



UNC
GREENSBORO

Board of Trustees

November 22, 2019

8:30 am

Alumni House

Action Item

BOT – 2 Nominating Committee Guidelines

Attachment: 2.1 Proposed Guidelines

Background Information

Pursuant to the Bylaws of the UNCG Board of Trustees, the Nominating Committee (NOM) is charged with the responsibility to present to the Board a proposed slate of candidates from its membership for the offices of Chair, Vice Chair, and Secretary; as well as for membership on the Executive Committee. The NOM also periodically evaluates the expertise needs of the Board of Trustees, maintains a viable list of potential candidates to fill board vacancies, and makes recommendations when vacancies occur.

The proposed NOM Guidelines are intended to clarify and define the Committee's process and procedure, consistent with N.C.G.S. § 116-31 (Membership of the boards of trustees), UNC Code 100.1 Chapter IV §§ 400 (Membership) and 401 (Officers); and with the North Carolina Open Meetings Law, N.C.G.S. § 143-318

Guidelines for Nominating Committee

The Nominating Committee shall be responsible for presenting to the Board a proposed slate of candidates from its membership for the offices of Chair, Vice Chair, and Secretary; as well as for membership on the Executive Committee. The slate recommended by the Nominating Committee may include all board members, including any member who is serving an unexpired term of another member, or newly appointed members. The NOM shall also assist with Board development and serve as advisors on prospective trustee recommendations.

These Guidelines are provided as guidance only and shall be provided to each committee member prior to meetings.

1. Committee Composition

- 1.1 The NOM shall consist of no less than three nor more than five members of the Board of Trustees (BOT). The current BOT Chair and the immediate past Chair shall serve as two of those members, ex officio. Remaining committee members shall be appointed by the current BOT Chair.
- 1.2 The immediate past Chair of the BOT shall serve as Chair of the NOM Committee. Should the immediate past Chair no longer be a member of the Board, the current BOT Chair shall appoint the NOM Chair.

2. Authority and Responsibilities

2.1. Recommendation of Slate of Candidates for BOT Office

- a. The NOM shall be responsible on an annual basis for presenting a slate of officer candidates to the BOT at its first meeting of the academic year following the swearing-in of new trustees, as applicable. The NOM Chair shall open the floor for additional nominations for office at that time.
- b. The slate must contain at least one nominee for each office: Chair, Vice-Chair, and Secretary. Each officer shall serve until a successor is elected. It is anticipated, but not required, that the Chair serve for two years.
- c. If a BOT officer vacates the office before expiration of the term, the NOM shall meet as soon thereafter as practicable to discuss a replacement and shall present its recommendation to the BOT for consideration at its next meeting and open the floor for additional nominations at that time.
- d. Notwithstanding the foregoing, should the vacated position be the Chair position, a special-called BOT meeting shall be convened as soon as practicable; the NOM shall present its recommendation to the BOT for consideration at that meeting and shall open the floor for additional nominations at that time.
- e. Annual elections shall be held in a manner consistent with Section 401A of the Code and with the Bylaws of The Board of Trustees of The University of North Carolina at Greensboro.

2.2. Recommendations for Prospective Members of the Board

- a. The NOM shall periodically evaluate expertise needs of the Board and shall maintain a viable list of potential candidates to fill future Board vacancies.
- b. Candidates shall be thoroughly vetted and evaluated based on alignment with the university’s strategic objectives, with due consideration given to diversity, experience, talent, expertise, influence, personal and professional integrity, alumnae status, engagement/advocacy ability and willingness, and prior service to/support of UNCG.
- c. Suggestions for potential candidates may be submitted informally and may come from a number of sources, including other current Board members, prior Board members, members of ~~other~~ university advisory boards, senior university leadership, and others in the campus community.
- d. ~~The NOM shall select from the list the nominees recommended for upcoming vacancies. The NOM Chair shall share these recommendations with other Board members.~~
- e-c. ~~The NOM Chair (or their designee) shall contact each nominee to inform them of their nomination, discuss trustee roles and responsibilities, and to confirm willingness to serve.~~
- f. ~~The Board Chair and the Chair of the NOM shall review with the Chancellor NOM Committee the recommended ations nominees who have consented to serve with the Chancellor prior to the formal submission of nominees in accordance with subsection g below.~~
- e-g. ~~Should the slate of nominees change following the review referenced in the foregoing section, the NOM Committee shall be notified of such changes prior to submission of the nominations to the BOG and/or Legislature.~~
- e-h. Nominees for Board vacancies and/or reappointments to second terms shall be submitted to the University Governance Committee of the Board of Governors and/or to the Speaker of the House and President Pro Tempore of the Senate, as the case may be, in accordance with the protocol prescribed by those entities and/or offices.
- i. ~~The NOM Chair shall, consistent with the Open Meetings Act, advise the BOT regarding all recommendations and nominations are-made.~~

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3. Meetings

- 3.1. The NOM shall meet annually, at least sixty (60) days prior to the final Board meeting of the academic year, to determine a slate of candidates for office for the upcoming year. Said slate may include members who have been appointed but have not yet been sworn in. The NOM may also consider potential candidates to fill future Board vacancies.
- 3.2. The NOM shall meet otherwise as needed in the discretion of the BOT Chair.
- 3.3. Meetings shall be conducted in accordance with UNC System Code and the Bylaws of the UNCG Board of Trustees, and with Open Meetings Law requirements.

Approved by the Board of Trustees