

**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

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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

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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).

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