

01.100 PROCEDURAL POLICIES OF THE BOARD OF TRUSTEES

Authority: Board of Trustees

History: Revised and Adopted 4/20/18; Reformatted on May 12, 2005; Amended 02/10/05; Amended 01/19/01; Amended 10/09/91; Amended 7/11/84; Amended 4/12/78; Amended 10/13/77; Revised and Adopted 1/23/75

Source of Authority: The Code of the UNC Board of Governors, The UNC Policy Manual, North Carolina General Statutes

Related Links: <http://www.northcarolina.edu/apps/policy/index.php>;
<http://www.ncleg.net/gascripts/statutes/statutelookup.pl?statute=116>

Responsible Office: General Counsel; Assistant Secretary, Board of Trustees

I. Purpose

This policy sets forth the procedures for the Board of Trustees.

II. Meetings

A. Regular Meetings

There shall be at least four regular meetings of the Board of Trustees of the university each calendar year. These regular meetings usually shall be held in the months of July, October, January and April. Any matter of business relating to the university, over which the Board of Trustees has jurisdiction, may be considered at any regular meeting.

B. Special Meetings

The Chair may call special meetings, and the Secretary, at the written request of not less than five members of the Board of Trustees, shall call special meetings of the Board. Any matter of business relating to the university may be considered at a special meeting of the Board, if advance notice is given of the business to be transacted. At any regular or special meeting of the Board of Trustees, a simple majority of the total members shall constitute a quorum. A majority of the voting members of any committee of the Board of Trustees shall constitute a quorum.

C. Notice of Meetings

Upon the request of the Chair, the Secretary shall cause to be distributed, to each member of the Board of Trustees, a notice of time and place of meetings as follows:

1. Regular meetings: a notice of not less than ten days.
2. Special meetings: a notice of not less than 48 hours.
3. Emergency meetings: a notice of not less than 24 hours.

D. Remote Participation

Any board or committee member may participate in a meeting by means of a conference telephone or similar communications mechanism.

III. Order of Business

The order of business for meetings of the Board of Trustees typically shall be as follows:

- A. Call to Order, Ethics Statement, and Roll Call
- B. Correction and approval of all minutes of regular, special and executive committee meetings not already approved by the Board at the preceding regular meeting.
- C. Reports of Standing Committees
- D. Reports of Special Committees
- E. Reports and recommendations of the chancellor of the university, who may call upon the vice chancellors and other staff members of the university for reports.
- F. Old business
- G. New business
- H. Closed Session
- I. Resumption of Public Session

IV. Rules of Order

Except as changed by specific rules and regulations enacted by the Board of Trustees, or as otherwise may be prescribed by law, Robert's Rules of Order, Revised (last edition), shall constitute the rules of parliamentary procedure applicable to all meetings of the Board of Trustees and its several committees.

V. Committee Structure

A. Nominating Committee

The Chair shall appoint annually a Nominating Committee composed of at least three members of the Board of Trustees. The Nominating Committee shall present to the Board of Trustees nominees for the office of Chair, Vice Chair, Secretary and Assistant Secretary, at the July meeting of the Board, for the consideration of the full Board of Trustees. Immediately following the July meeting, the Nominating Committee shall make recommendations to the Chair of the Board of Trustees on the composition of all standing committees and chairmanship of all standing committees, except the Executive Committee.

B. Executive Committee

1. The Executive Committee of the Board of Trustees shall be composed of the Chair, Vice Chair, Secretary, and the chair of each standing committee. An officer of the board may also serve as chair of a standing committee. Vacancies on the Executive Committee shall be filled by the Board of Trustees at any meeting.
2. The Executive Committee shall have full power to act for the Board of Trustees, except that it shall not have the power to alter or revoke any order, resolution or vote of a regular or special meeting of the Board of Trustees, nor shall it have the power to recommend the two choices for chancellor as specified in the policies of the Board of Governors. The Executive Committee shall report in writing all of its actions to the Board of Trustees.

C. Educational Planning and Programs Committee

1. The Educational Planning and Programs Committee shall be a committee of the whole, including all members of the Board of Trustees and shall work with the chancellor in making recommendations to the Board of Trustees on those matters outlined in Sections I, II, III, IV, VIII, X, XI, XII and XIII, of the Delegations of Duty and Authority to Boards of Trustees granted by the Board of Governors. The committee shall have primary responsibility for issues

pertaining to the Divisions of Academic Affairs and Student Affairs, as well as for oversight of the long range planning process.

2. The committee is authorized to act for the Board on the appointments to the faculty and staff of the university which are proposed by the chancellor, in accordance with the delegation of management flexibility with regard to personnel from the Board of Governors.
3. The Educational Planning and Programs Committee is further authorized to consult with the chancellor for the Board of Trustees, where such consultation is required in Section I, subsection A, of the Delegations of Duty and Authority to Boards of Trustees granted by the Board of Governors.
4. In those cases where students may be legally authorized to appeal administrative decisions to the Board of Trustees, the Educational Planning and Programs Committee or the Executive Committee shall act for the Board of Trustees in the appeal proceedings.

D. Business Affairs Committee

1. Business Affairs Committee shall be composed of a minimum of five members of the Board of Trustees, and shall have the responsibility to act for the Board of Trustees in those matters outlined in Sections VI and XIV of the Delegations of Duty and Authority to Boards of Trustees granted by the Board of Governors; except that portion of Section VI dealing with the acquisition or disposition of real property. In cases where the acquisition or disposition of real property is under consideration, the Business Affairs Committee shall make recommendations to the Board of Trustees for its consideration.
2. Additional duties of this committee shall be to advise the chancellor on Sections V, VII, IX and XVI of the Delegations of Duty and Authority to Boards of Trustees granted by the Board of Governors. The Business Affairs Committee shall be that designated agency of the Board of Trustees to consult with the Board of Governors and any of its committees on fiscal affairs, should such consultation be appropriate.

E. External Affairs Committee

1. The External Affairs Committee shall be composed of a minimum of five members of the Board and shall have primary responsibility for issues pertaining to the Division of University Advancement, as well as for oversight of governmental relations, university relations, and intercollegiate athletics.

2. The committee shall provide oversight and submit policy recommendations to the Board regarding all university-related fund- raising efforts, special constituency programs, governmental and university relations, publications, campus aesthetics, campus names, public service, outreach programs, intercollegiate athletics, and related activities.

F. Audit, Risk, and Compliance Committee

The Audit, Risk, and Compliance Committee shall be composed of a minimum of five members of the Board. The purpose, organization, procedures, and duties of the Committee are stated in the Committee Charter adopted by the Board of Trustees, which will be reviewed annually by the Committee. Proposed revisions to the Charter will be recommended to the Board by the Committee. In addition to the Committee Charter and Office of Internal Audit Charter, the Committee derives authority from and is guided by Article 79 of GS 143 (Internal Auditing), GS 116-40.7 (Internal Auditors), UNC Policy Manual 1300.7 (University Enterprise Risk Management and Compliance), and UNC Policy Manual 1400.2 (Information Security).

VI. General Policies Regarding Committees

- A. Unless otherwise prohibited by law, all officers and members of the various committees of the Board of Trustees shall continue in office until their successors have been elected or appointed.
- B. The Chair of the Board shall serve as an ex officio member of all committees.

VII. Revisions and Amendments of the Procedural Policies

These Procedural Policies may be revised or amended by a two-thirds vote at any regular meeting of the Board for which notice of such action has been provided in accordance with Robert's Rules of Order.