



BOARD OF TRUSTEES

Illinois State University

Information Item Number 2026.10/01

First Reading Amendment of Board of Trustees Governing Document Bylaws Regarding Emergency Powers

Whereas, the Board of Trustees ("Board") of Illinois State University ("University") is responsible for adopting and amending the Board Governing Document, which include the Governing Statutes, Bylaws, and Policies (individually and collectively the "Governing Document"), and

Whereas, the Governing Document provides that the President shall report any proposals to amend the Governing Document to the Board Chair with recommendations for action, and

Whereas, the Governing Document further provides that the proposal be submitted to the Board for first reading by the President, and

Whereas, the University proposed amendment to the Governing Document would adopt revisions to (i) Section A – Delegation of Authority to President and (ii) Section A - Reservation of Powers to allow the University to take immediate action in approving a capital project or purchase contract in excess of the approved board limit, in the event of an emergency. Proposed changes are reflected on Attachment A, and

Whereas, the proposed amendment would modify the Governing Document to allow the President, in certain emergent situations to approve a capital project or purchase contract in excess of the approved board limit without prior Board approval, and

Whereas, the purpose of presenting the proposed amendment for first reading is to provide the Board and the University community sufficient opportunity for review and discussion prior to any action by the Board, and

Whereas, the University shall distribute copies of the proposed amendment to appropriate faculty, staff and student groups. Up to 10 days prior to the scheduled Board meeting, staff, faculty, and students may submit views and comments in writing to the President for distribution to the Board together with the President's recommendation for action, and

Whereas, no action to adopt or implement the proposed amendment is being requested or taken at this meeting.

Therefore, the Board is hereby informed of the proposed amendment to the Governing Document regarding the President's authority, in certain emergent situations, to approve capital projects and purchase contracts exceeding the approved board limit, with consideration of the amendment to occur at the next regularly scheduled Board meeting.

**Board of Trustees
Illinois State University
First Reading Amendment of Board of Trustees Governing Document Bylaws Regarding Emergency Powers**

Illinois State University submits a proposed amendment to (i) Section A – Delegation of Authority and (ii) Section A – Reservation of Powers of the Illinois State University Board of Trustees Governing Document (which includes Governing Statutes, Bylaws and Policies). Section A – Delegation of Authority includes the powers and responsibilities that the Board delegates to the President and Section A – Reservation of Powers includes the powers and responsibilities in which the Board retains decision making authority. The proposed changes are designed to address the need for the University to take immediate action in approving a capital project or purchasing contract in excess of the approved board limit in the event of an emergency. A copy of the proposed changes reflecting the updates to the Governing Document is attached as Attachment A.

The proposal to amend (i) Section A – Delegation of Authority and (ii) Section A – Reservation of Powers of the Governing Document includes the following proposed edits:

1. Amend Section A – Delegation of Authority, to allow the President to approve a capital project or purchasing contract in excess of the approved board limit per capital project or purchasing contract in the event of an emergency if, in the opinion of the President: (i) immediate action is required; (ii) a reasonable effort has been made by the President to obtain the concurrence of the Board Chair (or in the Board Chair's absence, the Board Secretary); and (iii) there is insufficient time to obtain approval by the Board before action must be taken. The President shall present an informational report on the capital project or purchasing contract at the next regular meeting of the Board.
2. Amend Section A – Reservation of Powers (No. 7) to include an exception that authorizes the President to approve capital projects or purchasing contracts in excess of the approved board limit per capital project or purchasing contract in the event of an emergency if, in the opinion of the President: (i) immediate action is required; (ii) a reasonable effort has been made by the President to obtain the concurrence of the Board Chair (or in the Board Chair's absence, the Board Secretary); and (iii) there is insufficient time to obtain approval by the Board before action must be taken. The President shall present an informational report on the capital project or purchasing contract at the next regular meeting of the Board.

Clean Copy

Delegation of Authority to President

The President of Illinois State University shall be the Chief Executive Officer of the University and is responsible to the Board for the operations of the University. The President is granted the necessary authority to carry out those responsibilities except for powers that are legislative or judicial in nature, which cannot be delegated pursuant to applicable law. The Board delegates to the President all authority:

1. Related to personnel of the University including the authority to hire and terminate individual employees of the University as provided for by Board policy.
2. To make final determinations with regard to promotions, tenure and sabbaticals for faculty and staff.
3. To execute all contracts, agreements, grants, warrants and other binding legal instruments presented in the name of the Board of Trustees which are necessary and appropriate to the normal operation of the institution and within the budgeted expenditures as approved by the Board of Trustees.
4. To approve capital projects and purchasing contracts up to and including the approved board limit per project or contract.
5. To grant an exception to the requirements for Board approval and to approve a capital project or purchasing contract in excess of the approved board limit per capital project or purchasing contract in the event of an emergency if, in the opinion of the President: (i) immediate action is required; (ii) a reasonable effort has been made by the President to obtain the concurrence of the Board Chair (or in the Board Chair's absence, the Board Secretary); and (iii) there is insufficient time to obtain approval by the Board before action must be taken.
6. To enter into lease agreements of up to seven (7) years and up to \$100,000 per year per agreement.
7. To license products and inventions of the University in accordance with University policies.
8. To speak for the University before all federal, state and local government officers, boards and agencies.

In the event the President is required to take action under Paragraph 5 of this Section, the President shall present an information report on the capital project or purchasing contract at the next regular meeting of the Board.

Reservation of Powers

The Board of Trustees is charged by law with full responsibility for governing Illinois State University. Although the Board properly and necessarily has delegated authority to the President, it cannot divest itself of its ultimate legal responsibility. Accordingly, the Board expressly reserves to itself the power to act on its own initiative in all matters affecting Illinois State University. It further reserves unto itself the final decision-making authority to:

1. Appoint and evaluate the President.
2. Set tuition, other registration and non-registration fees, and room and board rates.

3. Approve honorary degrees.
4. Approve the annual operating budget and any changes greater than 10% of any one line item.
5. Approve the annual appropriations request.
6. Approve capital projects and purchasing contracts in excess of the approved board limit per project or contract. In the event of an emergency, the President shall be authorized to approve capital projects or purchasing contracts in excess of the approved board limit per capital project or purchasing contract if, in the opinion of the President: (i) immediate action is required; (ii) a reasonable effort has been made by the President to obtain the concurrence of the Board Chair (or in the Board Chair's absence, the Board Secretary); and (iii) there is insufficient time to obtain approval by the Board before action must be taken. The President shall present an informational report on the capital project or purchasing contract at the next regular meeting of the Board.
7. Establish any new unit of instruction requiring approval by the Illinois Board of Higher Education.
8. Purchase and transfer land.
9. Approve the University Constitution.
10. Alter such delegations of authority as it deems appropriate.

Markup

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4. To approve capital projects and purchasing contracts up to and including **the approved board limit** per project or contract.
5. **To grant an exception to the requirements for Board approval to approve a capital project or purchasing contract in excess of the approved board limit per capital project or purchasing contract in the event of an emergency if, in the opinion of the President: (i) immediate action is required; (ii) a reasonable effort has been made by the President to obtain the concurrence of the Board Chair (or in the Board Chair's absence, the Board Secretary); and (iii) there is insufficient time to obtain approval by the Board before action must be taken.**
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