THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF ALABAMA

BOARD MANUAL

REV. June 2013
# TABLE OF CONTENTS

**Bylaws of The Board of Trustees** ................................................................. 1  
**Board Rules** ............................................................................................... 21  
**Constitutional and Statutory Provisions** ................................................. 267  
**Appendices** ............................................................................................... 307  
  
The Mission of The University of Alabama System .................................. 309  
UAS Organizational Chart ............................................................................ 311  
**Index** ......................................................................................................... 313  

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THE BOARD OF TRUSTEES OF
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BOARD MANUAL
BYLAWS
OF
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EXEMPLARY FROM THE BOARD MANUAL BYLAWS, ARTICLE IV, SECTION 1
ARTICLE IV

Committees

ORGANIZATION.

The Board may create such committees as it shall deem fit and proper and may assign to such committees any authority, duty or responsibility desired by the Board; such committees shall have as members thereof any Trustee or (excluding the Executive Committee) any other person whose experience, capabilities or position would be beneficial to the work of the committee. The committees of the Board shall consist of the standing committees created herein and any other committees created by the Board or the President pro tempore from time to time. The standing committees shall have the powers, duties, and responsibilities set forth herein or subsequently assigned by the Board, and other committees shall have the powers, duties, and responsibilities specifically assigned by the Board or President pro tempore. The President pro tempore of the Board shall appoint annually the chairs and all members of standing committees except the Executive Committee, which shall be composed of a chair, who shall be the President pro tempore of the Board, the chair of the Finance Committee, the chair of the Academic Affairs, Student Affairs, and Planning Committee, and two other members elected by the Board for one-year terms at the annual meeting of the Board. Vacancies in committee memberships shall be filled in the same manner as when originally selected except that vacancies on the Executive Committee may be filled at any meeting, with a term to expire at the next annual meeting.

METHOD OF OPERATION.

The committees and subcommittees shall meet upon the call of the Chancellor, the President pro tempore of the Board, or the chair of the committee or subcommittee. Unless otherwise provided, actions taken by such committees shall not be binding upon the Board but shall be advisory to the Chancellor and the Board. In the interim between meetings of the Board and in the absence of committee meetings, the Chancellor may confer with committee members in areas of committee responsibility. The standing committees of the Board shall consist of the following:

SECTION 1. EXECUTIVE COMMITTEE.

While the Board is not in session, the Executive Committee is authorized, empowered and instructed to perform any function of the Board when, in the opinion of the Executive Committee, action is advisable before the next regularly scheduled meeting of the Board, or to perform any function delegated to it by the Board or by statute. The committee shall report its action to the Board at the next Board meeting. Without further approval of the Board, the Executive Committee shall have the authority to lease, sell and convey real property of the Board, or any interest therein, except for any part of the principal campus areas at Birmingham, Huntsville, or Tuscaloosa, and to approve any step of the planning, design, and construction process for capital projects requiring Board approval; and shall report such actions at the next Board meeting.
SECTION 2. ACADEMIC AFFAIRS, STUDENT AFFAIRS, AND PLANNING COMMITTEE.

The areas of responsibility of this committee shall include reviewing and recommending approval of: long-range/strategic plans; new academic programs; evaluation of and modification to existing academic, research, and service programs; organizational structure; requests for legislative appropriations; mission statements and statements of role and scope; programmatic planning for new facilities; student affairs matters such as admission, safety and security, programs for social and personal development, residence status; institutional research; annual budgets as they apply to the above items; and other matters that may be referred to it by the Chancellor or the Board.

SECTION 3. FINANCE COMMITTEE.

The areas of responsibility for this committee shall include the review and recommendation for approval of: annual audited financial statements; annual budgets; financial reports; legislative appropriation requests; budget performance reports; long-range financial plans; student tuition, fees and financial aid programs; development and fund raising; financial exigency; depository approval; gift approval; review of campus indebtedness proposals; review of the campus annual information technology plans and purchases of hardware, software, services or related items; and other matters that may be referred to it by the Chancellor or the Board.

SECTION 4. PHYSICAL PROPERTIES COMMITTEE.

The areas of responsibility for this committee shall include evaluation of campus master plans and annual capital development plans; acquisition and disposition of land, facilities and equipment; construction-related contract review; ground leasing and facility leasing; planning and construction of new facilities and renovation of facilities; off-campus land use; and other matters that may be referred to it by the Chancellor or the Board.

SECTION 5. INVESTMENT COMMITTEE.

This committee shall be responsible for recommending investment objectives, broad asset allocation changes, policies, and practices to the Board. The committee is responsible for overseeing investment activities and performance; for ensuring the proper control and safekeeping of the investment funds and assets (such as land) retained by the University for investment purposes, for making changes within the broad asset allocation guidelines; and for the selection of external money managers, custodians and such consultants as are necessary to properly manage these funds.

SECTION 6. UAB HEALTH SYSTEM BOARD LIAISON COMMITTEE.

This committee shall consist of those persons appointed by the Board to serve on the UAB Health System Board (HSB). Its responsibilities shall be to represent the Board on the HSB and to keep the Board fully informed of the activities of the HSB. The term of membership on this committee shall correspond to the term of membership on the HSB.

SECTION 7. HONORARY DEGREES AND RECOGNITION COMMITTEE.

This committee shall be responsible for detailed review, study and recommendation of all matters coming to the Board regarding the authorization, designation of type,
awarding and conferring of honorary degrees; for the naming of buildings and other structures (and major portions thereof), streets, geographic areas, and academic, research, and service programs for persons who have made outstanding accomplishments in their fields of endeavor or who have made exemplary and major contributions to the University, state, or nation; and for other related matters.

SECTION 8. AUDIT COMMITTEE.

The function of the Audit Committee is to assure that the Board of Trustees maintains direct access to both internal and external functions of each campus and of the University System so that it may meet its constitutional responsibilities. The Audit Committee shall recommend to the Board guidelines for the operation of the committee and the auditing functions throughout the System. There shall be a General Auditor appointed by the Board who shall report administratively to the Chancellor but shall ultimately be responsible through the Audit Committee to the Board. This committee is responsible for the overview of internal and external audits, making recommendations for the selection of external auditors, reviewing the scope of audits, rendering guidance to the General Auditor in Board functions, and reviewing the findings of the Examiner of Accounts and all other external auditors.

SECTION 9. COMPENSATION COMMITTEE.

This committee shall be responsible for the establishment of the compensation of the Chancellor and, upon recommendation of the Chancellor, the compensation of the presidents, vice chancellors, board officers, provosts, vice presidents and such other senior academic and administrative officers as the Committee shall designate. In addition, it shall review any extraordinary salary and payment arrangements for University employees. The Committee shall periodically review the fringe benefit policies and such other aspects of the University’s compensation programs as the committee shall elect.

SECTION 10. ATHLETICS COMMITTEE.

This committee exists to assist the Board in its oversight of the intercollegiate athletics programs of each campus. The committee shall serve as liaison between the Board and the respective campuses and their athletic departments. It shall advise and consult with the Chancellor of The University of Alabama System and the campus Presidents on all matters that, in the judgment of the Chancellor and Presidents, have long-term impact on the operations, reputation and standing of The University of Alabama System and the campus athletic programs. Its responsibilities shall include monitoring and reviewing institutional compliance with the laws, rules, regulations, and policies of the Board, the campuses, the NCAA, and any other applicable governmental or regulatory agency or body; reviewing athletic budgets, facilities plans and student athletic fees; making recommendations to the Board as part of the annual budget, facilities, tuition and fee approvals; overseeing academic and other support services provided to student-athletes and monitoring their retention and graduation rates; requesting and reviewing reports on major legal, political, and public matters affecting the athletic departments or their personnel; and keeping the Board informed of relevant changes in conference and NCAA affiliations, structures, rules and regulations.
SECTION 11. LEGAL AFFAIRS COMMITTEE.
This committee shall act as liaison between the Board and the General Counsel or other attorneys representing the Board. The committee will keep the Board informed of all pending litigation and legal issues affecting the University System and the Board.

SECTION 12. NOMINATING COMMITTEE.
This committee shall make nominations to the Board for election to all positions which the Board has the responsibility to elect under Board Rules, statute, or the Constitution; including Board officers, new Trustees, Executive Committee members, and members of the UAB Health System Board, and such other nominations as assigned by the President pro tempore.

SECTION 13. SUBCOMMITTEES.
Subcommittees of the standing committees of the Board may be established from time to time as needed or as may be provided for by Board Rules.

SECTION 14. ATTENDANCE AT COMMITTEE AND SUBCOMMITTEE MEETINGS.
Committee and subcommittee meetings may be held in person or by means of a telephone or video conference or similar means that permits the members of the committee or subcommittee to simultaneously hear one another during the meeting and that permits any member of the public, including representatives of the media, that same opportunity. Either the chair or the majority of the members of a committee or subcommittee can determine in advance of a meeting whether attendance will be in person or by telephone, video, or similar means.

ARTICLE V

The University of Alabama System

SECTION 1. ORGANIZATION.
The University shall maintain its principal offices in Tuscaloosa County, Alabama. It shall be charged with the responsibility of providing to the State of Alabama comprehensive undergraduate, graduate and professional programs and other instructional, research, and service programs, all of the highest quality, through the operation of major components or campuses with varying missions at such locations as may be approved by the Board from time to time. The University of Alabama System includes The University of Alabama, with headquarters at University, Alabama; The University of Alabama at Birmingham, with headquarters at Birmingham, Alabama; and The University of Alabama in Huntsville, with headquarters at Huntsville, Alabama, each with a role and scope to be prescribed by the Board, and each administered by a President who shall report directly to the Chancellor. System coordination shall be effected by the Chancellor.

SECTION 2. AUTHORITY AND DUTIES OF THE CHANCELLOR.
The Chancellor shall be the chief executive officer of the University System and shall exercise such executive powers as are necessary for its appropriate governance. In the