AUBURN  
UNIVERSITY



AUBURN UNIVERSITY  
AT MONTGOMERY



AUBURN  
Alabama Agricultural  
Experiment Station



ALABAMA A&M & AUBURN UNIVERSITIES





# THE AUBURN CREED



AUBURN



I believe that this is a practical world and that I can count only on what I earn. Therefore, I believe in work, hard work.

I believe in education, which gives me the knowledge to work wisely and trains my mind and my hands to work skillfully.

I believe in honesty and truthfulness, without which I cannot win the respect and confidence of my fellow men.

I believe in a sound mind, in a sound body and a spirit that is not afraid, and in clean sports that develop these qualities.

I believe in obedience to law because it protects the rights of all.

I believe in the human touch, which cultivates sympathy with my fellow men and mutual helpfulness and brings happiness for all.

I believe in my Country, because it is a land of freedom and because it is my own home, and that I can best serve that country by "doing justly, loving mercy, and walking humbly with my God."

And because Auburn men and women believe in these things, I believe in Auburn and love it.

-George Petrie (1943)

The Auburn Creed describes the Auburn Spirit and qualities that make Auburn University (AU) unique. It is from the Auburn Creed that AU's Code of Conduct & Ethics emanates. From the Code flow Auburn Policies and Procedures which direct the daily actions and behaviors expected of all Auburn Personnel.



# WHO WE ARE

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AUBURN



Auburn University (AU), Auburn University at Montgomery (AUM), the Alabama Cooperative Extension System (ACES), and the Alabama Agricultural Experiment Station (AAES) (collectively, “the University” or “Auburn”) recognize the importance of operating with the highest ethical and professional standards of conduct. This Code of Ethics (“Code”) formalizes our values and expectations for faculty, staff, administrative/professionals, and contractors representing the University on a daily basis (collectively referred to as “Auburn Personnel”).

The principles of ethical behavior outlined in the Code articulate basic expectations that guide our everyday work and

interactions. The University understands these expectations require a shared commitment to ethical conduct in all University activities. Auburn Personnel are expected to demonstrate ethical, legal, and professional behavior in teaching, research, public service, and business practices.

Auburn Personnel must promote a positive and ethical work environment at Auburn. Our shared values of Integrity, Respect, and Excellence emanate from the Auburn Creed and are demonstrated each day through our actions, decisions, and behaviors. The Code provides guidance, answers, and contacts for addressing ethical concerns.

# OUR VALUES

The background of the page features a faded, artistic image of a brick clock tower, likely a campus landmark. The tower has a clock face and a weather vane on top. To the right of the tower, there are vibrant autumn trees with orange and red leaves. The overall aesthetic is clean and professional, with a light color palette.

## **INTEGRITY**

We will pursue our work with honesty, professionalism, and ethics that foster trust and accountability.

## **RESPECT**

We will honor the rights and dignity of others and work each day to create an environment where people are welcomed, valued, respected, and engaged.

## **EXCELLENCE**

We will pursue our work with distinction, diligence, and an unwavering commitment to advancing Auburn's mission.

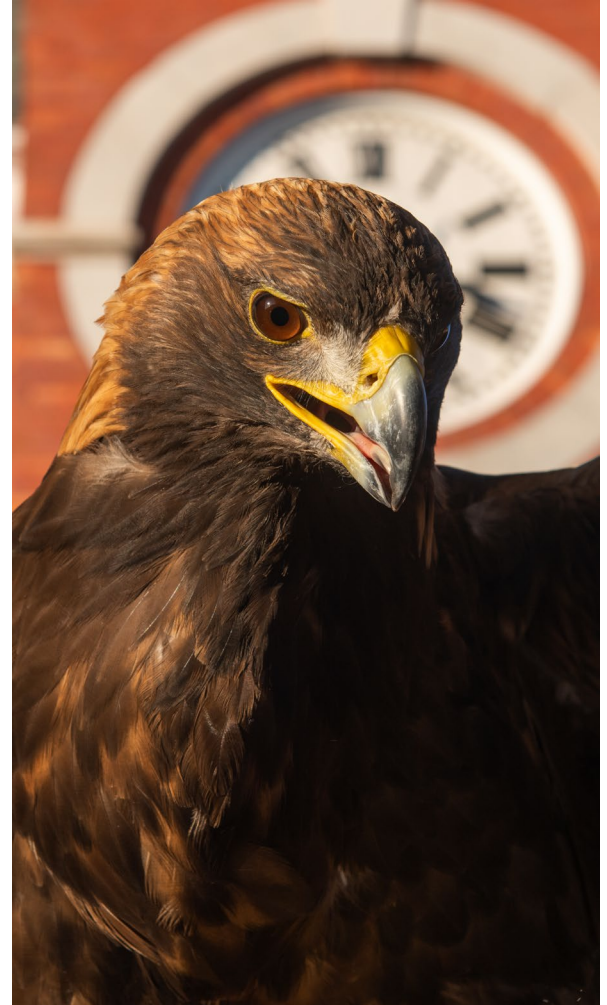


# OUR ROLE

The Code is our guide to making wise choices and doing the right thing. It provides resources, examples, and links to University policies that help us when we have questions or are faced with a difficult situation. We encourage everyone to speak up and raise concerns to their supervisors, the Office of Audit, Compliance & Privacy, or our anonymous reporting hotline about potential violations of law or policy. Importantly, we do not tolerate retaliation against those who do speak up.

Everyone must do their part to maintain a culture of compliance and ethics. All Auburn Personnel are expected to adhere to the ethical standards expressed in the Code. We must conduct ourselves in a responsible manner consistent with the Code and University policies to meet our regulatory and compliance obligations. We must do what is right, individually and collectively.

The University's rules concerning employee conduct and job performance ([Employee Relations Policies](#)) are simple, common-sense guidelines applicable to all Auburn Personnel. University Policies and Procedures must be consistent with the Code. All Auburn personnel shall be held to the same standards of conduct.



## Examples of Related Policies:

[Employee Relations Policies](#)

[University Policies](#)

[Human Resources](#)

[Faculty Handbook](#)

# INTEGRITY

**We Exhibit Ethical and Honest Behavior:** The University relies upon all Auburn Personnel to conduct themselves ethically, honestly, and with integrity in all dealings. Such conduct requires applying the principles of fairness, good faith, and respect in our decisions and actions. We each take responsibility for our actions and perform our delegated responsibilities using sound judgment. We carry out our duties in compliance with the Code.

**We Comply with Applicable Laws, Regulations, and University Policies:** We are aware of applicable laws, regulations, and policies. We acknowledge the importance of these rules and follow them in both their letter and spirit. We understand that University policies exist to facilitate awareness and compliance with laws and regulations and set the minimum standard for our expectations.

**We Act with Integrity:** Auburn Personnel are expected to display the highest standards of honesty and integrity in teaching, research, scholarship, outreach, service, and business. We are responsible stewards of University property and resources and do not engage in fraudulent activities involving plagiarism, misrepresentation, fabrication or falsification of information, records, or data in our work. We speak candidly and truthfully and do not produce or perpetuate false information. It is our responsibility to all people that research be conducted in strict conformity with Auburn University standards, methodologies, and governmental and private research sponsor requirements.

**We Preserve Data Security, Privacy & Confidentiality:** Auburn Personnel often have access to, receive, or generate various types of confidential information. Laws, agreements with third parties, and University policies and guidelines govern the collection, storage, transmission, and destruction of confidential information. Individuals with access to confidential information have an obligation to protect and secure this data from unauthorized access and use. Additionally, we adhere to privacy best practices and record retention requirements.

**We Avoid, Report, and Manage Conflicts of Interest:** Auburn Personnel must carefully navigate situations that involve a potential conflict of interest or commitment with the University. Individuals are expected to faithfully carry out their professional duties in furtherance of the University's mission and to avoid conflicts between their personal interests and official responsibilities. We expect all Auburn Personnel to comply with University and other guidelines for reporting and reviewing actual and potential conflicts of interest and conflicts of commitment. When real or perceived conflicts arise, they must be recognized, disclosed, and eliminated or appropriately managed.

## Examples of Related Policies:

Policy on Research Misconduct

Spending Policies and Procedures

Nepotism Policy

Nepotism Policy for Research and Sponsored Activities

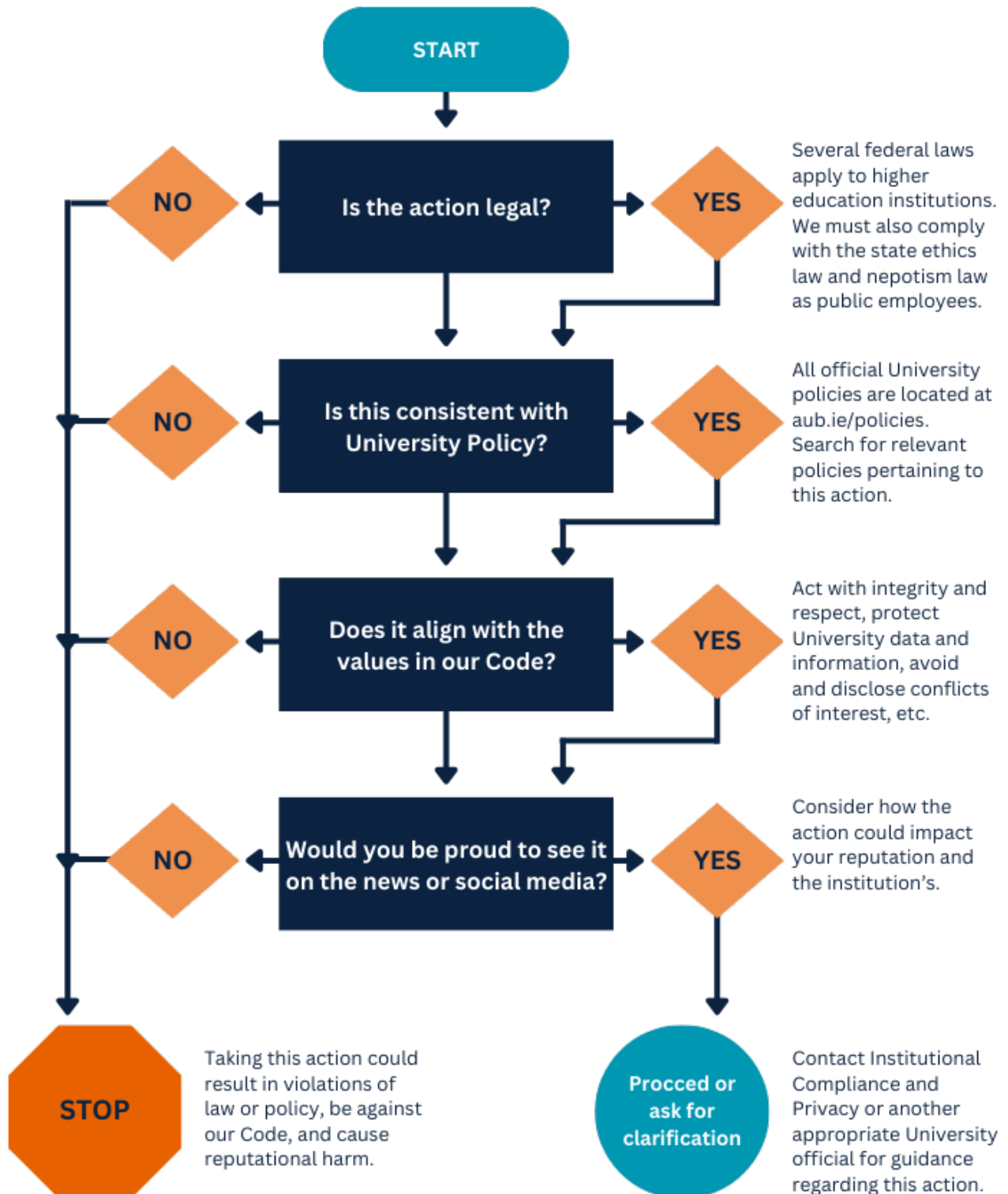
Consulting Policies: [AU](#), [AUM](#)

Privacy of Student Records: [AU](#), [AUM](#)

Information Disclosure and Confidentiality Policy

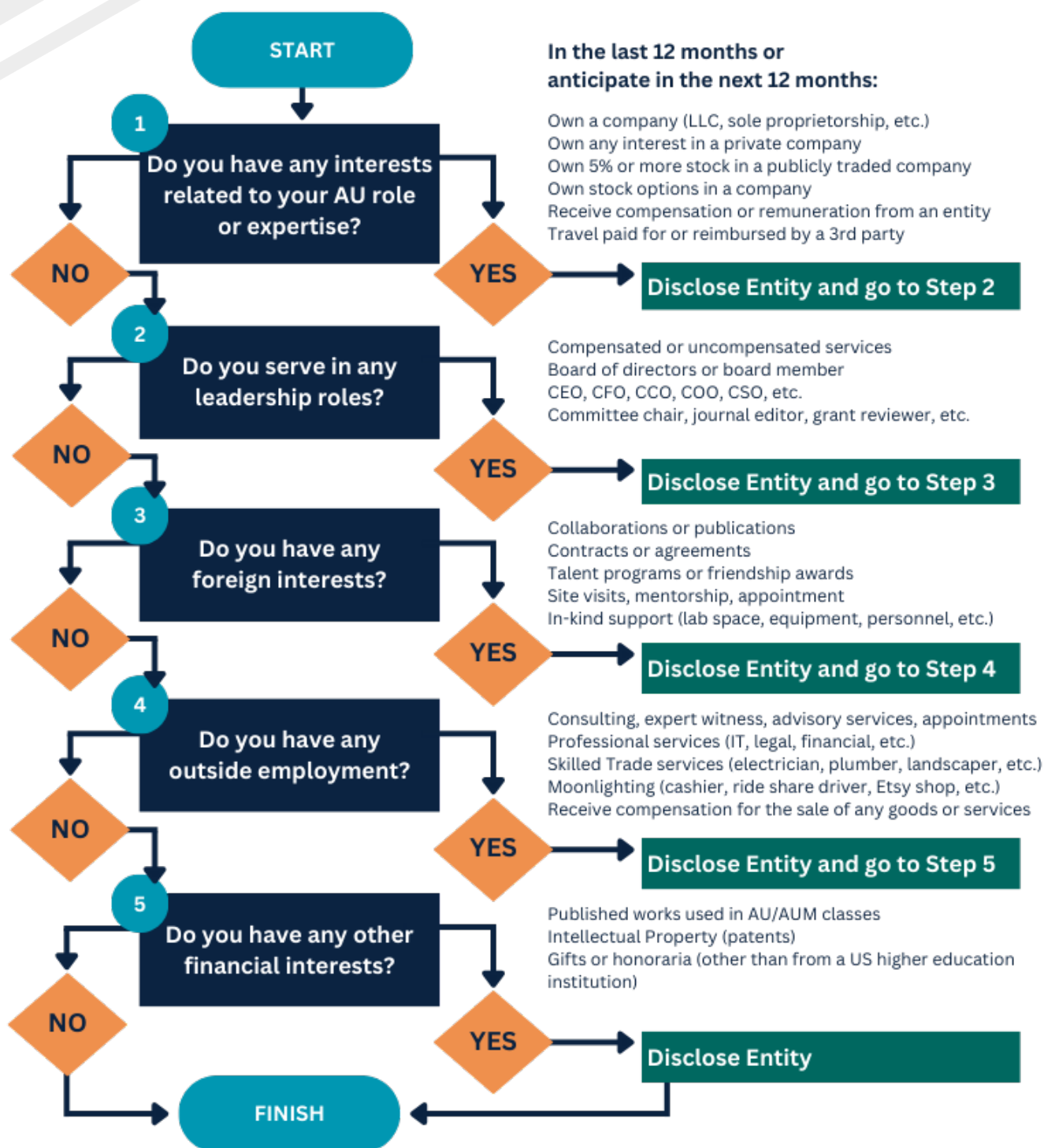
# ETHICAL DECISION-MAKING

Consider using the following guide to help you decide if a particular action is appropriate.



# CONFLICT OF INTEREST/ CONFLICT OF COMMITMENT

Consider your interests, activities or relationships with any entity external to the University (AU, AUM, ACES, AAES) to identify a conflict.





# RESPECT

**We Respect the Rights and Dignity of Others:** We are committed to providing an environment in which every member of the Auburn community feels welcomed, valued, respected, and engaged. Our institution prohibits harassment, threats, violence, and discrimination. We prohibit retaliation against personnel who file complaints in good faith regarding discrimination or misconduct. Simply, we treat others how we would want to be treated.

**We are committed to Equal Opportunities for All:** We understand and value the importance of a welcoming community and providing equal opportunities for all. The University environment fosters rigorous, constructive, truth-seeking discussions about questions of consequence. In that regard, Auburn Personnel are expected to treat one another with the kind of courtesy and respect that allows Auburn community members to learn from one another, despite differences in viewpoint or background.

## Examples of Related Policies:

**Title IX Sexual Harassment Policy: AU, AUM**  
**Policy on Sexual and Gender-Based Misconduct**  
**Policy Against Discrimination and Harassment: AU, AUM**  
**Americans with Disabilities Act Accommodations**

# EXCELLENCE

**We Represent the Auburn Brand:** We recognize the strong value of the Auburn brand and strive to maintain an excellent reputation in the state, region, and country. To continue to attract high-caliber students, employees, and partners, we exhibit professional communications and protect our marks.

**We Report Concerns and Cooperate to Resolve Issues:** We support a “speak-up” culture. Auburn Personnel employees should report suspected policy violations and other concerns at the earliest possible opportunity to their supervisor, the Office of Audit, Compliance & Privacy, or the Office of the General Counsel. Auburn Personnel are protected from retaliatory actions should they report in good faith. Auburn employees and students wishing to remain anonymous may report their concerns via the anonymous EthicsPoint reporting system available online at [aub.ie/ReportIt](http://aub.ie/ReportIt). We encourage all members of the Auburn community to report suspected incidents of misconduct, fraud, abuse, hazing, violations of law or other wrongdoing through [EthicsPoint](#), or online or in-person using the tools available through [Student Affairs](#) or through the [Office of Audit, Compliance & Privacy](#). Each member of the University is expected to cooperate fully and honestly with any investigation undertaken to reach a fair and complete resolution. If you encounter an active emergency or someone’s health, safety, or property is currently in danger, you should immediately call 911 or make a report in person at the nearest police precinct.

**We Take Responsibility for Our Actions:** We understand that each of us must perform our duties effectively for the success of the University. Each person has an important role to play to ensure we fulfill our mission. We take responsibility for our actions and know that our daily decisions, actions, and behaviors are a reflection of the University. We hold ourselves and each other to consistent expectations of exceptional performance and conduct that advances the University’s mission while fostering a culture of collegiality, curiosity, and growth.

## Examples of Related Policies:

Employee Relations Policy  
Policy Against Retaliation  
Employee Duty to Cooperate  
Reporting Child Abuse and Neglect: [AU](#), [AUM](#)



# LIVING THE CODE



AUBURN

## DAILY DEDICATION



While the Code is not a policy, all policies emanate from the Code. The Code is a resource synergizing the University's Policies and Procedures so that they are accessible and easy to understand.

The ethical standards set forth in the Code complement current and future University policies which guide our daily activities to prevent legal and regulatory violations.

The Code should be utilized to promote and reinforce the University's culture of compliance and ethics, foster loyalty and retention, and build stronger relationships with students, collaborators, and business partners.

If you have questions or concerns about the Code, or about possible illegal or unethical behavior, or noncompliance with University policy, you should speak with your supervisor, another University leader, the Office of Audit, Compliance & Privacy, or utilize the confidential reporting hotline, EthicsPoint at [aub.ie/ReportIt](http://aub.ie/ReportIt) (or other appropriate offices). Together, we make Auburn University a place where everyone is respected, takes responsibility for their actions, and trusts one another to do the right thing.

## **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

# Policy on Research Misconduct

## Policy on Research Misconduct

AUBURN POLICIES AND PROCEDURES:

C-7

### POLICY ON RESEARCH MISCONDUCT

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#### C-7. POLICY ON RESEARCH MISCONDUCT

##### I. Policy Statement

Auburn University supports an environment of research integrity committed to honesty, transparency, and the highest ethical standards in all research endeavors. All members of the University must adhere to these standards and follow these policies and procedures to protect the accuracy and reliability of the research record and published research results.

With this policy the University confirms its culture of accountability, honesty, and trust to ensure researchers work toward rigorous research that promotes scientific advancements for the greater good of society and maintains trust in research.

This policy provides a framework to resolve allegations of research misconduct as timely as possible while protecting the rights and integrity of all individuals involved. The policy is governed by federal, state, and local laws and regulations, which provide the regulatory authority for this policy. As a recipient of federal research funds, the University considers prevention and detection of research misconduct a priority and must have policies and procedures compliant with federal regulations that address allegations of research misconduct. Should any conflict between this document and any Federal research misconduct regulation(s) or requirement arise, the regulation(s) or Federal authority will prevail. See section II. B. 1. and section VI. for the definition of Research Misconduct.

##### II. Policy Principles

###### A. Allegations

1. All members of the University community have a responsibility to report observed, suspected or apparent research misconduct.
2. Allegations of research misconduct may be filed by anyone internal or external to the University.
3. Allegations of research misconduct must be filed with the Research Integrity Officer. Any member of the University who receives an allegation of research misconduct must promptly notify the Research Integrity Officer. If unsure whether an incident(s) is or may be research misconduct, the Research Integrity Officer should be consulted.
4. Allegations of research misconduct are preferred to be filed in writing, however, may be filed verbally. Allegations of research misconduct may be reported on the University's secure anonymous electronic reporting system.
5. Anonymous allegations of research misconduct may be made, however must include sufficient details and evidence to determine whether an inquiry should be made into the allegation.
6. Allegations of research misconduct should be based on facts and provide credible, specific evidence including the name of the Respondent(s), details of the allegation(s) and any evidence.
7. Should allegations be made against more than one individual, these will be considered as separate allegations and separate decisions will be reached regarding each person.
8. Allegations of research misconduct are serious charges and are expected to be made in good faith. Allegations not made in good faith may result in disciplinary action under other University policies.

## B. Scope

1. This policy only applies to research misconduct, not other forms of misconduct. Research misconduct is fabrication, falsification, or plagiarism in proposing, performing, or reviewing research, or reporting research results. Research misconduct does not include honest error or differences of opinion.
2. This policy applies to all research conducted under the auspices of the University by faculty, visiting faculty and scientists, post-doctoral candidates, graduate and undergraduate students, and staff. See section X. Exclusions.
3. This policy applies regardless of funding source including unfunded research.
4. The University shall diligently pursue all significant issues related to the allegations throughout all phases of the research misconduct proceedings.
5. Should additional related allegations arise during any portion of the research misconduct proceedings the scope may be broadened beyond the initial allegation. Appropriate parties will be notified of the additional allegations according to procedures.

## C. Duty to Cooperate

1. All members of the University community, including Complainants, Respondents and Witnesses, shall cooperate in all phases of research misconduct proceedings.
2. All members of the University community, including Complainants, Respondents and Witnesses, shall promptly provide all requested materials related to all research misconduct proceedings.
3. Research records resulting from research awarded and/or conducted at the University are the property of the University and employees cannot interfere with the University's right to access these records.

## D. Safeguards

### *1. Confidentiality*

- a. To the extent possible as allowed by law and to conduct thorough and fair proceedings, the identity of Complainant(s), Respondent(s) and Witnesses shall be limited to those persons who need to know. The University may disclose the identity of the Respondent and Complainant to federal agencies as required by regulations.
- b. Written materials, evidence and information regarding all research misconduct proceedings shall be kept confidential to the extent allowed by law and necessary to conduct thorough and fair proceedings.
- c. All members of the University community, including Complainant, Respondent, Witnesses, and committee members shall maintain strict confidentiality of all research misconduct proceedings.
- d. The University may be required to release information about the alleged research misconduct and will release such information according to applicable laws and after consultation with General Counsel.
- e. The University may communicate information about the alleged research misconduct to individuals outside the University to conduct a thorough investigation and secure experts in the field to assist in the research misconduct proceedings. Outside experts obtained by the University will be held to the same confidentiality standards as members of the University community regarding the alleged research misconduct.
- f. The University is not prohibited from disclosing information regarding the alleged research misconduct on a need-to-know basis to those individuals responsible for oversight of Respondent's research or to other University officials such as supervisors, department chairs and deans. The Research Integrity Officer may determine when the release of information regarding the alleged research misconduct is necessary or appropriate.
- g. 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.

## *2. Conflicts of Interest*

- a. All individuals involved in research misconduct proceedings must disclose to the Research Integrity Officer any potential, actual or perceived conflicts of interest that exist or arise at any point in the proceedings.
- b. A conflict of interest exists in a research misconduct proceeding when an individual involved in the proceedings or resolution of the allegation has a potential, actual or perceived financial, personal, or professional interest.
  - i. Examples of conflicts of interest may include but are not limited to family members including children, stepchildren, parents, siblings, aunts, uncles, nieces, nephews first cousins; spouses or partner relationships to the fourth degree of affinity or consanguinity, meaning by marriage or by blood. Other examples of conflicts of interest may include but are not limited to other close personal relationships; supervisors or subordinates; co-authorships; collaborators; intellectual property interests; and other financial interests.
  - ii. The dean or department chair of a Respondent or Complainant does not in and of itself constitute a conflict of interest under this policy.
- c. The Research Integrity Officer in consultation with the Office of Research Integrity & Compliance evaluates all potential, actual or perceived conflicts of interest in research misconduct proceedings and designates a replacement if needed.

## *3. Retaliation*

- a. The University does not tolerate any form of retaliation against any individual participating in a research misconduct proceeding.
- b. The University makes every reasonable and practical effort to protect the reputations and positions of Complainants who submit good faith allegations, Witnesses, committee members, Respondents, others involved in processing allegations from any retaliation by other members of the University community.
- c. The University will take reasonable and practical steps to protect or restore the position and reputation of any Complainants, Witnesses, committee members, or others involved in processing allegations upon finding of retaliation by Respondent or other members of the University community.
- d. Retaliation by members of the University community will be referred for appropriate disciplinary action.

## **E. Corrective Actions and Sanctions**

1. Corrective actions may be implemented by the University at any stage of the research misconduct proceedings. Corrective actions may include but are not limited to counseling, training, oversight of research and data monitoring.
2. The University may take appropriate action at any stage of the research misconduct proceedings to protect the health or safety of humans, welfare of animals, integrity of the research, research funding, equipment, the environment, or to mitigate other real or potential adverse effects, as necessary.
3. The University may impose sanctions upon a finding of research misconduct. Sanctions may include, but are not limited to verbal reprimands, written reprimands, monitoring of work, removal from a project or projects, reassignment of duties or privileges, suspension, and termination of University employment. Disciplinary action will be implemented in accordance with the University policies and procedures applicable to the Respondent's position.
4. At the conclusion of the University investigation process, Respondent(s) may appeal a finding of research misconduct to the Research Integrity Officer (RIO). See Auburn University Research Misconduct Policy Procedures.
5. Funding agencies may impose administrative actions and or sanctions apart from the University's actions and or sanctions at any point in the research misconduct proceedings.

## **F. Correction of the Research Record**

1. It is the University's responsibility to report concerns or findings related to published works to maintain the integrity of the research.
2. The Respondent will cooperate with University officials, publishers, and sponsors to withdraw, correct or retract submitted or published works that are found to be falsified, fabricated, or plagiarized.

3. The University may request withdrawal, correction, or retraction of submitted or published work at any time during the research misconduct proceedings where there is clear evidence of falsification, fabrication, or plagiarism.
4. If there are no research records found or made available to the University to support the submitted or published research, the correction or retraction may occur before a final finding of research misconduct against the respondent has been determined.

### G. Restoring Reputation

1. 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.

### H. Termination of Affiliation with the University

1. In the event a Respondent terminates affiliation with the University before the research misconduct is resolved, the research misconduct proceedings will continue according to this policy to the extent possible until a final decision is reached.

### I. Research Misconduct Records

1. All records and sequestered evidence relating to research misconduct proceedings shall be maintained securely under the supervision of the Research Integrity Officer for a minimum of seven (7) years from the final completion of the research misconduct proceedings by the University or federal agency or longer as required under the applicable University data and record retention policies or other relevant policies or federal or state regulations.

### J. Notification to Funding Agencies

1. The Research Integrity Officer shall at any time during research misconduct proceedings notify the appropriate funding agency immediately if there is reason to believe any of the following:
  - a. Health or safety of the public is at risk including the need to protect human or animal subjects;
  - b. A reasonable indication of possible violation of civil or criminal law exists;
  - c. Funding agency resources or interest are threatened;
  - d. Funding agency action may be necessary to safeguard evidence and protect the rights of those involved; or
  - e. The research community or public should be informed.
2. The Research Integrity Officer shall:
  - a. notify the applicable funding agency(ies) if inquiry determines an investigation is warranted;
  - b. when an investigation is complete, forward to the agency a copy of the evidentiary record, the investigative report, recommendations made to the Institutional Deciding Official (IDO), and the subject's written response to the recommendations (if any); and
  - c. when the adjudication phase is complete, forward the IDO's decision and notify the agency of any corrective actions taken or planned.

### K. Reopening Allegations

1. An allegation of research misconduct that closed with a finding of no research misconduct may be reopened if potential significant evidence or information of research misconduct not previously presented is presented.

### L. External Research Misconduct Proceedings

1. Should the University receive a report of an external inquiry or investigation that was conducted by another institution or agency, the Research Integrity Officer will assess the report and may adopt the findings in whole or in part or initiate the University's own research misconduct proceedings.

## M. Time Limitations

1. This policy applies to research misconduct occurring within six (6) years of the date the University or agency receives an allegation of research misconduct.
2. The time limit does not apply if:
  - a. The Respondent continues or renews any incident of alleged research misconduct that occurred before the six-year limitation through citation, republication, or other use for the potential benefit of the respondent of the research record that is alleged to have been fabricated, falsified, or plagiarized; or
  - b. The alleged research misconduct would possibly have a substantial adverse effect on the health or safety of the public.

## N. Admissions

1. If admitting to research misconduct, the respondents will sign a written statement specifying the affected research records and confirming the misconduct was falsification, fabrication, and/or plagiarism; committed intentionally, knowingly, or recklessly; and a significant departure from accepted practices of the relevant research community.
2. If the respondent admits to research misconduct, the University will not close the case without concurrence from any applicable Federal agency.

## III. Effective Date

January 1, 2026

## IV. Applicability

All members of the Auburn University community are required to comply with this policy. This policy and the associated procedures are intended to provide the framework for reporting and conducting research misconduct proceedings. It is not intended to substitute for compliance with the Alabama code of ethics for public officials and employees (Code of Alabama 1975 Title 36, Chapter 25). Further, this policy supports Auburn University's compliance with state and federal regulations including but not limited to those from the Public Health Service, National Science Foundation and United States Department of Agriculture.

## V. Policy Management

Responsible Office: Office of the Senior Vice President for Research and Economic Development

Responsible Officer: Research Integrity Officer

Responsible Executive: Senior Vice President for Research and Economic Development

## VI. Policy Definitions

**Allegation:** A disclosure of possible research misconduct through any means of communication.

**Assessment:** An initial review to determine if each allegation fits within the definition of research misconduct and if each allegation is credible and specific so that potential evidence of research misconduct may be identified.

**Complainant:** A person who in good faith makes an allegation of research misconduct.

**Conflict of Interest:** A divergence between a University member's interests and professional obligations to Auburn University, such that an independent observer might reasonably question whether the University member's professional actions or decisions are determined by considerations other than the best interests of the University.



**Evidence:** Any document, tangible item or testimony offered or obtained during a research misconduct proceeding.

**Fabrication:** Making up data or results and recording or reporting them.

**Falsification:** Manipulating research materials, equipment, or processes, or changing or omitting data or results such that the research is not accurately represented in the research record.

**Good Faith Allegation:** Allegations of research misconduct that a Complainant or Witness believes to be true and that a reasonable person in that position would believe to be true based on the information known at the time.

**Inquiry:** Preliminary information gathering and preliminary fact finding that meets the criteria of this policy and the procedures of the University's Office of the Senior Vice President for Research.

**Institutional Deciding Official:** The University official who makes final determinations on allegations of research misconduct and any institutional actions. The same individual cannot serve as the Institutional Deciding Official and the Research Integrity Officer.

**Intentionally:** To act with a specific purpose in mind. Intentionally is synonymous with purposefully or willfully.

**Investigation:** The formal development of a factual record and the examination of that record leading to a decision not to make a finding of research misconduct or to a recommendation for a finding of research misconduct which may include a recommendation for other appropriate actions, including administrative actions.

**Knowingly:** To act with an awareness of actions. Knowingly is essentially synonymous with consciously.

**Plagiarism:** The appropriation of another person's ideas, processes, results, or words without giving appropriate credit. (a) Plagiarism includes the unattributed verbatim or nearly verbatim copying of sentences and paragraphs from another's work that materially misleads the reader regarding the contributions of the author. It does not include the limited use of identical or nearly identical phrases that describe a commonly used methodology. (b) Plagiarism does not include self-plagiarism or authorship or credit disputes, including disputes among former collaborators who participated jointly in the development or conduct of a research project. Self-plagiarism and authorship disputes do not meet the definition of research misconduct.

**Preponderance of the Evidence:** Proof by information that, compared with that opposing it, leads to the conclusion that the fact at issue is more probably true than not.

**Recklessly:** To use materials with a lack of proper caution and/or show indifference to the risk that the materials may be false, fabricated, or plagiarized. Taking a risk with materials without thinking or caring about the consequences of the action, even if the risk is not fully realized.

**Research:** A systematic experiment, study, evaluation, demonstration or survey designed to develop or contribute to general knowledge (basic research) or specific knowledge (applied research) relating broadly to public health by establishing, discovering, developing, elucidating or confirming information about, or the underlying mechanism relating to, biological causes, functions or effects, diseases, treatments, or related matters to be studied.

**Research Integrity Officer (RIO):** The University official responsible for administering the University's written policies and procedures for addressing allegations of research misconduct. The RIO is designated by the Senior Vice President for Research and Economic Development.

**Research Misconduct:** means fabrication, falsification, or plagiarism in proposing, performing, or reviewing research, or in reporting research results. A finding of research misconduct requires that (1) there be a significant departure from accepted practices of the relevant research community; (2) the misconduct be committed intentionally, knowingly, or recklessly; and (3) the allegation be proven by a preponderance of the evidence. Research misconduct does not include honest error or differences of opinion.

**Research Misconduct Proceeding:** Any actions related to alleged research misconduct taken under this policy and associated procedures, including but not limited to, allegation assessments, inquiries, and investigations.

**Research Record:** The record of data or results in any media or format that embody the facts resulting from scientific inquiry, including but not limited to, research grant or contract proposals or applications whether funded or unfunded; laboratory records, both physical and electronic; progress reports; abstracts; theses; oral presentations; internal reports; notes; correspondence; manuscripts, publications and journal articles; videos; photographs; slides; biological materials; computer files; human and animal subject protocols; consent forms; and any documents and materials provided by a Respondent or other individual in the course of the research misconduct proceedings.

**Respondent:** The person against whom an allegation of research misconduct is directed or who is the subject of a research misconduct proceeding.

**Retaliation:** An adverse action taken against any individual because of participation in a research misconduct proceeding.

**University Community:** All faculty, staff, postdoctoral fellows, graduate, and undergraduate students, visiting faculty and scientists and volunteers.

**University Officials:** The University President, Vice Presidents, Provost, Deans, Associate Deans, Department Chairs/Heads, Directors, Supervisors and Research Integrity Officer.

**Witness:** An individual who personally sees or perceives research misconduct or has relevant information related to the research misconduct proceedings and is called to testify to what has been seen, heard, or otherwise observed.

## VII. Policy Procedures

Auburn University Office of the Senior Vice President for Research and Economic Development develops and manages procedures for handling research misconduct allegations and the process. These procedures include but are not limited to the following: Preliminary Assessment of Allegations; Sequestration; Notification of Respondent; Inquiry Procedures; Investigation Procedures; Admissions; Appeals; Sanctions; Reports to Funding Agencies; and False Accusations. See Auburn University Research Misconduct Policy Procedures.

## VIII. Appeals

At the conclusion of the investigation process, Respondent(s) may appeal a finding of research misconduct to the Research Integrity Officer (RIO). See Auburn University Research Misconduct Policy Procedures.

## IX. Sanctions

Following a finding of research misconduct the University may impose sanctions on the Respondent. Temporary measures, such as suspension of specific research activities, may be taken by the University during an investigation if warranted. Sanctions will be commensurate with the severity of the research misconduct. Sanctions may include but are not limited to verbal or written reprimand, reassignment of duties or privileges, or termination of affiliation with the University. The Institutional Deciding Official (IDO) will invoke this section to initiate institutional actions whereby disciplinary action will be implemented in accordance with the University policies and procedures applicable to the Respondent's position.

## X. Exclusions

This policy does not cover honest error, differences of opinion or authorship disputes unless they involve plagiarism. This policy does not apply to research undertaken in fulfillment of course requirements unless there is an expectation of publication or dissemination outside the University of such results.

## **XI. Interpretation**

The authorized institutional representative is, for the purposes of this policy, the Senior Vice President for Research and Economic Development.

## **XII. Regulatory Authority**

Including, but not limited to: 42 CFR Part 93; 45 CFR Part 689; 2 CFR Part 422; 2 CFR 910.132; 14 CFR Part 1275; 65 FR 76260

Revised: November 21, 2025

### **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 PROJECT 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 Trustees approval: new construction, renovation, or adaptation projects on Auburn University property, regardless of funding source, with a total project cost of over \$5,000,000.

#### **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

REVISED: November 21, 2025

**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<br/>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<br/>LEVEL</b>                       | <b>WRITTEN<br/>INVESTMENT<br/>POLICY</b> | <b>WRITTEN<br/>INVESTMENT<br/>STRATEGY</b> | <b>TACTICAL<br/>ALLOCATION<br/>AMONG<br/>ASSET CLASSES</b> | <b>STRATEGY<br/>WITHIN AN<br/>ASSET CLASS</b> | <b>MANAGER &amp;<br/>FUND<br/>SELECTIONS</b> | <b>SECURITY<br/>SELECTION</b> |
|--|--|--|--|---|--|-------------------------------|
| <b>BOARD OF<br/>TRUSTEES</b>                     | APPROVES                                 | INFORMED                                   | INFORMED   |   |  |                               |
| <b>INVESTMENT<br/>COMMITTEE</b>                  | RECOMMENDS                               | APPROVES                                   | APPROVES   | APPROVES                                      | APPROVES                                     | INFORMED                      |
| <b>INVESTMENT<br/>CONSULTANT &amp;<br/>STAFF</b> | RECOMMENDS                               | RECOMMENDS                                 | RECOMMENDS   | RECOMMENDS                                    | RECOMMENDS<br>AND MONITORS                   | MONITORS                      |
| <b>INDIVIDUAL<br/>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 depositaries 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 |
|--------------|-----|-------------------------------------|

### **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-                 |