

## 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.

## **Delegations of Authority**

**A. Delegations to Standing Committees.** The Board of Trustees has determined that it is necessary and prudent for the proper and expeditious functioning of the University to delegate the following duties and powers as delegated by state law or the Board of Governors. Unless explicitly reserved herein, the Board delegates the authority to the Chancellor to make operational and management decisions to ensure the proper and expeditious function of the University, except as otherwise required by Board of Governors Policy or law. Upon adoption by the Board, these delegations replace and supersede all current delegations.

### **I. Executive Committee Duties and Responsibilities.**

#### **A. *Act for the full Board of Trustees between Meetings***

1. In so acting, the Executive Committee (EC) shall report on its actions at the next Board meeting.
2. The EC's acts shall not conflict with action taken by the full Board.
3. Regardless of any public notice requirement, the Chair of the Board of Trustees shall provide the Board written notice of any proposed actions by the EC that, if adopted, will constitute a final determination no less than three (3) business days prior to the meeting date with a description of any and all items being considered for final determination. If circumstances dictate that notice cannot be provided within 3 business days, notice shall be provided as soon as practicable. If, following the Chair of the Board of Trustees' notice, two (2) or more members of the Board object to a matter being considered by the EC for final determination, any action on the matter shall be postponed until it can be added to the agenda of a meeting of the full Board. Members of the Board issuing such objection must do so in written form no later than twenty-four hours prior to the planned start of the meeting, addressed to the Chair of the Board of Trustees and the Assistant Secretary. An objection may be retracted in written form any time prior to the start of the meeting. If objections render the meeting of the EC no longer necessary, the Chair of the Board of Trustees shall notify the Board that the meeting has been cancelled.
4. The Chair of the Board of Trustees shall notify the Board of any decision of the EC within twenty-four hours of its making. Actions of the EC normally shall also be reported to the full Board at the next meeting of the Board and entered in the minutes of that meeting. The ability of Board members to object to consideration of matters by the EC shall only apply to matters being considered by the EC for final determination.

#### **B. *Dual Memberships and Conflicts of Interest.***

1. Review and take final action on proposed contracts of \$10,000 or more that may constitute a potential conflict of interest under Board of Governors' Policy, 200.1 as it pertains to Board members.
2. Review and make recommended findings to the Board of Trustees regarding allegations of violation of Board of Governors' Policy 200.1 as it pertains to Board members.
3. If a member of the Executive Committee has a substantial interest in an entity that is intending to contract with the university, as defined in Board of Governors' Policy 200.1, the Chair of the Board of Trustees may assign the matter to another standing committee of the Board of Trustees or appoint an ad hoc committee of no less than three members of the Board of Trustees to handle the matter. If the Chair of the Board of Trustees has a substantial interest or is alleged to have violated Board of Governors' Policy 200.1, the Vice Chair of the Board of Trustees will assign or appoint the committee.
4. Serve as the Assessment Committee for the Board with regard to the Assessment of the Chancellor, as outlined in Board of Governors' Policy 200.4.
5. Proposed deferred compensation contribution for the Chancellor in accordance with Board of Governors' Policy 300.2.14 [R].

### **II. Academic Affairs Committee.**

#### **A. *Appointment and Compensation.***

1. On the Recommendation of the Chancellor, the Academic Affairs Committee (AAC) shall approve the conferral of tenure.
2. Upon recommendation of the Chancellor, establish and approve a policy governing separation and/or retreat of administrators, and, as authorized by the Board of Governors' regulations on administrative separation, approve exceptions in extraordinary circumstances.

3. Receive summary reports upon conclusion of a former Chancellor's Research leave, prior to the Chancellor's return to a faculty position.
  4. Approve any retreat rights that are exceptions to University or Board of Governors' policies.
- B. *Academic Program.* The AAC shall receive reports from the Chancellor or Chancellor's designee on behalf of the Board of Trustees to ensure the institution's compliance with the educational, research, and public service roles assigned to it by the Board of Governors, either by express directive or by promulgated long-range plans of the Board of Governors, to include the type, level, and extent of student services. In addition, the AAC shall review academic matters as required by law or Board of Governors policy, or such matters as the Chancellor may determine are relevant for Board consideration. The AAC shall recommend to the Board patent procedures and the adoption of policies applicable to the control and supervision of child development centers.
- C. *Student Financial Aid.* The AAC shall recommend for approval policies for the administration of scholarships and other forms of financial aid to students, subject to the terms of any applicable laws and to policies of the Board of Governors. The AAC shall receive such reports from the Chancellor regarding the award of scholarships as may be required by law or policy.

## II. Athletics Committee.

- A. The Athletics Committee (ATH) shall appoint or extend the contract of the athletic director and head coaches with employment contracts in accordance with Board of Governors' Policy 1100.3. Recommend contracts for Board of Governors' approval in circumstances where the proposed contract terms require such approval under Board of Governors' Policy 1100.3.
- B. ATH Committee shall receive the annual report(s) regarding the Athletics Program, as contemplated by Board of Governors' policies 1100.1 and 1100.1.1[R], including student-athlete exceptions to the university's admission's criteria.

## III. Business Affairs Committee.

- A. *Budget Recommendations.* The Business Affairs Committee (BAC) shall advise the Chancellor with respect to the development of budget estimates for the University of North Carolina at Greensboro and with respect to the execution and administration of the budget, as approved by the General Assembly and the Board of Governors.
- B. *Property and Buildings.* Subject to policies of the Board of Governors and all legal requirements relative to the construction of state-owned buildings, for the following matters concerning campus capital construction projects which have been approved by the Board of Governors and authorized by the State of North Carolina, BAC shall advise the Chancellor on: (1) the selection of architects or engineers for buildings and improvements requiring such professional services; (2) the approval of building sites; (3) the approval of plans and specifications; and (4) the final acceptance of all completed buildings and projects.
- C. *Master Plan.* The BAC shall recommend to the full Board of Trustees modifications to the master plan for the physical development of The University of North Carolina at Greensboro, consistent with the total academic and service mission of the institution as defined and approved by the Board of Governors.
- D. *Real Property.* Consistent with any delegations which may be received as outlined in Board of Governors' policies, including but not limited to, those outlined in Chapter 600.1 as may be amended from time to time, review, authorize, and make any required recommendations regarding the acquisition or disposition by the University of any interest in real property, and obtain the necessary approvals from appropriate State officials and agencies, as may be required by law.
- E. *Fee Recommendations.* In consultation with the Chancellor, the BAC shall recommend to the full Board of Trustees which amounts it shall recommend to the President the amounts to be charged for Applications, Athletics, Health Services, Student Activities, Educational and Technology, Retirement of Debt Incurred for Capital Improvements Projects Authorized by the General Assembly, Course, and Special Fees.
- F. *Human Resources.*
1. On the Recommendation of the Chancellor, the BAC shall approve appointments, promotion, compensation, and retreat rights for the Vice Chancellor and Provost, Deans, and academic directors,

- and other Academic Tier 1 Senior Administrative and Academic Officers as that term is defined by Board of Governors' Policy.
2. On the Recommendation of the Chancellor, the BAC shall establish salary ranges, consistent with both the salary ranges and the policies established by the Board of Governors and the regulations and guidelines established by the president, for associate and assistant vice chancellors, associate and assistant deans and other Tier 2 Senior Administrative and Academic Officers as that term is defined by Board of Governors' Policy.
  3. Upon recommendation of the Chancellor, adopt any policies required, resolve any conflicts and review any petitions for political candidacy and/or public office holding, as required by the relevant Board of Governors' policies.
  4. In accordance with Employment of Related Persons Policy, Board of Governors' Policy 300.4.2, receive from the Chancellor, at its meeting closest to Commencement, the report of all specific cases where the policy applied.
  5. The BAC shall receive the annual reports regarding the use of consulting services, consistent with Board of Governors' Policy, 600.5.4.
  6. Review requests for non-salary compensation, on request of the Chancellor, as required by Non-Salary and Deferred Compensation Policy, Board of Governors' Policy 300.2.14.
  7. On the Recommendation of the Chancellor, the BAC shall adopt personnel policies not otherwise prescribed by State law, the University Code, or policies of the Board of Governors, for personnel in all categories of University employment.

#### **IV. Compliance, Audit, Risk Management and Legal Committee**

- A. *Annual Financial Audit.* On Behalf of the Board of Trustees, the Compliance, Audit, Risk Management, and Legal Committee (CARL) shall review the results of the annual financial audit with the State Auditor or his designated representative. Review year-end financial statements, audit findings, and other matters from all external audits of the University.
- B. *Review of Associated Entities.* On Behalf of the Board of Trustees, the CARL Committee shall review all audits and management letters of University-Associated Entities as defined in Board of Governors' Policy, 600.2.5.2 [R].
- C. *Corrective Action Plans.* On Behalf of the Board of Trustees, the CARL Committee shall review the institution's corrective action plan and obtain a resolution report once corrective action has taken place.
- D. *Reports from Director of Internal Audit.* On behalf of the Board of Trustees, receive quarterly reports from the Director of Internal Audit that, at minimum, report material (significant) reportable conditions, the corrective action plan for these conditions, and the resolution once these conditions have been corrected.
- E. *Reporting.* On behalf of the Board of Trustees, prepare and forward to the Board of Governors an annual summary of the work performed by the Committee, including a report of the work of the audits, reviews, investigations or special assignments completed by the University.

#### **V. Grievance Committee**

- A. *Review of Appeals.* The Grievance Committee (GC) shall be responsible for hearing 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.
- B. *Standard of Review.* Unless as otherwise proscribed by statute or Board of Governors' policy, for purpose of review, the GC will review the whole record 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.

#### **VI. University Advancement Committee**

- A. *Honorary Degrees, Awards and Distinctions.* The University Advancement Committee (UAC) shall be responsible for approving the names of all individuals on whom it is proposed that an honorary degree or other honorary or memorial distinction (including the naming of programs, departments, buildings or

facilities) be conferred by The University of North Carolina at Greensboro, subject to such policies as may be established by the Board of Governors.

- B. *Endowed Chair or Chairs.* Upon consultation with the Chancellor, may name the endowed chair or chairs in honor of a donor, benefactor, or other person or organization, and consult with the Chancellor when a vacancy occurs in an endowed Chair established in accordance with Distinguished Professors Endowment Trust Fund, Board of Governors' Policy 600.2.3.

**VII. The Chancellor.** The Board of Trustees of The University of North Carolina at Greensboro has delegated to the Chancellor.

- A. *Personnel Actions.* The Chancellor has the authority to approve personnel actions as follows:
  - 1. appointments and reappointments, promotions and salary promotions and salary adjustments (including temporary salary stipends or supplements with specified end dates) for faculty and EHRA non-faculty, not inconsistent with amounts previously delegated by the Board of Trustees, Board of Governors' policy or law.
  - 2. establish salary ranges within different disciplines based on relevant data and fix the compensation for all faculty positions with permanent tenure.
  - 3. appoint and fix the compensation for faculty awarded the designation of Distinguished Professors (those positions which are funded in part by the Board of Governors' Distinguished Professors Endowment Trust Fund).
  - 4. appoint and fix the compensation (salary and non-salary) of Deans and other similarly situated administrators that are not included in the Board of Governors' study establishing salary ranges.
  - 5. leaves of absence.
- B. *Admissions.* Establish admissions policies and resolve individual admission questions for all schools and divisions within the institution.
- C. *Scholarship.* In accordance with Board of Governors' Policy 900.4[G], and subsequent related law or policy, and Board of Trustees' resolution, recognize entities that provide funds used to establish full scholarships for undergraduate students, who then may be considered residents of North Carolina for all purposes, and annually report to the AAC regarding those entities and the number of students receiving scholarships from each entity.
- D. *Student Conduct, Activities, and Government.* Under such policies as may be prescribed by the Board of Governors and the Board of Trustees, the Chancellor shall be responsible for the regulation of student conduct, the approval of organized, institutionally-recognized student activities, and the definition of roles and functions of any institutionally-recognized system of student self-government and student participation in the governance of any aspect of the institutional programs and services. No appeal concerning such activities shall lie beyond the Board of Trustees, unless it is alleged that the policy, action or decision being appealed violates any law or constitutional provision of North Carolina or of the United States, the University Code or policies of the Board of Governors.
- E. *Parking and Traffic.* The Chancellor shall, pursuant to applicable provisions of state law and policies of the Board of Governors, recommend to the full Board any revision of the ordinances prohibiting, regulating, and limiting the parking of motor vehicles on campus. Additionally, the Chancellor shall be responsible to the Board of Trustees for enforcement of all regulations adopted for traffic and parking regulation and vehicle registration.
- F. *Intercollegiate Athletics.* Subject to such policies as may be prescribed by the Board of Governors and the Board of Trustees, the Chancellor shall be responsible for the establishment and supervision of the institution's program of intercollegiate athletics.
- G. *Centers and Institutes.* The Chancellor shall approve the discontinuation of institutional centers and institutes, in accordance with Board of Governors' Policy, 400.5[R].
- H. *Property.* The Chancellor has the authority and responsibility for the execution of construction contracts, in conjunction with the performance by the Board of Trustees with its enumerated responsibilities. With regard to real property, the Chancellor has the authority to acquire or dispose of real property as authorized by any delegations which may be received as outlined in Board of Governors' policies, including but not limited to, those outlined in Chapter 600.1 as may be amended from time to time, and to obtain any necessary approvals from appropriate State officials and agencies, as may be required by law.
- I. *Auxiliary Enterprises, Utilities, and Miscellaneous Facilities.* The Chancellor shall, pursuant to applicable provisions of State law and policies of the Board of Governors, recommend to the full Board, the adoption

of policies applicable to the control and supervision of campus electric power plants and water and sewer systems, other utilities and facilities.

- J. *Tuition, Fees, and Deposits, and Acceptance of Obligations in Lieu of Cash.* Consistent with applicable provisions of state law or Board of Governors' policy, the Board delegates to the Chancellor, the adoption of policies and regulations to ensure the collection of tuition and fees from each student, including an application fee, as well as the acceptance of obligations of students, together with such collateral or security as may be deemed necessary or proper, in lieu of cash, in payment of tuition and fees.
- K. *Further Delegation.* Notwithstanding the foregoing, the Chancellor may further delegate the obligations outlined above, unless otherwise prohibited by applicable provisions of state law or Board of Governors' policy.

BOARD OF TRUSTEES  
THE UNIVERSITY OF NORTH CAROLINA AT GREENSBORO

*Resolution on the Delegation of Authority*

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 delegations of authority; to ensure said delegations 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 said delegations, and determined that the proposed delegations are consistent with best governance practices and will aid in the proper and expeditious function of the University; and

WHEREAS, said delegations 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 delegations by the Board.

THEREFORE, BE IT RESOLVED, that the Board of Trustees adopts said delegations.

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.

---

Secretary