



University of Dallas

Governance

**Reservation and Delegation
of Authority Policy**

POLICY GBP

Responsible Executive:

President

Responsible Office:

Office of President

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1. PURPOSE

This Policy sets forth the governance authority of the University of Dallas Board of Trustees in accordance with the University bylaws and those areas in which the Board of Trustees has delegated authority to the President of the University.

2. GOVERNANCE AUTHORITY

The Board of Trustees is the legal governing body of the University. The Board shall have authority to carry out all corporate powers prescribed by law, the University Articles of Incorporation and Bylaws and this policy. The Board has the authority to establish general policies of the University.

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 ensuring that they have been delegated authority to act on behalf of the University of Dallas.

- 2.1. Subject to the supervision and direction of the Board, the authority delegated to the President includes the authority to adopt, revise, review, and revoke University policies. Ordinarily, the President, or the President's designee, is guided in setting University policy by consultation with other senior administrators, by the deliberations of the University Council, or by recommendations of the Faculty Senate.

3. OPERATIONAL AUTHORITY

The University President serves as the Chief Executive Officer of the University and maintains all academic, administrative, and executive responsibilities for the University.

- 3.1. The President's authority is vested through the Board of Trustees and includes responsibility for all University educational and managerial affairs. The President is responsible for leading the University, implementing all Board policy, keeping the Board informed on appropriate matters, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson.
- 3.2. As educational and administrative head of the University, the President exercises general superintendent authority 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.

- 3.3. The President has the authority to execute all documents on behalf of the University and the Board consistent with Board policy and the best interest of the University.
- 3.4. Annually the President shall:
 - 3.4.1. Give an annual report on the state of the University to the Board; and
 - 3.4.2. Present plans for short-term and long-range growth and development of the University, which must be submitted for annual approval by the Board.
- 3.5. The President shall administer and implement institutional policies including:
 - 3.5.1. 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; and
 - 3.5.2. Investment policy guidelines upon recommendation of the Endowment Committee.
- 3.6. The President shall exercise those specific responsibilities which are assigned by the Board of Trustees, from time to time, a record of which will be found in the minutes of the Board meetings.

4. APPOINTMENT AUTHORITY

The Board reserves the authority to appoint the University President, to conduct an annual review of presidential effectiveness through the Executive Committee of the Board based on mutually agreed upon goals and other criteria and to approve annual compensation. The Board delegates to the President the authority to appoint and/or dismiss the following University officials following consultation with the Executive Committee:

- 4.1. All officers of the administration;
- 4.2. Any executive vice presidents or vice presidents;
- 4.3. University Provost and/or Chief Academic Officer;
- 4.4. Chief Financial Officer;
- 4.5. General Counsel;
- 4.6. Board Professional;
- 4.7. Dean of University colleges or schools; and
- 4.8. Such other administrative positions ranked above dean and as the Board may specify from time to time.

The President will recommend compensation for personnel with the rank of Dean and above. All executive compensation, including executive compensation recommended by the President, shall be reviewed by the Board to confirm reasonableness prior to authorization. The President shall notify the Executive Committee in advance of the contemplated appointment or dismissal of any University employees with the rank of Dean and above.

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

5. AUTHORITY RESERVED TO THE BOARD OF TRUSTEES

The Board of Trustees of the University of Dallas, in consultation with the President, 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. The Board also specifically reserves the authority to:

5.1. General reservation.

- 5.1.1. Provide oversight for the University's educational and religious mission and its essential purpose as a Catholic institution of higher education.
- 5.1.2. Approve the University mission and the missions of all colleges and schools;
- 5.1.3. Review major proposed changes in academic programs that may impact the University's mission, strategic plan or financial resources.
- 5.1.4. Establish a vision for the University and 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; and
- 5.1.5. Annually approve short-and long-range plans for the growth and development of the University prepared by the University President, including approval of the University Strategic Plan. The University administration and faculty are expected to exercise initiative in recommending improvements and developments for the consideration of the Board.
- 5.1.6. Ensure institutional autonomy.

5.2. Operation of Board.

- 5.2.1. 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;
- 5.2.2. Elect and remove Board officers; and
- 5.2.3. Periodically assess the Board's performance.

5.3. **Contracts.**

- 5.3.1. Approve any commercial transaction or matter not otherwise subject to Board approval if the transaction or matter:
 - 5.3.1.1. Has the potential for significant impact on the University mission;
 - 5.3.1.2. Has a monetary value of at least \$1 million or if cumulative commitments to a single vendor or enterprise exceed \$1 million in a 12-month period;
 - 5.3.1.3. Binds the University for a period of five (5) or longer; or
 - 5.3.1.4. Will potentially violate the University's compliance with existing debt covenants or agreements with financial institutions.

5.4. **Budgetary, financial, and investment matters.**

- 5.4.1. Monitor the development and implementation of a comprehensive fiscal plan which is realistic and related to the academic goals and practices of the University, and establish policy guidelines affecting institutional assets, including the acquisition and investment of funds and facilities. Specifically, the Board reserves authority to approve the following:
 - 5.4.1.1. Annual operating budget;
 - 5.4.1.2. Annual capital budget plus cumulative additions to the budget of 20% or more during the budget year;
 - 5.4.1.3. 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;
 - 5.4.1.4. Issuance and retirement of any debt financing and approving securitization of loans;
 - 5.4.1.5. Individual purchase of goods or services with a single value of at least \$1 million or successive purchases from the same vendor with a cumulative value of at least \$1 million over 12 months; and
 - 5.4.1.6. Student tuition and comprehensive fees.

5.5. **Facilities, campus master plans, and capital projects.**

- 5.5.1. Approve the following:
 - 5.5.1.1. All campus master plans and amendments thereto;
 - 5.5.1.2. Capital projects with a value greater than \$500,000; and
 - 5.5.1.3. The construction of new buildings and facilities, and major renovations of existing buildings and facilities.

5.6. University real property.

5.6.1. Approve the following:

5.6.1.1. All contracts involving the purchase, sale, and management of University land, buildings or major equipment, both foreign and domestic; and

5.6.1.1.1. 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.

5.6.1.2. 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.

5.6.1.2.1. 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.

5.7. Academic matters and Catholic identity.

5.7.1. 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:

5.7.1.1. Provide oversight for the University's educational and religious mission and its essential purpose as a Catholic institution of higher education and provide direction to the educational programs of the University in light of these objectives;

5.7.1.2. Approve major changes in the aims or purposes of the University;

5.7.1.3. Establish, name, and abolish any academic entity, including all colleges and schools;

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

5.7.1.5. Approve the award of honorary degrees, as recommended by the President.

5.8. Legal matters.

5.8.1. Direct the President or General Counsel to settle any legal claim, or initiate, or appeal a lawsuit or administrative proceedings.

5.9. Audit.

5.9.1. 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.

5.10. Employment and labor relations.

- 5.10.1. Approve all employee benefits plans provided to employees;
- 5.10.2. Review individually negotiated employee severance agreements of unusual importance or significance;
- 5.10.3. Approve institutional policies on faculty appointment, promotion, tenure and dismissal in the Faculty Handbook.

5.11. Associated organizations.

- 5.11.1. Approve legal structures and scope of any relationship between the Board and any associated organization, non-profit corporation, foundation, institute or similar entity that substantially relies upon University resources or personnel to carry out its mission or that is or has been created for the purpose of supporting the University.

5.12. Honorific naming.

- 5.12.1. Approve honorific naming regarding the following:
 - 5.12.1.1. Any University campus, building, athletic facility or outdoor areas or spaces;
 - 5.12.1.2. Any college, school, or academic program;
 - 5.12.1.3. Any campus street or road

5.13. Philanthropy.

- 5.13.1. It shall be the Board and each Trustee's responsibility to contribute financially to the University's fundraising goals, to participate actively in strategies to secure sources of support, and to develop sources of University support by promoting bequests and annuities and authorizing University officers to accept gifts or bequests subject to Board policy guidelines.

5.14. Certain Procedures and Express Exclusions from the Exercise of Board Authority

- 5.15. [5.14.1] No authority reserved to the Board shall be exercised by any other individual or official unless expressly authorized by Board policy or directive.
- 5.16. [5.14.2] 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.
- 5.17. [5.14.3] 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.

6. OTHER AUTHORITY SPECIFICALLY DELEGATED TO THE PRESIDENT

- 6.1. The Board delegates 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.
 - 6.1.1. 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.
- 6.2. 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. The Board also delegates authority to the University President to prepare a policy in collaboration with the Vice President for Advancement and the General Counsel for the naming of all endowed funds.

7. DEFINITIONS

- 7.1. **“Board of Trustees”** or **“Board”** means the Board of Trustees of the University of Dallas.
- 7.2. **“Checklist”** means one or more statements dictating how to accomplish a task (i.e., steps). These steps are applicable to a specific circumstance and written in simple language with brief or no amplifying text. Flowcharts are sometimes used as a method for conveying similar information.
- 7.3. **“Guidelines”** contain information about how to accomplish a task or reach a specified goal. They are provided as suggestions; in other words, they are not mandatory, but a good idea. They may also contain an element of “best practice.” Alternate actions might be available and might work, but what is being provided has proved to be the fastest, least costly, etc. More explanatory text is usually provided.
- 7.4. **“Internal policy”** means a policy that applies to personnel and operations subject to one operating group or department, provided that the policy is consistent with University policies and other superseding policies.
- 7.5. **“Policy”** means a statement that reflects the philosophies, attitudes, or values of an organization related to a specific issue. Checklists, procedures, standards, and guidelines all must implement, reflect, and support the applicable policy or policies.
- 7.6. **“President”** means the President of the University of Dallas.
- 7.7. **“Procedure”** means one or more sentences describing how to accomplish a task or reach a goal (i.e., directive statements). The specific actions generally should be followed as they are outlined. More explanatory text is usually involved.

- 7.8. **“Standards”** are statements dictating the state of affairs or action in particular circumstances. They typically establish a rule from a recognized authority outside the University.
- 7.9. **“University”** and **“the University”** mean the University of Dallas.
- 7.10. **“University policy”** means a policy that affects or applies to the personnel or operations of more than one operating group or department of the University.

8. RESPONSIBILITIES

Responsible Party	List of Responsibilities
President	<ol style="list-style-type: none"> 1. Serve as the chief executive officer of the University. 2. Review and make decisions, as appropriate, regarding those matters delegated to the authority of the President. 3. Delegate authority, as appropriate, to other University officials. 4. Monitor use of delegated authority by University officials. 5. Present matters to the Board, as appropriate, for approval by the Board. 6. Update the Board regarding matters that are specifically required and that may significantly impact the University.
Board of Trustees	<ol style="list-style-type: none"> 1. Review and make decisions, as appropriate, regarding the matters reserved to the authority of the Board. 2. Monitor compliance with this Policy.

9. PROCEDURES

Task	Procedure
Delegating Authority by President	<ol style="list-style-type: none"> 1. The President will delegate authority, in writing and as appropriate, to other officials in accordance with this Policy.
Operation of University	<ol style="list-style-type: none"> 1. The President will oversee the operation of the University. 2. The President will consider and make decisions regarding those matters that are within the authority delegated to the President.
Operation of Board	<ol style="list-style-type: none"> 1. The President will update the Board on a regular basis regarding matters that the Board should know or consider. 2. The Board will consider and make decisions regarding those matters that are within the scope of authority that it has retained.

10. POLICY ENFORCEMENT

Enforcement	The Office of the President, the Office of General Counsel or the Board of Trustees will investigate suspected violations of this Policy, and take appropriate action in accordance with University policy.
Reporting Violations	Report suspected violations of this Policy to the Office of the President or the Office of General Counsel.

11. RELATED DOCUMENTS

Policy or Document**Web Address**

Articles of Incorporation and
Bylaws<https://udallas.edu/about/university-policies/index.php>

12. CONTACTS

Subject	Office or Position	Telephone Number	Office Email or URL
Policy Clarification	Office of General Counsel	(972) 721-5363	hlachenauer@udallas.edu
Web Address for this Policy		https://udallas.edu/about/university-policies/index.php	