

## MEMORANDUM

TO: Board of Trustees' Compliance, Audit, Risk Management, and Legal Committee  
Ward Russell, Chair  
Mona Edwards  
Brad Hayes  
William A. (Dean) Priddy, Jr.  
Susan M. Safran

FROM: The Office of General Counsel  
Jerry Blakemore, General Counsel

CC: Charles Maimone, Vice Chancellor for Business and Finance  
Julia Jackson-Newsom, Associate Vice Chancellor for Strategy and Policy  
Donald Skeen, Director of Internal Audit

DATE: November 17, 2017

RE: Bylaws Revision and Updated Review of Delegations of Authority

### **I. Introduction**

The Bylaws of the UNCG Board of Trustees (BOT) have not had a comprehensive review since 2003. There have been significant legislative changes since that time and as a matter of best practice, periodic review of a board's bylaws and related governance documents is advised. To this end, the CARL Committee of the BOT established as a priority the review of the Bylaws and Delegation of Authority. The Office of General Counsel (OGC) in conjunction with the Chancellor's Office has conducted a review of the aforementioned governance documents and provides the following recommendations for the Committee's consideration.

### **II. Goals**

The revisions have been made with the following goals in mind:

- A. Assure that there are no conflicts between the enabling and related statutes
- B. Update and clarify selected provisions of the BOT governance documents
- C. Bring the Bylaws into conformity with the current BOT committee structure
- D. Eliminate sections that are either no longer relevant or which are more appropriately housed in other documents
- E. Update section on the Delegation of Authority.

Attached, please find two documents – the revised bylaws and a separate document containing the delegations of authority. Both documents have been reviewed to confirm that no conflict exists with the Current Code of the Board of Governors of the University of North Carolina and that the delegations are permissible.

# The Bylaws of the Board of Trustees of The University of North Carolina at Greensboro

- (September 1972)
- (Revised September 1987)
- (Amended April 1992)
- (Revised September 2, 1999)
- (Revised February 6, 2003)
- (Revised August 4, 2003)
- [\(Revised December \\_\\_, 2017\)](#)

## Powers and Duties.

### *A. General Powers and Duties.*

The Board of Trustees shall promote the sound development of The University of North Carolina at Greensboro within the functions prescribed for it, helping it to serve the people of the State in a way that will complement the activities of the other institutions and aiding it to perform at a high level of excellence in every area of endeavor. The Board of Trustees shall serve as adviser to the Board of Governors on matters pertaining to The University of North Carolina at Greensboro and shall also serve as advisor to the Chancellor concerning the management and development of the institution. The Chancellor shall be the official medium of communication between the Board of Trustees and all individuals, officials, agencies and organizations, both within and without the institution.

### *B. Other Powers and Duties.*

The Board of Trustees shall have such other powers and duties, not inconsistent with provisions of The Code of The University of North Carolina or with applicable provisions of State law, as are specified in said Code or as shall be defined and delegated by the Board of Governors, and may delegate to its Committees or the Chancellor as The Board determines is necessary and prudent for the proper and expeditious functioning of the University. The Board shall provide advice and strategic direction and oversight to the University of North Carolina at Greensboro.

### *C. Chancellor Selection*

In the event of a vacancy in the Chancellorship, the Chair shall select, with the approval of the Board of Trustees, a search committee composed of representatives of the Board of Trustees, the faculty, the student body, the alumni, and and such other representatives of campus constituencies as may be appropriate.

- I. **Committee Budget and Staff.** Upon the establishment of the search committee, the Chair of the Board and the President shall jointly establish a budget and identify staff for the committee.
- II. **Preliminary report.** The search committee shall make a preliminary report to the President, through its chair, when the committee is preparing a schedule of interviews of those persons it considers to be the final list from whom it anticipates the Trustees' nominees will be chosen, and the President will be given an opportunity to interview each of these candidates.
- III. **Names for Consideration.** The Board of Trustees, following receipt of the report of the search committee, shall recommend an unranked slate of three (3) candidates for consideration by the President in designating a nominee for the Chancellorship, for approval by the Board of Governors.

**D. Endowments, Trust Funds, and Associated Entities.** Consistent with state law, the Board of Trustees has the authority to establish and create The Board of Trustees of the Endowment Fund The University of North Carolina at Greensboro, to assist in its responsibilities to preserve, maintain, and manage all properties, both real and personal, funds and other things of value which, either separately or in combination, constitute all or any part of the

authorized endowment or trust funds, or either currently in existence or to be established in the future, for the benefit of the University.

## **Membership.**

### ***A. Election and Vacancy.***

The University of North Carolina at Greensboro shall have a Board of Trustees composed of thirteen persons chosen as follows: (i) eight elected by the Board of Governors, (ii) two appointed upon the recommendation of the President Pro Tempore of the Senate and (iv) two appointed upon the recommendation of the Speaker of the House of Representatives, and (iii) the president of the student government, ex officio.

- I. **Election.** In every odd-numbered year, the Board of Governors shall elect four persons to the Board of Trustees and the General Assembly shall appoint one person upon the recommendation of the President Pro Tempore of the Senate and one person upon the recommendation of the Speaker of the House of Representatives to the Board of Trustees; and the term of office of all such elected or appointed trustees (excluding the ex officio trustee) shall be four years or until successors are elected or appointed commencing on July 1 of such odd-numbered year.
- II. **Vacancy.** Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the General Assembly, it shall be the duty of the Assistant Secretary of the Board of Trustees to inform the General Assembly of the existence of such vacancy, and the vacancy shall be filled as provided in N.C. Gen. Stat. § 120-122, and whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the Assistant Secretary of the Board of Trustees to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the expired term. Whenever a member shall fail, for any reason other than ill health or service in the interest of the State or nation, to be present for three successive regular meetings of a Board of Trustees, his place as a member shall be deemed vacant.
- III. **Term Limit.** Any person who has served two full four-year terms in succession as a member of the Board of Trustees shall, for a period of one year, be ineligible for election or appointment to the same board but may be elected or appointed to the board of another institution.
- IV. **Eligibility for Appointment.** No member of the General Assembly or officer or employee of the State, The University of North Carolina, or of any constituent institution shall be eligible for election or appointment to the Board of Trustees. No spouse of a member of the General Assembly, or of any officer or employee of the University of North Carolina at Greensboro may be a member of the Board of Trustees. Any trustee who is elected or appointed to the General Assembly or who becomes an officer or employee of the State or of any constituent institution or whose spouse is elected or appointed to the General Assembly or whose spouse becomes an officer or employee of the University of North Carolina at Greensboro shall be deemed thereupon to resign from his membership on the Board of Trustees.
- V. **Dual Membership Prohibited.** No person may serve simultaneously as a member of the Board of Trustees and as a member of the Board of Governors. Any trustee who is elected or appointed to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that his term commences as a member of the Board of Governors.

### ***B. Officers. Chair, Vice Chair, and Secretary.***

At the first meeting after June 30 of each year, the Board of Trustees shall elect from its membership a Chair, a Vice Chair, and a Secretary.

### ***C. Assistant Secretary.***

The Board of Trustees may also elect an Assistant Secretary from among the members of the Chancellor's staff. Copies of all minutes, papers, and documents of a Board of Trustees may be certified by its Assistant Secretary with the same force and effect as though such certification were made by the Secretary of such board. The Assistant Secretary of the Board of Trustees shall keep the Board of Governors, through the Secretary of The University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees, including notice of any changes in the membership of the Board or in its committee structure or bylaws and notices of meetings. The Assistant Secretary shall have such administrative authority as necessary to carry out the function of the Office of the Assistant Secretary.

## Meetings

The Board of Trustees shall hold not fewer than three regular meetings a year and may hold such additional meetings as may be deemed desirable.

### ***A. Regular Meetings.***

A calendar of regular meeting dates for the Board of Trustees will be established and publicized in accordance with state law. A notice specifying the time and place of each regular meeting of the Board shall be posted by the Assistant Secretary on the Board of Trustees' website. If the date of a regular meeting is changed, the Assistant Secretary shall change the posting and notify each member of the Board at least ten (10) calendar days in advance of the meeting date. Whenever the chair deems the business of the board not to require a regular meeting, the chair may cancel such meeting on forty-eight hours' written notice.

### ***B. Special Meetings.***

A special meeting of the Board of Trustees or of a standing committee with delegated authority may be called at the discretion of the Board Chair, Committee Chair, or by the Chancellor. A special meeting of the Board of Trustees may also be requested upon the written request of not fewer than six members of the Board, directed to the attention of the Assistant Secretary who shall notice a special meeting upon receipt by the Assistant Secretary of the sixth written request for such special meeting. A notice specifying the time and place of a special meeting of the Board of Trustees shall be provided in accordance with state law. Any matter of business relating to The University of North Carolina at Greensboro may be considered at a special meeting of the Board. A special meeting may be conducted by electronic means provided that the arrangements for such meeting comply with the applicable State laws concerning the conduct of electronic meetings of public bodies.

### ***C. Emergency Meetings.***

When deemed necessary by the Board Chair or by the Chancellor, the Board Chair may conduct an emergency meeting of the Board with immediate notice. Only business connected with the emergency may be considered at the meeting. An "emergency meeting" is necessitated by unexpected circumstances that require immediate consideration by the Board of Trustees. An emergency meeting may be conducted by electronic means provided that the arrangements for such meeting comply with the applicable State laws concerning the conduct of electronic meetings of public bodies.

### ***D. Meeting Agenda.***

- I. A copy of the agenda for each regular meeting of the Board of Trustees and, insofar as is practicable, copies of all reports and other materials to be presented to the regular meeting as a part of the agenda, shall be provided by the Assistant Secretary to each member of the Board approximately five (5) days in advance of the regular meeting. If practicable, a copy of the agenda for each special meeting of the Board of Trustees shall be provided to each member of the Board in advance of the special meeting; however, if such advance mailing is not practicable, the agenda for a special or an emergency meeting may be presented to the members of the Board as the first order of business at the meeting.
- II. The agenda for a regular or special meeting of the Board of Trustees shall be prepared by the Chancellor with the approval of the Chair of the Board of Trustees.
- III. The provisions of this Section shall not be construed to prohibit any member of the Board of Trustees from requesting consideration by the Chair, at any regular or special meeting, of any item not on the agenda of a regular or special meeting of the Board.

### ***E. Conduct of Business.***

- I. **Quorum.** A quorum for the conduct of business by the Board of Trustees shall consist of a majority of the voting membership of the Board then in office. Any voting member who is present at a meeting of the Board or of a committee or who attends a special or emergency meeting of the Board or of any meeting of a committee by telephone, video conference, or other electronic means that allows for two-way voice interaction will be counted as present for purposes of determining a quorum.
- II. **Presiding Officer.** The Chair shall preside at all regular and special meetings of the Board of Trustees. In the absence of the Chair, the Vice Chair shall preside. In the absence of the Vice Chair, a presiding officer shall be elected by and from the membership of the Board of Trustees.

- III. **Power to Vote.** All members of the Board of Trustees may vote on all matters coming before the Board for consideration, but no member may vote by proxy. Any voting member of the Board or of a Board committee who attends a special or emergency meeting of the Board or of any meeting of a committee by telephone, video conference, or other electronic means that allows for two-way voice interaction may cast the member's vote by that electronic means.
- IV. **Rules of Order.** Except as modified by specific rules and regulations enacted by the Board of Trustees, *Robert's Rules of Order* (latest edition) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board of Trustees and its committees.
- V. Between regular meetings of the Board, routine matters of business within the authority of any committee of the Board may be dealt with by written ballot and without a meeting if such is deemed appropriate by the Chair of the committee. Any action taken by this method must be reported to the Board at its next regular meeting and the written ballots made available for public inspection.

#### ***F. Minutes.***

- I. The Assistant Secretary shall keep minutes of all meetings of the Board of Trustees; shall file and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; shall be custodian of all records of the Board; and shall attest the execution by the Chair of all legal documents and instruments of The University of North Carolina at Greensboro.
- II. The minutes of a regular or special meeting of the Board of Trustees shall be included in the agenda for the succeeding meeting. The minutes of a meeting of the Executive Committee shall be mailed for information purposes to each member of the Board and shall be included in the agenda for the succeeding meeting of the Executive Committee.

#### ***G. Closed Session.***

All meetings of the Board of Trustees shall be open to the public unless, consistent with the requirements of state law, a meeting is closed to the public by majority vote of a quorum of the Board membership.

#### ***H. Amendments and Suspensions of Code Provisions.***

Any provision of this Code (except those required or governed by the Code of the Board of Governors of The University of North Carolina or by statutory or constitutional provisions) may be amended or suspended at any regular or special meeting of the Board of Trustees, for that meeting, by affirmative vote of two-thirds of the authorized membership of the Board.

### **Committees.**

The Board of Trustees may delegate to its committees such powers as may lawfully and appropriately be delegated. Each committee shall present to the Board for its approval charge or charter, namely a description of committee responsibilities. Such descriptions shall be reviewed and updated as the Board or committee deems appropriate. The delegated authority, responsibilities and assignments of each committee are contained in these charges or charters.

#### ***A. Executive Committee.***

The Executive Committee of the Board of Trustees shall be composed of the officers and the the Immediate Past Chair and a fifth member, to be elected by the Board. In the event that the Immediate Past Chair is not eligible to serve, the Board shall elect an additional member to the Executive Committee, in order to ensure that the Committee consists of five members, with the Chair of the Board of Trustees serving as Chair of the Executive Committee. The Executive Committee shall act for the full Board in interim periods only on routine matters of interest to the Board, including approval of appropriate academic and administrative appointments. The Executive Committee shall also review and address dual memberships and conflicts of interest of Board members, in accordance with applicable State law and any applicable Board of Governors' policy.

#### ***B. Standing Committees.***

The Board of Trustees shall have the following standing committees:

- I. **Academic Affairs Committee.** The AAC shall assist the Board in fulfilling its oversight responsibilities related to the educational, research and public service roles of the University; the development oversight of the University's strategic plan, the development of policies regarding admissions, student financial aid and personnel issues related to faculty appointments, promotions, and compensation. The AAC shall also assist the Board by recommending to the Board for approval the award of honorary degrees and special honors.
- II. **Athletics Committee.** The AC shall assist the Board in fulfilling its oversight obligations regarding the University's program of intercollegiate athletics, including assuring support for and compliance with NCAA and Southern Conference, and any other relevant Athletic governing bodies. Such oversight responsibilities shall include but not be limited to, upon recommendation of the Chancellor, approval of the Head Coaches' and Athletic Director's contracts.
- III. **Business Affairs Committee.** The BAC shall assist the Board in fulfilling its oversight obligations regarding fiscal matters, human resources; physical plant, auxiliary services, and child care centers; property and buildings; campus security; and traffic and parking.
- IV. **Compliance, Audit, Risk Management and Legal Committee.** The CARL Committee shall assist the Board in fulfilling its oversight responsibilities related to audit, risk management, compliance, legal and ethical functions of the University. CARL shall assist the Board in fulfilling its oversight responsibilities related to: (1) the integrity of the University's financial reporting; (2) the adequacy and effectiveness of the systems of internal control; (3) the independence and performance of the external and internal audit functions; (4) the evaluation and monitoring of a campus-wide institutional risk management process; compliance with relevant laws, regulations and ethical standards, including NCAA and research and related compliance; and (5) reports related to threatened or pending litigation, employment litigation, substantial administrative agency complaints, substantial government investigations, and other relevant legal matters.
- V. **Grievance Committee.** The Grievance Committee shall assist the Board in considering appeals from the Chancellor's decision on discharge or imposition of serious sanctions against a faculty member, and will consider appeals as required by statute or Board of Governors' policy. For purpose of review, the GC will to determine (1) that the decision making process was not materially flawed, so as to raise questions about the appealing party's contentions were fairly and reliably considered, (2) that the result reached was not clearly erroneous, and (3) that the decision was not contrary to controlling law or policy; unless as otherwise proscribed by statute or Board of Governors' policy.
- VI. **Nominating Committee.** The Nominating Committee shall be responsible for presenting a slate of nominees to the Board at its last meeting before the first meeting after June 30 of each year. The slate of nominees shall contain at least one nominee for each of the officers of Chair, Vice Chair, and Secretary.
- VII. **University Advancement Committee.** The University Advancement Committee shall assist the Board by recommending to the Board for approval the naming of all facilities and programs, owned, operated or controlled by the University, and promotion of the sound development of the institution.

### ***C. Special Committees.***

The Board of Trustees may establish special committees as it deems necessary. Special committees may be established (and their duties prescribed) by vote of a majority of the authorized membership of the Board of Trustees at any regular or special meeting of the Board. The titles, membership, and procedures of special committees shall be determined either by majority vote of the Board of Trustees or, at the direction of the Board, by the Chair of the Board of Trustees. Special committees created by the Board shall cease to exist when their functions have been discharged; however, every special committee shall cease to exist one year after the date of its creation, unless continued by affirmative action of the Board of Trustees.

## **Contact**

Comments or questions? Email the UNCG policy administrator.

BOARD OF TRUSTEES  
THE UNIVERSITY OF NORTH CAROLINA AT GREENSBORO

*Resolution on the Adoption of Revised Bylaws*

WHEREAS, the Compliance, Audit, Risk Management and Legal (CARL) Committee of the Board of Trustees deemed it necessary and prudent for the proper and expeditious functioning of the Board of Trustees to establish as a priority the review of the Bylaws and Delegation of Authority at its September 2017 meeting; and

WHEREAS, the goal of such review was to assure that there were no conflicts between the enabling and related statutes; to update and clarify the Bylaws; to ensure said Bylaws conform with the current committee structure of the Board of Trustees and provide specificity with regard to roles and responsibilities; to eliminate irrelevant or redundant sections; and to assure that all delegations of authority are updated and appropriate; and

WHEREAS, the Chancellor and the senior academic and administrative officers carefully considered the Bylaws, and determined that the proposed bylaw revisions are consistent with best governance practices and will aid in the proper and expeditious function of the University; and

WHEREAS, said Bylaws were reviewed and discussed at the meeting of the CARL Committee and the Committee determined that they were revised in accordance with these goals and practices.

WHEREAS, the CARL Committee at its meeting of December 6, 2017 unanimously recommended the adoption of these Bylaws by the Board.

THEREFORE, BE IT RESOLVED, that the Board of Trustees adopts these revised Bylaws.

The undersigned hereby certifies that she is the duly elected and qualified Secretary of the Board of Trustees of the University of North Carolina at Greensboro, and that the foregoing is a true record of a resolution duly adopted at the December 6, 2017 meeting of the Board of Trustees and that said meeting was held in accordance with the law of the State of North Carolina and the Bylaws of the above-named Board of Trustees and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary this \_\_\_\_\_ day of December 2017.

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Secretary