



Item: III. AF: A-3

December 12, 2007

**SUBJECT: AMENDMENT OF DELEGATED CONTRACTING PROCEDURES**

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**PROPOSED BOARD ACTION**

Adopt proposed amendment to Section 4.6 of the FAU Board of Trustees Board Operations Policies and Procedures.

**BACKGROUND INFORMATION**

The Chair of FAU's BOT Audit and Finance Committee has requested passage of this amendment to Section 4.6 of the Board of Trustees Board Operations Policies and Procedures regarding BOT approval of certain employment agreements that contain severance, termination, or separation from employment provisions inconsistent with the University's Personnel Regulations. This amendment adopts and implements BOT oversight above and beyond that recommended by the Auditor General's December 2007 Report on this subject.

**IMPLEMENTATION PLAN/DATE**

Immediately upon passage by the Board of Trustees.

**FISCAL IMPLICATIONS**

Not Applicable.

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**Supporting Documentation:**

- (1) Amended Section 4.6 of the Board of Trustees Board Operations Policies and Procedures.**

**Presented by:**

**David L. Kian, General Counsel**

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**Proposed amendment to Sec. 4.6 of FAU BOT Operations Policies and Procedures manual, as approved and recommended for full FAU BOT adoption by FAU BOT Audit & Finance Committee on December 12, 2007**

**Section 4.5**

**VICE CHAIR**

The duty of the Vice Chair is to act as Chair during the absence or disability of the Chair.

**Section 4.6**

**UNIVERSITY PRESIDENT AND CORPORATE SECRETARY**

The University President shall serve as the Chief Executive Officer of the University. The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its education missions and goals, monitoring educational and financial performance, consulting with the BOT in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson.

The President shall have the authority to execute all documents on behalf of the University and the BOT consistent with law, BOG and BOT resolutions, regulations, and policies, and the best interests of the University. No such document may purport to limit any Board of Trustees member's individual discretion in discharging the responsibilities of a Trustee. No contract for personal or employment services may contain severance, termination, or separation from employment provisions inconsistent with University's Personnel Regulations unless specifically approved by vote of the Board of Trustees. The President shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The specific statutory powers and duties of the President are enumerated in Section 1001.75, Florida Statutes. The President shall serve as the principal liaison officer and official contact between the BOT and the faculty, staff and students of the university. The President may issue directives and executive orders. Such directives and orders shall not violate existing BOT policies. The President shall serve as an ex-officio, non-voting member of all BOT Committees.

Deleted: shall obligate the financial resources of the University for a period of more than twelve months beyond the delivery of a notice of termination, without consultation by the President with the Chair

The University President shall serve as Corporate Secretary of the BOT, and in the capacity of Secretary, shall be responsible for giving notice of all meetings of the BOT and its committees, setting the Agenda and compiling the supporting documents for meetings of the BOT in consultation with the Chair, recording and maintaining the minutes of any BOT or committee meeting, including a record of all votes cast, in accordance with Section 286.011(2) of the Florida Statutes, executing or attesting to all documents which have been executed by the BOT, and acting as custodian of the Corporate Seal. The Secretary may designate an individual to assist him or her in this role.