

MEMORANDUM

TO: Chief Legal Officers
Board Professionals

FROM: Thomas C. Shanahan, Senior Vice President and General Counsel
Meredith M. Steadman, Interim Senior Associate Vice President and Secretary of University

DATE: June 24, 2019

RE: Notice of Amendments to the Selection of Board of Trustee Officers
Section 401 A of *The Code*, Chair, Vice Chair, and Secretary

During its meeting on June 21, 2019, the UNC Board of Governors approved amendments to Section 401 A of *The Code*, which affects the selection process of officers to the boards of trustees. The amended version of Section 401 A is now effective for boards of trustees' elections beginning July 1, 2019. As you are aware, pursuant to G.S. 116-32, officer elections must be held at "the first meeting after June 30 of each year." The purpose of this statutory requirement is to allow newly appointed board members, whose terms begin July 1, the opportunity to participate in the election of officers.

The approved changes to Section 401 A clarify that the election of officers shall not take place before July 1, or before the swearing in of new board members whose terms commence on July 1. In addition, the changes require that newly appointed board members have the opportunity to fully participate in the nomination and consideration of officers, and that any board member may be eligible to serve as an officer, regardless of the length of service on the board. Attached are two copies of the newly approved Section 401 A, including a version with the amended language redlined.

The Board's amendment to Section 401 A of *The Code* will necessitate a review and may require updating of your board of trustees' bylaws as to the process for nominating officers, the eligibility requirement for officers, and the timing of officer elections. In the event that a conflict exists between the newly amended Section 401 A and your board's existing bylaws, Section 401 A of *The Code* controls and should govern officer elections.

cc: Dr. William L Roper, Interim President
Chancellors
Pete Brunstetter, Interim Chief Operating Officer
Chris McClure, Interim Chief of Staff

CHAPTER IV- BOARDS OF TRUSTEES
SECTION 400. MEMBERSHIP.

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SECTION 401. OFFICERS.

401 A. Chair, Vice Chair, and Secretary.

At the first regular meeting after June 30 of each year, each board of trustees shall elect from its membership a chair, a vice chair, and a secretary. [See G.S. 116-32] In no event shall officer elections take place before July 1, or before the swearing in of new board members whose terms commence on July 1. Any member of the board who is or who shall be duly appointed and sworn in at the time of the election shall be eligible to serve as an officer, regardless of length of service on the board. Elections shall be conducted such that each member of the board, including newly appointed members, can fully participate in the nomination, consideration, and election of officers. Nominating committees convening prior to July 1 to determine a slate of officer candidates may include members who have been appointed but have not yet been sworn in, but may not include current members whose terms end June 30 and who have not been reappointed. Each elected officer shall serve until his or her successor is elected. If the term of the chair on the board of trustees expires before his or her successor as chair is elected, then the vice chair shall become the interim chair until the chair's successor is elected.

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