

AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS

June 14, 2010¹

POWERS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

The powers and functions of the Executive Committee are defined in the AAUP Constitution as well as in the resolutions adopted by the Council as follows:

1. Article IV, Section 6 of the Constitution:

There shall be an Executive Committee of the Council, which, between meetings of the Council, may exercise such powers as the Council has delegated to it and, under unforeseen exigencies, exercise other powers subject to prior authorization of the Council. The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Secretary-Treasurer, immediate past President, chair of the AAUP-CBC, chair of the Assembly of State Conferences, and four Council members elected by the Council for renewable one-year terms from among the twenty-eight directly-elected members. Election of these four members to the Executive Committee shall be held by secret ballot after the conclusion of the Annual Meeting and of any Council meeting held in connection with the Annual Meeting. The elections will be conducted in a manner determined by the Council. The Executive Committee shall meet at least two times a year, with additional meetings to be called as necessary by the President or by a majority of the Executive Committee.

2. Council Action, April 1973 which in part provides:

. . . the Executive Committee be constituted of the president, first and second vice-presidents, four elected members of the Council, the president of the Assembly of State Conferences, and the secretary-treasurer, with the general secretary to be present at all meetings.

That the Executive Committee should meet at least quarterly and as frequently as may be required beyond that.

3. Functions of the Executive Committee -- adopted by the Council June 1981, and amended by the Council November 1983, November 1996, June 1997, June 2001, and June 2010:

A. Relationship of the Executive Committee to Council

¹ The current language of Article IV, Section 6 of the AAUP Constitution was added to this document on June 3, 2014.

1. Council has full and final responsibility for the affairs of the Association, especially its finances, goals, and policies.
2. Council delegates to its Executive Committee the responsibility for routine matters as set forth below.
3. Council has the right and responsibility to preview all non-routine actions of the Executive Committee that have a significant impact on the Association's finances, goals, and responsibilities.
4. Except as specified in the following, all actions taken by the Executive Committee are subject to disclosure to Council.
5. At the request of an employee in respect to personnel actions, the Council may authorize the Executive Committee to hold in confidence the non-financial aspects of a personnel decision, such authorization to be obtained prior to the commitment of confidentiality to the employee.
6. All members of the Council have an unconditional duty to honor the confidentiality of (a) information conveyed to Council in confidence by the Executive Committee until such a time as Council, meeting as a body, chooses to lift that confidentiality, (b) all personnel matters, and (c) all discussions in executive session.

B. Staffing of the Executive Committee

The General Secretary shall staff the Executive Committee and is to be present at all business meetings of the Executive Committee and, at the pleasure of the Executive Committee, at executive sessions. The General Counsel attends the Executive Committee meetings as a legal advisor.

C. Relationship of the Executive Committee to Council

The Executive Committee shall:

1. Together with the president of the Association, provide general supervision of the conduct of the Association's affairs between meetings of the Council and report to each meeting of the Council. In the performance of these responsibilities, the Executive Committee may approve unforeseen expenditures on behalf of the Association so long as it does not obligate the Association to overspend the total operating budget approved by Council by more than 1.5 percent. Expenditures in excess of this amount require the prior approval of Council. The Executive Committee will notify Council when any specific budget line is overspent by 25 percent or \$5,000, whichever is greater.

2. Advise and assist the president in preparation of agenda for meetings of the Executive Committee, the Council, and the Association.
3. Inform Council, in advance, of all regular and special meetings of the Executive Committee; invite members of Council to submit topics for discussion or action at meetings of the Executive Committee; distribute to Council, in advance the agenda of all meetings of the Executive Committee; and distribute to Council detailed minutes of the meetings of the Executive Committee.
4. Prepare the budget of the Association, including options considered and rejected, the rationale for choices made, and how those choices advance the approved missions of the organization, and recommend adoption of the budget in the Council. Substantial amendments to the budget as recommended by the Executive Committee shall be referred to the secretary-treasurer for review and comment on the costs and implications. Substantial amendments are those which would (a) obligate the Association to alter the proposed operating budget by more than 1.5 percent, or (b) alter any specific budget line by 25 percent or \$5,000, whichever is greater. Such recommendations shall be made in writing at the time of presentation to the Council. The final vote on such amendments -- informed by the secretary-treasurer's assessment -- will be taken on a second reading in the Council session one day or more subsequent to their introduction, or by a mail ballot if the one-day period is not possible during the meeting.
5. Review the reports and recommendations of the Committee on the Audit and make appropriate recommendations to the Council.
6. Approve the appointment by the secretary-treasurer of assistant secretary-treasurers, review reports of the secretary-treasurer and make recommendations or express an opinion to the Council.
7. Serve as a Personnel Committee for Council, providing advice and counsel to the General Secretary in all personnel matters. This shall include the Executive Committee's authority to negotiate collective bargaining contracts with the AAUP staff union. The Executive Committee and any negotiating team will consult as appropriate with Council during this process and will submit any agreement to Council for ratification.
8. Appoint and determine the salaries of the professional officers of the Association's staff, except that Council reserves to itself the appointment and reappointment of the General Secretary, the General Counsel, and the Editor of the Association's journal.

In establishing appropriate staff compensation arrangements, the Executive Committee shall:

- a. recuse/exclude from debate and voting those Executive Committee members who receive directly or indirectly a substantial portion of their income from the Association;
- b. rely on appropriate comparative data, including comparable arrangements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; and document the bases upon which it relies for its compensation determinations.

9. Review the salaries recommended by the General Secretary for administrative staff.

10. Review and evaluate the work of the General Secretary, submit a report on the General Secretary's performance to Council and, within the budget approved by Council for professional salaries, set the salary of the General Secretary.

11. Exercise other functions in respect to the staff as specified in (a) the regulations approved by Council that govern the employment of professional officers, and in (b) the regulations approved by the Executive Committee that govern the employment of administrative staff.

12. Submit recommendations or otherwise express an opinion on proposals set before Council about which the Executive Committee has special knowledge or background.

13. Regularly review agendas of the various Committees of the Association and from time to time recommend or refer issues or questions to the Committees for consideration.