

**MINUTES OF THE  
EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES  
OF ATHENS STATE UNIVERSITY  
July 15, 2022**

The Executive Committee of the Board of Trustees of Athens State University (the "University") held a meeting at 12:30 pm on Friday, July 15, 2022, in the Sandridge Student Center Room 110, Athens, Alabama.

**PRESIDING: MR. MACKE MAULDIN**

The Board of Trustees Executive Committee meeting was called to order at 12:40 p.m. by Mr. Macke Mauldin.

On roll call, the following members of the Executive Committee of the Board of Trustees of the University answered present:

**Mr. Macke Mauldin (Chair)**  
**Mr. Jim America**  
**Ms. Cathy Dickens (electronically)**  
**Mr. Dus Rogers (electronically)**  
**Mrs. Missy Ming Smith**

The members present and in person constituted a quorum to conduct business.

Dr. Philip Way, Mr. Shane Black (University Legal Counsel) and Ms. Barbara Ferguson (recording) were also present along with various members of University administration.

**NEW BUSINESS**

**Contract Management Policy Amendment (Attachment A)**

On a motion made by Mr. America and seconded by Mr. Rogers, the Executive Committee approved the recommendation to forward to the Board of Trustees, Resolution No. 2-07-15-2022. This resolution amends the Board of Trustees' Existing Contract Management Policy. This motion was approved by the affirmative votes (5-0) of members present.

**Establishment of Audit Committee for the Board of Trustees (Attachment B)**

On a motion made by Mr. America and seconded by Mrs. Smith, the Executive Committee approved the recommendation to forward to the Board of Trustees, Resolution No. 3-07-15-2022. This resolution provides for the establishment of an Audit Committee for the Board of Trustees. Committee membership and charge are prescribed in this resolution. This motion was approved by the affirmative votes (5-0) of members present.

The Executive Committee adjourned at 12:50 pm.



Level: University Policy

Originally Issued: April 19, 2013

Revised: May 18, 2018

Policy Owner: Board of Trustees

Policy Implementation: President/Provost-VP for Academic Affairs

## **CONTRACT MANAGEMENT POLICY**

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### **POLICY**

The Athens State University Board of Trustees and the University will follow a disciplined process for entering into and managing all contracts and agreements, including a determination of the categories and types of contracts for which the Board retains authority for review and approval.

### **PURPOSE AND SCOPE**

The purpose of this policy is to delineate the authority of the President in developing and managing a disciplined contract process and to define the categories and agreements, which revert to University authority for review and approval.

RESOLUTION NO. 2-07-15-2022

A RESOLUTION AMENDING THE BOARD OF TRUSTEES'  
EXISTING  
CONTRACT MANAGEMENT POLICY

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**WHEREAS**, the Athens State University Board of Trustees desires to amend its existing *Contract Management Policy*;

**WHEREAS**, the policy provides that the Board and University will follow a disciplined process for entering into contracts, including a determination of the categories and types of contracts for which the Board retains authority and approval; and

**WHEREAS**, this amendment will assist the Board in fulfilling its fiduciary obligations to monitor significant financial commitments by the University, which is especially important given the need to maintain an efficient University budget and avoid utilizing financial reserves.

**THEREFORE BE IT RESOLVED by the Athens State University Board of Trustees as follows:**

1. The Board's existing *Contract Management Policy* shall be amended so that it reads as follows:

**CONTRACT MANAGEMENT POLICY**

**POLICY**

*All contracts that obligate Athens State University to expend Two Hundred Fifty Thousand and 00/100 Dollars (\$250,000) or more (or are reasonably expected, when entered into, to involve such an expenditure over the term of the contract) must be approved in advance by the Athens State University Board of Trustees, or by its Executive Committee, prior to being entered into by the University.*

*This policy shall not apply to: (a) contracts that solely concern (i) the purchase or sale of real property, or (ii) capital improvements (including the construction, alteration, remodeling, and/or changing of capital improvements), as those contracts are governed by the Board's other policies and resolutions (including the Board's Facilities Policy and its Resolution No. 1-07-19-2019); (b) employment contracts; or (c) multi-year contracts that the University may exit at any time without penalty and that involve expenditures of less than \$50,000 per fiscal year.*

*The Athens State University Board of Trustees will continue to follow a disciplined process for entering into and managing all contracts and agreements,*

*including the Board's ongoing review of the categories and types of contracts for which the Board retains authority for review and approval.*

**PURPOSE AND SCOPE**

*The purpose of this policy is to delineate the authority of the President in developing and managing a disciplined contract process and to define the categories and agreements, which revert to Board authority for review and approval.*

2. This policy shall go into effect immediately upon its adoption.

**ADOPTED** by the Athens State University Board of Trustees on this the \_\_\_\_ day of \_\_\_\_\_, 2022.

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Macke Mauldin, Chair *Pro Tempore*  
Athens State University Board of Trustees

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Missy Ming Smith, Vice Chair *Pro Tempore*  
Athens State University Board of Trustees

Attested by:

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Jackie Gooch, Secretary  
Athens State University Board of Trustees

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION CONCERNING AN AUDIT COMMITTEE**

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**WHEREAS**, Section 10 of the *Contract of Employment – Athens State University President* provides for the travel, entertainment, and incidental expenses of the University's President, and also for the periodic review of such expenses by a committee of the Athens State University Board of Trustees; and

**WHEREAS**, this amendment will assist the Board in carrying out its fiduciary obligations relating to that contract, which is especially important given the need to maintain an efficient University budget and avoid utilizing financial reserves.

**THEREFORE BE IT RESOLVED** by the Athens State University Board of Trustees as follows:

1. There shall be an Audit Committee of the Board of Trustees, composed of four members as follows:
  - a. the Chair *pro tempore* of the Board, as an *ex officio* voting member, who shall serve as the chairperson of the Audit Committee;
  - b. the Vice Chair *pro tempore* of the Board, as an *ex officio* voting member;
  - c. the Chairperson of the Board's Finance and Facilities committee, as an *ex officio* voting member (or if he/she is the Chair *pro tempore* or Vice Chair *pro tempore* of the Board, then such other member of the Board of Trustees that is appointed by the Chair *pro tempore*); and
  - d. one member of the Board of Trustees appointed by the Chair *pro tempore*.
2. The Audit Committee is charged with presenting periodic recommendations to this Board concerning budgeting and guidelines relating to the President of the University's expenses in accordance with Section 10 of the *Contract of Employment – Athens State University President*.
3. The chairperson of the Audit Committee will obtain information relating to such expenses from University personnel, review that information, and

report to the committee for its use in formulating recommendations. After such initial review, the chairperson may obtain additional expense information and conduct subsequent reviews every six months.

4. A majority of the members of the Audit Committee shall constitute a quorum for doing business.

5. The Audit Committee shall meet as needed. A meeting of the Audit Committee may be called by the Chair *pro tempore*, the Vice Chair *pro tempore*, or at the direction of the Board of Trustees.

**ADOPTED** by the Athens State University Board of Trustees on this the \_\_\_\_ day of \_\_\_\_\_, 2022.

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Chair Pro Tempore  
Athens State University Board of Trustees

Attested by:

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Secretary  
Athens State University Board of Trustees