



## **Part 2 – Governance**

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### **1-1-201 Board of Trustees (BOT) [See C.R.S. Section 23-40-101 et. Seq].**

The BOT of the University is an entity charged by the Colorado General Assembly as the official and final governing authority of the University. The BOT reserves all rights, powers, and privileges attendant to that authority except as specifically delegated herein. Where the BOT has delegated authority to the President or to other University employees or agents, and regardless of whether that authority has been further sub-delegated, the BOT reserves the right to amend, modify, rescind or adopt any action taken by such employee or agent prior to it becoming a final action of the BOT.

**1-1-201(1) Board of Trustees’ By-Laws.** The BOT shall adopt and maintain by-laws for the orderly conduct of BOT business. The by-laws may be amended or modified from time to time as the BOT sees fit. It is the BOT responsibility, with the assistance of the Office of the President, to assure the by-laws are in compliance with all federal, state, and local laws, rules, regulations and executive orders, including without limitation the Colorado open meetings and open records acts. If at any time a conflict is found to exist between the by-laws and the requirements of law, the law shall control and the offending provision of the by-laws shall be modified or repealed as necessary to comport with the law.

**1-1-201(2) Student and Faculty Trustees.** Pursuant to Colorado Revised Statutes, one trustee shall be an elected member of the student body who is a full-time junior or senior student at the University of Northern Colorado. The term of said elected office shall be one year, beginning July 1. The elected student office shall be advisory, without the right to vote. The elected student member of the board shall have resided in the state of Colorado not less than three years prior to their election. Another trustee shall be an elected member of the faculty at large elected by other members of the faculty at large for a term of one year, beginning July 1, and such office shall be advisory, without the right to vote.

**1-1-201(3) Presidential Search.** The selection of the President of the University is a function and responsibility of the BOT. The BOT will seek the advice of

faculty, staff, students and friends of the University in identifying and evaluating presidential candidates. The BOT will establish guidelines and procedures for a presidential search as needed.

**1-1-201(4) Budget Process.** The BOT shall annually adopt and administer a budget in conformance with the following requirements:

- (a) the proposed budget for each fiscal year shall be summarized by the Administration and compared to the Funding Priority Guidelines set forth in 1-1-201(5) when the proposed budget is presented to the BOT for consideration;
- (b) significant variations from the funding priorities guidelines must be identified and justified by the administration during the budgetary process, and approved by the BOT as a part of the final budget document;
- (c) the administration shall report to the BOT during its fall meeting each year, expenditures by functional category during the past fiscal year. The actual expenditure should be compared to the original budget and the Funding Priorities Guidelines set forth in 1-1-201(5);
- (d) during the budget preparation and its administration during the fiscal year the President is directed to take all reasonable measures to prevent the practice of forward funding and running deficit accounts. At the close of each fiscal year the President will report to the BOT any University accounts that retain a negative balance more than thirty (30) days after the close of the fiscal year.

**1-1-201(5) University Funding Priorities Guidelines.** The fiscal year budget shall conform to the following guidelines. Variations may be approved by the BOT pursuant to 1-1-201(4).

Instruction	55.00%
Research	1.25%
Public Service	0.10%
Academic Support	14.75%
Student Services	7.00%
Institutional Support	10.25%
Operation & Maintenance of Plant	8.25%
Scholarships & Fellowships	3.30%
Transfers	0.10%

### **1-1-202 Administrative Organizational Structure.**

The organizational structure of the University shall be provided for by regulations and procedures maintained by the President. The President is authorized to describe the relationships between and among the principle executive and administrative offices of the University and the distribution of authority from the BOT to these offices. These offices shall have such authority as is expressly provided for by the President as well as such implied authority as is necessary and appropriate to carry out that which is expressly granted. All authority is subject to the right of superintendence and preemption, which is reserved to those offices, which are superior in line of authority and subject to policies, regulations, and procedures governing the exercise of that authority. Duties, responsibility and authority distributed may be delegated to subordinates unless otherwise restricted herein, provided, that the delegator shall be ultimately responsible for the proper exercise of such delegated duties, responsibility and authority.

### **1-1-203 President.**

The President shall be the chief executive and administrative officer of the University. They shall direct and administer all operations and activities of the University subject to the right of superintendence and preemption of the BOT.

**1-1-203(1) President Duties and Responsibilities.** The President shall have the following specific duties and responsibilities, as well as others as may be assigned by the BOT from time to time:

- (a) represent the interest of the University in matters under the purview of the Legislative or Executive branches of the government of the State of Colorado and the United States;
- (b) prepare and present to the BOT annually a financial budget for the operation of the University within the limit of available funds;
- (c) hire, sever and administer the employment relationship of all University employees;
- (d) present a report at each regularly scheduled BOT meeting of all changes in employment status occurring between BOT meetings, such report to include hirings, severances, retirements, faculty promotions and exempt staff compensation changes;
- (e) prepare, maintain and provide to each member of the BOT a compilation of University policies, regulations, and procedures;

- (f) maintain University operations and activities in compliance with applicable federal, state and local governmental unit and agency laws and regulations;
- (g) prepare and maintain an inventory of all physical assets of the University;
- (h) adopt such regulations and procedures in furtherance of BOT policy as are necessary and appropriate to the proper conduct of the operations and activities of the University;
- (i) recommend to the BOT the adoption of such policies as are necessary and appropriate to the proper governance of the University;
- (j) prepare and maintain an inventory of courses, programs, and degrees offered by the University;
- (k) recommend to the BOT the establishment of tuition and fees;
- (l) recommend to the BOT the establishment of programs of study and degrees;
- (m) secure the assets of the University, both tangible and intangible against loss, theft, unauthorized use and infringements;
- (n) represent the interests of the University to the University of Northern Colorado Foundation.

The duties and responsibilities of the President may be provisionally delegated to other University officers, agents or employees as the President deems necessary and appropriate to the proper direction and administration of the University except the authority to hire and sever exempt staff and the responsibility to make recommendations to, or advise the BOT on matters set forth in items 2, 9, 11, and 12 above. Any such delegation shall not relieve the President of ultimate responsibility for the proper exercise of such delegated duties or responsibilities.

#### **1-1-203(2) Procedure for Presidential Evaluation.**

- (a) Purpose:
  - (I) This Procedure sets forth the University of Northern Colorado ("UNC" or the "University") Board of Trustees ("Board") process for review of the President's performance.
  - (II) Consistent with the Board's Bylaws and as outlined in Section 5 below, presidential evaluation results may also inform the Board's review of the President's compensation.

(b) Authority:

- (I) The Board has the authority to do all things lawfully appertaining the University in like manner as municipal corporations in the State of Colorado on behalf of the University. Section 23-40-104(1)(a), C.R.S.
  - (II) The selection of the President, who is the chief executive and administrative officer of the University, is a function and responsibility of the Board. Board Policy Manual 1-1-201(3), 1-1-203.
  - (III) The President is an exempt employee who is appointed by, and serves at the pleasure of, the Board. Assessing the effectiveness of the President is a fundamental, non-delegable responsibility of the Board the purpose of which is to:
    - (A) Ensure institutional goals are pursued and achieved,
    - (B) Foster enhanced employee performance and advance the strategic position of the University,
    - (C) Identify areas of strength and potential for continued growth, and
    - (D) Inform and guide successful leadership of the University.
  - (IV) The Board may (Bylaw(s) No. 8, 11):
    - (A) Designate a Presidential Evaluation Committee comprised of voting Trustees for the purpose of stewarding Presidential Evaluation as outlined in Bylaws and (4) below, and
    - (B) Designate a Presidential Evaluation Committee comprised of voting Trustees to discuss and propose changes to this Procedure, in consultation with the President, with any such changes to be approved by the full Board during a public meeting.
- (c) Guiding Principles: Evaluation(s) will be conducted in an objective manner that facilitates clear and transparent communication, reflects best practices, fosters a trusting relationship between the President and the Board, and supports development of the President and success of the University.
- (d) Process:
- (I) Methods: The Board assesses the President's performance in achieving goals and metrics established by the Board in partnership with the President through two distinct methods: the Annual Evaluation and the Periodic Comprehensive Evaluation.
  - (II) Annual Evaluation:

- (A) The Board will annually (Bylaw No. 11) solicit information for the purpose of reviewing the President's performance.
  - (B) The Annual Evaluation period will run concomitant with the University's fiscal year: July 1 through June 30.
  - (C) The Annual Evaluation is based on the President's written annual Self-Assessment Report ("Report") and on progress toward, and achievement of, annual goals adopted by the Board that align with the University's Strategic Plan.
    - (i) The Report is due 14 calendar days before the Board's final regular meeting of the fiscal year and will be based on information available as of the due date.
    - (ii) The Report will minimally include:
      - 1. Progress on meeting the annual goals, including relevant data,
      - 2. Preliminary data on agreed upon annual metrics, with final data provided to the Board at or before the first regular Board meeting of the fiscal year,
      - 3. An assessment of the University's advancement of key actions outlined in the Strategic Plan, and
      - 4. The President's proposed goals for the next year.
    - (iii) Review of the Report will be conducted as follows:
      - 1. The President will submit their Self-Assessment Report to the Chair.
      - 2. All Trustees will be given an opportunity to review the Report and to provide individual input.
  - (D) The Board will meet with the President at the final regular Board meeting of the fiscal year in Executive Session to review the President's performance, as well as to discuss and provide input about the President's goals for the succeeding year(s).
  - (E) The Board will provide a written summary of feedback to the President to include any associated recommendations.
- (III) Periodic Comprehensive Evaluation:

- (A) The Board will from time-to-time (Bylaw No. 11) conduct a Comprehensive Evaluation, which may be facilitated by an external consultant hired by the Board for that purpose.
  - (B) The Board may conduct a Comprehensive Evaluation at least once every five years (or prior to contract renewal), including more or less frequently as it deems necessary.
  - (C) The Comprehensive Evaluation is based on cumulative progress toward, and achievement of, long-term goals adopted by the Board that align with the University's Strategic Plan, and all prior Annual Evaluations since the prior Comprehensive Evaluation.
  - (D) The Board will solicit and consider feedback from a diverse sampling of constituents including faculty, staff, and students, as well as of external campus partners.
  - (E) Prior to commencing a Comprehensive Evaluation, the Presidential Evaluation Committee will make recommendations to the Board about the specific constituents, identified in consultation with the President, and the methods by which input will be gathered from those constituents.
  - (F) Comprehensive Evaluation feedback will be provided to the President as set forth in (4)(b)(iv-v).
  - (G) In the year in which a Comprehensive Evaluation is conducted, it will replace the Annual Evaluation.
- (IV) Goals and Metrics:
- (A) The Board has authority to approve and set Presidential goals and metrics.
  - (B) The President will propose annual goals and metrics, which the Board will review and offer feedback regarding.
  - (C) Goals and metrics should align with the University's Strategic Plan and any priorities set forth in the President's employment contract.
  - (D) The President will provide updates, periodically and upon request, to the Board on progress toward achievement of the goals in alignment with metrics.

- (e) Compensation: The President's compensation is set by the Board of Trustees through its written contract with the President, the term of which may be up to five (5) years as set forth in Section 24-19-104(1.5)(a)(I), C.R.S. The Board may, in its discretion, offer a compensation increase to the President mid-term of that contract in response to any Annual or Comprehensive Evaluation cycle. Prior to offering a mid-term increase, the Board may review information from sources including national repositories of compensation data reported by peer institutions, the Colorado Department of Higher Education's survey of other Colorado postsecondary institutional executive compensation, and other data points in order to ensure that the University is compensating the President consistent with the Colorado Equal Pay for Equal Work Act.
- (f) Confidentiality: Colorado law governs the treatment of personnel records. Evaluations will be received and maintained in a manner consistent with Section 24-72-202(4.5), C.R.S. to maximally maintain confidentiality of the employee. Likewise, the Board will meet with the President in an Executive Session to discuss the result of both Annual and Comprehensive Evaluations as permitted by Section 24-6-402(3)(b)(i), (d), C.R.S.

### **1-1-204 University Counsel.**

The University Counsel shall act as attorney and general counsel to the University and shall report directly to the BOT. The University Counsel shall be responsible for the administration and management of litigation, requests for advice and counsel, and the preventive liability programs of the University. While the University Counsel's ultimate responsibility and ethical obligations are to the BOT, the position will be available to advise and counsel the President and other administrators and staff as necessary to assist in the effective management of the University. Specific duties and responsibilities of the position shall include, without limitation, the following:

- (1) serve as a member of the President's Cabinet and an ex officio member of University committees as appropriate, including committees of the Faculty Senate;
- (2) provide administrative assistance to the President and the BOT;
- (3) advise and counsel with regard to University policies, regulations and procedures;
- (4) advise and counsel with regard to the administration of instruments of a



contractual nature;

- (5) provide formal and informal training for faculty, staff and students regarding legal issues affecting the University and higher education in general;
- (6) manage all administrative and court proceedings involving the University;
- (7) perform such other duties as directed by the BOT and/or requested by the president.

#### **1-1-205 Internal Auditor.**

The Internal Auditor shall be the principal coordinator of the University's auditing activities. They shall be responsible for monitoring internal control systems, accounting systems, related computer systems, and compliance with University salary models. The position shall report to the BOT, but shall function under the supervision and control of the President.

#### **1-1-206 Faculty.**

The faculty of the University are authorized to participate in the development and recommendation of educational policy and the governance of the University consistent with all federal, state, and local law and in a manner consistent with the specific authority granted by BOT policy, by regulations and procedures promulgated by the President, and by a faculty constitution authorized by this policy.

Any provision of BOT policy, University regulations and procedures or the faculty constitution notwithstanding, the BOT of the University retains final decision-making authority in all matters affecting governance of the University.

**1-1-206(1) Faculty Constitution and By-Laws.** The faculty of the University may adopt and maintain a constitution prescribing a structure for faculty governance and representation. The constitution must be approved by the BOT and may be amended from time to time subject to prior BOT approval. The constitution shall define and recognize faculty-voting rights and shall call for the election of a Faculty Senate. The Faculty Senate shall be the sole representative body of the faculty.

The Faculty Senate (Senate) shall adopt and maintain by-laws for the orderly conduct of faculty business. The Senate may appoint appropriate advisory councils/boards in order to assist the Senate in its duties. BOT policies and University regulations and procedures of an academic nature or those affecting

faculty, should be developed and approved with the collegial participation, advice and comment of the faculty through the Senate.

In addition to the duties and powers stated above, the Senate, as the delegate assembly of the voting faculty of the University, shall have the authority to:

- (a) act for the voting faculty on all matters within the scope of this policy and the faculty constitution as approved by the BOT;
- (b) receive and consider reports and recommendations from members of the University community as it sees fit;
- (c) initiate or review policies pertaining to the general welfare of the University, its faculty or students;
- (d) transmit resolution regarding any manner concerning the University to the President and/or the BOT, and to the faculty for their consideration and/or further action.

### **1-1-207 University Committees.**

The President, through the ordinary governance process, is authorized to develop and define the role and authority of University-wide committees through the promulgation of regulations and procedures for the benefit and good governance of the University. Such Committees will be advisory in nature. Membership on committees shall be by appointment of the President, and service on such committees by employees shall be considered to be an appropriate adjunct to regularly assigned duties.

## **Policy History**

### **1-1-201 BOARD OF TRUSTEES (BOT).**

Section 1-1-201 Board of Trustees amended (May 2020)

Subsection 1-1-201(2) Student and Faculty Trustees amended (May 2020)

Subsection 1-1-201(3) Presidential Search amended (May 2020)

Subsection 1-1-201(4) Budget Process amended (May 2020)

Subsection 1-1-201(5) University Funding Priorities amended (May 2020)

### **1-1-203 PRESIDENT.**

**Section 1-1-203 amended (December 2023)**

### **1-1-204 UNIVERSITY COUNSEL.**

**Section 1-1-204 amended (December 2023)**