

# UNIVERSITY OF DALLAS, BOARD OF TRUSTEES

## POLICY 001 –

### RESERVATION AND DELEGATION OF AUTHORITY POLICY

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**1.0 General Reservation of Authority** – Subject to the provisions set forth in this Policy, the University of Dallas Board of Trustees reserves all authority necessary to carry out its legal and fiduciary obligations to the University as set forth in the University Articles of Incorporation and Bylaws and laws of the State of Texas.

1.1 The Board’s general reservation of authority includes authority to:

1.1.1 Approve the University mission and the missions of all colleges and schools.

1.1.2 Act upon all major organizational changes as recommended by the University President

1.1.3 To establish a vision for the University and to set the overall direction of the University, including the adoption of the University’s strategic plan and all other fundamental plans for the educational, financial and physical development of the University.

1.1.4 Ensure institutional autonomy

1.2 No authority reserved to the Board shall be exercised by any other individual or official unless expressly authorized by Board policy or directive.

1.3 The authority of the Board resides only with the Board as a whole and not in its individual members, except as the Board may have itself delegated authority specifically to one of its members or committees.

1.4 The Board reserves authority to establish procedures to conduct business, create committees, nominate Trustees, require reports from executive officers and employees, hear appeals, review conflicts of interest and enforce ethical standards.

1.5 All matters subject to Board authority shall be presented to the Board by the University President as an agenda or consent agenda item at a meeting of the Board of Trustees.

1.6 The Board reserves authority to elect and remove Board officers.

**2.0 Authority of the University President** – The University President serves as the Chief Executive Officer of the University and maintains all academic, administrative and executive responsibilities for the University. As educational and administrative head of the University, the President exercises a general superintendent over all affairs of the University and is obligated to bring matters to the attention of the Board of Trustees as are appropriate to keep the Board fully informed to meet its policy-making and fiduciary responsibilities.

2.1 Annually the President shall present plans for short-term and long-range growth and development of the University which must be submitted for annual approval by the Board

**3.0 Appointment Authority** –The Board reserves the authority to appoint the University President, to conduct an annual review of presidential effectiveness through the Executive Committee and to approve annual compensation. The Board also reserves and delegates to the Executive Committee, the authority to appoint and/or dismiss and to approve compensation for the following university officials subject to the recommendation of the University President:

3.1 Any executive vice presidents or vice presidents

3.2 University Provost and/or Chief Academic Officer.

3.3 Chief Financial Officer.

3.4 General Counsel.

3.5 Board Professional.

3.6 Dean of University colleges or schools

3.7 Such other administrative positions ranked above dean and as the Board may specify from time to time.

Appointments for all other employees, including the appointment and commissioning of campus law enforcement officers, is delegated to the President with authority to establish compensation within budgets approved by the Board.

**4.0 Authority Regarding University Contracts or other Transactions** – The Board reserves authority to approve any commercial transaction

or matter not otherwise subject to Board approval if the transaction or matter:

- 4.1 Has the potential for significant impact on the University mission.
- 4.2 Has a monetary value greater than \$1 million or if cumulative commitments to a single vendor or enterprise exceed \$1 million in a 12-month period.
- 4.3 Binds the university for a multi-year period greater than 5 years.
- 4.4 Will potentially violate the University's compliance with existing debt covenants or agreements with financial institutions.

**5.0 Authority Regarding Budgetary, Financial and Investment Matters** - The Board reserves authority to monitor the development and implementation of a comprehensive fiscal plan which is realistic and related to the academic goals and practices of the University. Specifically the Board reserves authority to approve the following:

- 5.1 Annual operating budget.
- 5.2 Annual capital budget plus cumulative additions to the budget of 20% or more during the budget year.
- 5.3 Investment objectives and endowment distributions and the authority to effect purchases, sales or exchanges of securities and other investment assets of the University subject to the authority exercised by the Endowment Committee.
- 5.4 Issuance and retirement of debt.
- 5.5 Individual purchase of goods or services with a single value greater than \$1 million or successive purchases from the same vendor with a cumulative value greater than \$1 million over 12 months.
- 5.6 Student tuition and comprehensive fees.

**6.0 Authority Regarding Facilities, Campus Master Plans and Capital Projects** - The Board reserves authority to approve the following:

- 6.1 All campus master plans and amendments thereto and all land use consistent with University strategic plan.
- 6.2 Capital projects with a value greater than \$500,000.

**7.0 Authority Regarding University Real Property** - The Board reserves authority to approve the following:

- 7.1 All contracts involving the sale or acquisition of University real property, both foreign and domestic. The Board will be fully engaged in all negotiations related to the disposition and sale of

real estate and retains authority for management of the University property portfolio.

**7.2** Any lease of property if the initial term of the lease to or from the University exceeds \$1 million, or if the lease term exceeds 3 years. All other leases may be executed with the approval of the University President. Terms for the lease of any University property for greater than ninety (90) days must be defined by written agreement regardless of the length of use, or amount of rent paid.

**7.3** The Board delegates authority to the University President to approve any easement or license impacting the University's interest in real property, subject to the requirement that easements may only be approved if the University will receive fair market value in exchange for the easement recognizing that the benefit to the campus may be factored into determining fair market value.

7.4 The President or a designee shall provide regular, written updates to the Board Real Estate Committee detailing any easements, licenses or leases approved by the University President.

**8.0 Authority Regarding Academic Matters** – The Board reserves authority to ensure that the University continues its educational and religious mission and its essential purpose as a Catholic institution of higher education. The Board of Trustees reserves authority to determine the broad educational direction of the University in light of these objectives including the authority to:

8.1 Approve major changes in the aims or purposes of the University.

8.2 Establish, name, and abolish any academic entity, including all colleges and school.

8.3 Approve any major curricular changes in the curriculum including the addition or termination of degree programs, or any substantial revision of a core curriculum.

8.4 Approve the award of honorary degrees.

**9.0 Authority Regarding Legal Matters** – The Board reserves authority to direct the President or General Counsel to settle any legal claim, or initiate, or appeal a lawsuit or administrative proceedings.

**10.0 Authority Regarding Audit** – The Board reserves authority to adopt policies regulating the University audit function, approve the selection

of external auditors, and the chief auditor, evaluate the performance of independent auditors and to approve 990 forms filed on behalf of the University.

**11.0 Authority Regarding Employment and Labor Relations** – The Board reserves authority to approve all employee benefits plans provided to employees.

11.1 The Board reserves authority to review individually negotiated employee severance agreements of unusual importance or significance.

**12.0 Authority Regarding Associated Organizations** – The Board reserves authority to approve legal structures and scope of any relationship between the Board and any associated organizations, non-profit corporations, foundations, institutes or similar entities that substantially relies upon University resources or personnel to carry out its mission or that are created for the purpose of supporting the University.

**13.0 Authority Regarding Honorific Naming** – The Board of Trustees reserves authority for honorific naming regarding the following:

13.1 Any University campus, building, athletic facility or outdoor areas or spaces.

13.2 Any college, school, or academic program.

13.3 Any campus street or road.

13.4 Any named endowed funds.

The Board of Trustees specifically delegates authority to the University President to name interior areas, features, objects or spaces to honor persons, families or others associated with the University community who have rendered distinguished service to the University, who have made a significant contribution to society, or for a major donor whose gift represents a substantial contribution toward project costs.

**14.0 Authority to Establish Policy** – The Board of Trustees reserves authority to approve institutional policy and specifically delegates authority to the University President to administer and implement such policies including:

- 14.1 Faculty policies as set forth in the Faculty Handbook and most specifically those policies bearing on faculty appointment and advancement, retention, promotion and tenure, affiliate and adjunct faculty, appeals, faculty rights and duties, academic freedom, grievances, faculty development, separation and disciplinary action.
- 14.2 Investment policy guidelines upon recommendation of the Endowment Committee.

**15.0 Delegation of Authority** – The Board of Trustees delegates all authority not specifically reserved to the Board of Trustees to the University President who may delegate such authority to a secondary delegate unless otherwise specified. Any further delegations must be in writing and any officer or employee executing any document on behalf of the University of Dallas is responsible for assuring that they have delegated authority to act on behalf of the University of Dallas.

**Approved by the University of Dallas, Board of Trustees 10.19.18**