



James E. Shepard, Founder

# Bylaws of the Board of Trustees of North Carolina Central University

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BYLAWS OF THE BOARD OF TRUSTEES  
OF  
NORTH CAROLINA CENTRAL UNIVERSITY

ARTICLE I

Name

This organization shall be known as the Board of Trustees of North Carolina Central University. North Carolina Central University is a constituent institution of the University of North Carolina.

ARTICLE II

Purpose

The purpose of the Board of Trustees is to perform the powers and duties as prescribed by the applicable provisions of Chapter 116 of the North Carolina General Statutes and by The Code of the Board of Governors of the University of North Carolina.

ARTICLE III

Membership

Section 1. Composition.

The membership of the Board of Trustees shall be composed of thirteen (13) persons chosen as follows: eight (8) elected by the Board of Governors, four (4) appointed by the Governor, and the President, SGA, officio member shall have full voting rights as allowed under NCGS 116-32(d).

Section 2. Terms of Office Elective and Appointive.

In every odd-numbered year, the Board of Governors shall elect four (4) persons to the Board of Trustees and the Governor shall appoint two (2) persons to the Board of Trustees. The term of office of all Trustees, excluding the ex officio trustee, shall be four (4) years and until the successor is elected or appointed, commencing on July 1 of odd-numbered years. The term of office of the ex officio trustee shall be for one (1) year commencing on July 1 of each year.

Section 3. Persons Ineligible for Membership.

a) Any person who has served two (2) full four (4)-year terms in succession as a member of the Board of Trustees shall, for a period of one (1) year, be ineligible for election or appointment to the North Carolina Central University Board of Trustees.

b) No member of the General Assembly or officer or employee of the state or of any constituent institution of the University of North Carolina or spouse of any such member, officer or employee shall be eligible for election or appointment as 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, the University of North Carolina, or any constituent institution or whose spouse is elected or appointed to the General Assembly or becomes an officer or employee of the State, the University of North Carolina, or any constituent institution, shall be deemed thereupon to resign from his or her membership on the

Board of Trustees.

c) 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 to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that his/her term commences as a member of the Board of Governors.

#### Section 4. Vacancies.

a) Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the Governor, it shall be the duty of the Secretary or Assistant Secretary of the Board of Trustees to inform the Governor of the existence of such vacancy and the Governor shall appoint a person to fill the unexpired term. Whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the Secretary or Assistant Secretary of the Board of Trustees to inform the Board of Governors of the existence of the vacancy and the Board of Governors will elect a person to fill the unexpired term.

b) If for any reason other than ill health or service in the interest of the state or nation, a member fails to be present for three (3) successive regular meetings of the Board of Trustees, his/her place as a member shall be deemed vacant. The Chair of the Board of Trustees will notify the trustee of his/her removal and will allow the individual seven (7) business days to respond in writing prior to the dismissal becoming effective.

#### Section 5. Trustee Emeritus Honorary Members.

By majority vote of the membership of the Board of Trustees, honorary life membership and the title of "Trustee Emeritus" may be conferred upon a former Trustee who has rendered notable service to the Board of Trustees and North Carolina Central University. Such designation shall confer no responsibilities, duties, rights, or privileges as such but shall constitute recognition of service and experience and will publicly acknowledge that person's service to the Board of Trustees and University. A Trustee Emeritus shall have no membership privileges that are inconsistent with state law or The Code of the Board of Governors of the University of North Carolina.

### ARTICLE IV Powers and Duties

#### Section 1. General Powers and Duties.

This Board of Trustees shall promote the sound development of North Carolina Central University within the functions prescribed for it, helping it to serve 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. This Board of Trustees shall serve as advisor to the Board of Governors on matters pertaining to North Carolina Central University and shall also serve as advisor to the Chancellor concerning the management and development of North Carolina Central University.

## Section 2. Other Powers and Duties.

This Board of Trustees shall have such powers and duties, not inconsistent with the provisions of The Code or as defined and delegated by the Board of Governors. (Appendix 1)

## ARTICLE V Officers

Section 1. Officers. The officers of the Board of Trustees shall be a Chair, a Vice Chair, and a Secretary. These officers shall perform the duties prescribed by these bylaws, by the University Code, and by the parliamentary authority adopted by the Board of Trustees.

Section 2. Election of Officers. At the annual meeting, the Board of Trustees shall elect from its membership a Chair, a Vice Chair and a Secretary. At least sixty (60) days prior to the annual meeting, a Nominating Committee of three (3) members shall be elected by the Board of Trustees. It shall be the duty of this committee to nominate at least one (1) candidate for each office to be filled at the annual meeting. The Nominating Committee shall make its report in writing by providing a copy of its report to each member of the Board of Trustees at least twenty (20) days prior to the annual meeting. Prior to the election, additional nominations from the floor shall be permitted.

Section 3. Terms of Office. The Officers shall be elected to serve for one (1) year or until his/her successor is elected, and their term of office shall begin on July 1 of that year.

Section 4. 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 the 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 the Board of Trustees.

## ARTICLE VI Meetings

Section 1. Regular Meetings. There shall be not fewer than three (3) regular meetings of the Board of Trustees each year. The Board of Trustees may hold such additional meetings as may be deemed desirable. A meeting schedule shall be distributed to the membership of the Board annually. The Chair of the Board of Trustees, in consultation with the Chancellor, is authorized to modify the schedule, if necessary, due to schedule conflicts and to give immediate notice to the members of the Board of Trustees. A notice specifying the time, date and place of each regular meeting of the Board of Trustees shall be mailed or otherwise delivered by the Secretary or Assistant Secretary to each member of the Board of Trustees at least seven (7) days in advance of the meeting date. Any matter of business may be considered at a regular meeting of the Board of Trustees. Regular meetings shall be defined to include meetings of the full board as well as regularly scheduled board committee meetings.

Section 2. Annual Meetings. The first regular meeting held after April 30 of each year shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and transacting any other business that may arise.

Section 3. Special and/or Emergency Meetings. Special and/or Emergency meetings may be called by

the Chair or upon the written request of seven (7) members of the Board of Trustees. A notice specifying the date, time, subject and place of said meeting shall be mailed or otherwise delivered to each member of the Board of Trustees in sufficient time for a majority of the members to be reasonably expected to be in attendance. Only business identified in connection with the notice may be considered.

Section 4. Quorum. A majority of the members of the Board of Trustees shall constitute a quorum for full meetings of the Board of Trustees. A majority of the members of a committee shall constitute a quorum for committee meetings. All actions of the Board of Trustees or of committees of the Board of Trustees shall be taken at a meeting at which a quorum is present. In any meeting of a standing committee, the Chair of the Board of Trustees shall not be counted in determining if a quorum is present.

Section 5. Voting Powers. All members of the Board of Trustees shall have the power to vote on all questions coming before the Board of Trustees for consideration. No member, however, shall have the privilege of voting by in absentia by mail, facsimile, electronic mail or proxy.

Section 6. Electronic Attendance. For any regular or special/emergency meeting of the Board of Trustees, a trustee may participate and vote, subject to the limitations provided by means of a conference telephone or other electronic communication device that permits all persons participating at the meeting to simultaneously hear each other during the meeting. Any trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7. Agenda. 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 mailed or otherwise delivered by the Secretary or Assistant Secretary to each member of the Board of Trustees at least seven (7) days in advance of the regular meeting. If practicable, a copy of the agenda for each special/emergency meeting of the Board of Trustees, with reports and other materials to be presented, shall be mailed or otherwise delivered to each member of the Board of Trustees at least two (2) days in advance of the special/emergency meeting.

Section 8. Minutes. The Assistant Secretary shall keep minutes of all meetings of the Board of Trustees; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board of Trustees; and shall be custodian of all records of the Board of Trustees. The Secretary or Assistant Secretary 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 a copy of the minutes of all meetings, notice of any changes in the membership of the Board of Trustees or its bylaws or committee structure, and notice of meetings. Within 30 days after each meeting of the Board of Trustees, the Assistant Secretary shall transcribe the minutes and provide a copy to each member of the Board of Trustees.

Section 9: Compliance with the Public Meeting Law. All meetings of the Board of Trustees shall be open to the public unless, consistent with the requirements of North Carolina law, the membership of the Board of Trustees goes into executive or closed session by a motion duly made and adopted by the Board of Trustees, consistent with State law.

ARTICLE VII  
Committees and Duties

Section 1: General Provisions. The Chair, with the approval of the Board of Trustees, shall establish the committees of the Board of Trustees and identify their duties and jurisdiction consistent with any Board of Governors requirements. The members and chairs of the committees shall be appointed by the Chair of the Board of Trustees. Each committee Chair shall appoint/elect a Vice Chair. The Chair of the Board of Trustees shall be an ex officio voting member of all standing committees, except the Nominating committee. In any meeting of a standing committee, the Chair of the Board of Trustees shall not be counted in determining if a quorum is present.

Section 2. Standing Committees. The standing committees of the Board of Trustees shall be consistent with the duties delegated to the Board of Trustees by the Board of Governors and may include such areas as audit, finance, educational planning, academic affairs, personnel, athletics and student affairs.

ARTICLE VIII  
The Board of Trustees of the Endowment Fund of North Carolina Central University

Section 1. Authority to Establish. The Board of Trustees of North Carolina Central University shall establish and maintain, pursuant to state law and to such terms and conditions, uniformly applicable to all constituent institutions, as the Board of Governors of the University of North Carolina may from time to time prescribe, an endowment fund for North Carolina Central University. The Board of Trustees shall establish an investment board to be known as "The Board of Trustees of the Endowment Fund of North Carolina Central University" which shall have all the powers and duties provided by both N.C.G.S. 116-36 and the rules and regulations of the Board of Governors of the University of North Carolina.

Section 2. Composition. The Trustees of the Endowment Fund Board shall consist of a minimum of six (6) members, including the Chair of the Board of Trustees of North Carolina Central University, serving as Chair of the Endowment Fund Board, the Chancellor of North Carolina Central University, serving as Vice Chair and four (4) other persons, not necessarily members of the Board of Trustees, to be elected by the Board of Trustees.

Section 3. Powers, Duties, and Responsibilities. The Trustees of the Endowment Fund may receive and administer as part of the endowment fund gifts, devises, and bequests and any other property of any kind that may come to them from the Board of Governors of the University of North Carolina or that may come to the trustees of the endowment fund from any other sources, except funds received from state appropriations and from tuition and fees collected from students and used for the general operation of North Carolina Central University. The Endowment Fund Board shall function in accordance with N.C.G.S. 116-36 and the regulations of the Board of Governors of the University of North Carolina.

## ARTICLE IX

### The Chancellor of North Carolina Central University

Section 1. General Authority. The Chancellor of North Carolina Central University shall be the administrative and executive head of North Carolina Central University and shall exercise complete executive authority therein, subject to the direction of the President of the University of North Carolina. The Chancellor shall be responsible for carrying out policies of the Board of Governors and of the Board of Trustees.

#### Section 2. Relationship of the Chancellor to the Board of Trustees.

- a) It shall be the duty of the Chancellor to attend all meetings of the Board of Trustees and to be responsible for keeping the Board of Trustees fully informed of the operation of North Carolina Central University and its needs. The Board of Trustees may convene in executive session, consistent with state law and policy.
- b) As of June 30 of each year, the Chancellor shall prepare for the Board of Trustees a detailed report on the operation of North Carolina Central University for the preceding year. The Chancellor shall also submit such additional reports to the Board of Trustees as the Chancellor may deem wise or as the Board of Trustees may require. The Chancellor shall seek the counsel of the Board of Trustees concerning the affairs of North Carolina Central University.
- c) The Chancellor shall be responsible to the Board of Trustees for enforcing all policies, rules and regulations of the Board of Trustees.
- d) 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 North Carolina Central University.

Section 3: Performance Reviews of the Chancellor. The Board of Trustees shall have the responsibility to participate in the performance review of the Chancellor in accordance with the criteria and procedures determined by the President of the University of North Carolina and chapter 200.4.2(G) of the Policy Manual of the University of North Carolina Board of Governors.

## ARTICLE X

### Parliamentary Authority

The rules contained in the current edition of *Robert's Rule of Order Newly Revised* shall govern the Board of Trustees in all cases in which they are applicable and in which they are not inconsistent with state law, the University Code, these bylaws and any special rules of order the Board of Trustees may adopt.

ARTICLE XI  
Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the Board of Trustees, at which a quorum is present, by a two-thirds (2/3) vote. No proposed amendment may be considered by the Board of Trustees, unless it has been filed in writing with the Secretary or Assistant Secretary and a copy provided to each member of the Board of Trustees at least five (5) days prior to the meeting at which the amendment is to be offered.

ARTICLE XII  
Subordination to University Code

To the extent that any of these bylaws may be inconsistent with *The Code of the Board of Governors of the University of North Carolina*, as the same may be amended from time to time, said *Code* shall control.

Bylaws of the Board of Trustees  
of  
North Carolina Central University  
Amended and Adopted March 27, 2014

## **Appendix 1**

### **DELEGATIONS OF DUTY AND AUTHORITY TO BOARDS OF TRUSTEES**

Pursuant to authority vested in it by the General Statutes, and consistent with the provisions of *The Code of the University of North Carolina*, the Board of Governors hereby delegates to the boards of trustees of the constituent institutions of the University of North Carolina the following duties and powers:

#### **I. ACADEMIC AND ADMINISTRATIVE PERSONNEL**

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

1. Upon recommendation of the chancellor, the board of trustees of a special responsibility constituent institution with management flexibility for personnel appointments shall, for all positions exempt from the State Personnel Act except the position of the chancellor, appoint, promote, and set the compensation for such employees consistent with the policies and salary ranges set by the Board of Governors and the regulations and guidelines established by the Office of the President.

2. Personnel actions at a constituent institution, other than a special responsibility constituent institution with management flexibility, shall be governed as follows:

a. With respect to all faculty positions with permanent tenure and all senior administrative positions, namely vice chancellors, provosts, deans and directors of major educational and public service activities, the chancellor, following consultation with the board of trustees, shall forward to the president recommendations with respect to such appointments, promotions, and compensation; if the president concurs in such recommendations, the president shall forward them to the Board of Governors for approval. Notwithstanding the requirements of this paragraph, a board of trustees may promote in rank a faculty member with permanent tenure, upon the recommendation of the chancellor, and without approval by the Board of Governors.

b. With respect to all faculty and administrative positions other than those identified in subparagraph 2a above, and other than those subject to the State Personnel Act, the chancellor shall forward the chancellor's recommendations for appointment, promotion and compensation to the board of trustees; subject to applicable provisions of the *University Code* and to such policies as may be established by the Board of Governors, the action of the board of trustees with respect to such personnel actions shall be final.

##### **B. Discharge or Suspension**

Subject to regulations of the board of trustees and consistent with applicable policies of the Board of Governors, all discharges or suspensions of faculty members and administrative personnel, other than those subject to the State Personnel Act, shall be effected by the chancellor. A discharged or suspended employee shall have such rights of appeal from the action of the chancellor as may be

prescribed by the University Code, policies of the Board of Governors, or regulations of the board of trustees.

### C. Personnel Policies

The board of trustees may 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. Policies adopted by a board of trustees regarding academic tenure and promotion shall be effective upon review by the senior vice president for academic affairs and the vice president and general counsel, and approved by the president.

### D. Chancellor Selection

In the event of a vacancy in the chancellorship, the board of trustees shall establish a search committee composed of representatives of the board of trustees, the faculty, the student body and the alumni. Upon the establishment of the search committee, the chair of the board of trustees and the president shall jointly establish a budget and identify staff for the committee.

The search committee, through its chair, shall make a preliminary report to the president when the committee is preparing a schedule of interviews of those persons it considers to constitute the final list and from among whom it anticipates the trustees' nominees will be chosen, and the president will be given an opportunity to interview each of these candidates.

The board of trustees, following receipt of the report of the search committee, shall recommend at least two names for consideration by the president in designating a nominee for the chancellorship, for approval by the Board of Governors.

## II. ACADEMIC PROGRAM

The board of trustees shall be responsible for ensuring 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.

## III. ACADEMIC DEGREES AND GRADING

Subject to authorization by the Board of Governors of the nature and general content of specific degree programs which may be offered by an institution, each institution shall determine whether an individual student shall be entitled to receipt of a particular degree. Each institution also shall determine what grade a student will be assigned in a particular course. No appeal from any of these decisions or any other academic determination is allowable to the president or to the Board of Governors.

## IV. HONORARY DEGREES, AWARDS AND DISTINCTIONS

The board of trustees 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 be conferred by the institution, subject to such policies as may be established by the Board of Governors.

## V. BUDGET ADMINISTRATION

The board of trustees shall advise the chancellor with respect to the development of budget estimates for the institution and with respect to the execution and administration of the budget of the constituent institution, as approved by the General Assembly and the Board of Governors.

## VI. PROPERTY AND BUILDINGS

The board of trustees of a constituent institution shall be responsible, 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: (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.

The board of trustees shall be responsible to the Board of Governors for preparing and maintaining a master plan for the physical development of the institution, consistent with the total academic and service mission of the institution as defined and approved by the Board of Governors.

Any proposal involving the acquisition or disposition by an institution of any interest in real property shall be recommended by the board of trustees to and must be approved by the Board of Governors; provided, that

- (a) if the proposal involves an interest in real property which is valued at less than \$50,000, the board of trustees may authorize such transaction and proceed to obtain the necessary approvals from appropriate state officials and agencies, without first obtaining the approval of the Board of Governors;
- (b) if the proposal involves an interest in real property, the president may approve or execute leases with a value higher than \$50,000 up to \$150,000, and may approve or execute contracts to acquire real property with a value higher than \$50,000 up to \$250,000, without first obtaining approval of the Board of Governors; and
- (c) the Board of Governors, under circumstances which it considers appropriate and following notice from it to the board of trustees, may take action necessary to effect the acquisition or disposition of an interest in real property which is related to or which

affects the institution, without receipt of a recommendation from the board of trustees.<sup>18</sup>

## VII. ENDOWMENTS AND TRUST FUNDS

Subject to applicable provisions of state law and to such terms and conditions as may be prescribed from time to time by the Board of Governors, each board of trustees shall be responsible for the preservation, maintenance, and management of 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, either currently in existence or to be established in the future, for the benefit of the individual constituent institution. [See G.S. 116-11(2); 116-12; 116-36; 116-36. 1; 116-36. 2; 116-36. 3]

## VIII. ADMISSIONS

Subject to such enrollment levels and minimum general criteria for admission as may be established for a constituent institution by the Board of Governors, each constituent institution of the University of North Carolina shall establish admissions policies and resolve individual admission questions for all schools and divisions within the institution. No appeal concerning an individual admission case shall lie beyond the institutional board of trustees.

## IX. TUITION, FEES AND DEPOSITS

### A. General Authority of Boards of Trustees

The boards of trustees of the constituent institutions other than the board of the North Carolina School of Science and Mathematics shall cause to be collected from each student, at the beginning of each semester, quarter, or term, such tuition, fees, and other amounts necessary to pay other expenses for the term, as have been approved by the Board of Governors. [See G.S. 116-11(7) and G.S. 116-143]

### B. Tuition and Fee Deposits

Each board of trustees shall require the payment of such advance deposits, at such times and under such conditions as it determines are appropriate or as may be required by state law or by the Board of Governors. [See G.S. 116-143]

### C. Application Fee

Each board of trustees shall require the payment of such nonrefundable application fees, in connection with each application for admission, as may be required by state law or by the Board of Governors. [See G.S. 116-143]

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<sup>18</sup>By resolution adopted November 13, 1981, the Board of Governors elaborated upon this provision concerning the acquisition and disposition of interest in real estate. The resolution says, among other things, that the value of an interest in real estate shall, with respect to a lease, be deemed the annual rental thereof. Further, the resolution expressly authorizes the board of trustees to delegate to their respective chancellors the power to authorize for the institutions the acquisition or disposition by lease of institutions the acquisition or disposition by lease or interests in real estate valued at less than \$25,000, subject to any necessary approval from state officials and agencies.

#### D. Acceptance of Obligations in Lieu of Cash

Subject to policies prescribed by the Board of Governors, the boards of trustees shall establish regulations concerning 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. [See G.S. 116-143]

#### E. Fee Recommendations

Subject to policies prescribed by the Board of Governors, each board of trustees, in consultation with the chancellor, shall recommend to the president the amounts to be charged at the constituent institution for application, 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. In carrying out this responsibility, each board of trustees and the chancellor shall ascertain that the benefits of the activity or service are commensurate with the recommended fee which is required to support the activity or service. Recommended fees should be consistent with the philosophy set forth in the North Carolina Constitution which states that the benefits of the University of North Carolina should be extended to the people of the state free of expense, as far as practicable.

### X. STUDENT FINANCIAL AID

All scholarships and other forms of financial aid to students which are limited in their application to or are supported from sources generated by an individual campus shall be administered by the constituent institution pursuant to such regulations as may be prescribed by the board of trustees and subject to the terms of any applicable laws and to policies of the Board of Governors.

### XI. STUDENT SERVICES

Each board of trustees, upon recommendation of the chancellor, shall determine the type, level, and extent of student services (such as health care, athletic programs, and counseling) to be maintained for the benefit of students at the institution, subject to general provisions concerning types and levels of student services as may be prescribed by the Board of Governors.

### XII. STUDENT 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 and approval of organized, institutionally-recognized student activities, 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 are allowable to the president or to the Board of Governors.

### XIII. 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.

XIV. TRAFFIC AND PARKING REGULATIONS<sup>19</sup>

XV. CAMPUS SECURITY

Subject to applicable provisions of state law and such policies as may be adopted by the Board of Governors or the board of trustees, the chancellor shall be responsible for the maintenance of campus security.

XVI. AUXILIARY ENTERPRISES, UTILITIES AND MISCELLANEOUS FACILITIES

Pursuant to applicable provisions of state law and policies of the Board of Governors, the boards of trustees of affected constituent institutions shall have authority and responsibility for the adoption of policies applicable to and the control and supervision of campus electric power plants and water and sewer systems, other utilities and facilities [G.S. 116-35], and child development centers [G.S. 116-38].

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<sup>19</sup>Legislation adopted by the 1973 session of the General Assembly, on recommendation of the Board of Governors, gave the boards of trustees broad authority in this area and superseded the authority originally granted in this paragraph; hence it is omitted here. [See G.S. 116-44.3 et. seq.]

## **Appendix 2**

### **GUIDELINES FOR COMMITTEES NORTH CAROLINA CENTRAL UNIVERSITY BOARD OF TRUSTEES**

These guidelines spell out the duties, responsibilities and authorities of the standing committees of the North Carolina Central University Board of Trustees. The committees and their jurisdictions were approved by a vote of the Board on June 26, 2013.

The standing committees of the Board of Trustees shall be Executive/Personnel; Advancement and External Affairs; Intercollegiate Athletics; Audit, Finance and Facilities; Academic and Student Affairs.

#### **EXECUTIVE/PERSONNEL COMMITTEE**

The membership of this committee shall include the Chair of the Board of Trustees, as Chair of the Committee, the Vice Chair and Secretary of the Board of Trustees and two (2) other board members elected at the annual meeting. The Executive and Personnel Committee shall have full power to act for the full Board in urgent situations when it is impracticable for the full Board to act. The Committee, however, cannot take any action that is inconsistent with the existing policies of the Board of Governors or the Board of Trustees. The Committee shall report on all meetings and actions taken by it to the full Board at a regular meeting for ratification or final approval. It shall also recommend to the Board approval of the appointments, salaries and/or other terms and conditions of employment of all academic and administrative officers (SAAO Tier 1), the conferral of tenure and/or promotion for faculty members in academic units and other personnel matters requiring either final approval by the Board or the Board of Governors. The Committee will serve as the hearing body for EPA faculty and non-faculty appeals.

#### **ADVANCEMENT AND EXTERNAL AFFAIRS**

The Committee's jurisdiction shall include advancement, naming and other external relationships. The Chancellor shall consult with the Committee on advancement activities, including but not limited to fund-raising, relationships with the University's tax-exempt affiliates, alumni affairs, and the Board of Visitors. The Committee shall make recommendations to the full Board regarding these policies. The Chancellor also may seek the advice of the Committee relating to issues involving advancement. The Committee also shall advise the Chancellor and the Board in confidence with respect to proposals to name or change the name of university facilities or activities consistent with the procedures and guidelines established in the Board of Trustees Policy on Naming University Facilities.

#### **INTERCOLLEGIATE ATHLETICS**

The Chancellor, who is specifically charged with the responsibility for the establishment and supervision of the institution's program of intercollegiate athletics, shall consult with the Committee on matters relating to intercollegiate athletics. The committee shall consider any proposed multi-year contracts for the Athletics Director and head coaches and make recommendations on these contracts to the full Board. The Committee shall make recommendations to the Board of Trustees regarding institutional policy on personnel, operating budgets, and long-range plans for intercollegiate competition.

## **AUDIT, FINANCE AND FACILITIES COMMITTEE**

The Committee's jurisdiction shall include audit, compliance, ethics and conflicts of interest, budget and finance including tuition and fees, master planning, property acquisition and disposition, site selection, designer selection, building plans, parking, and information technology.

The Committee shall receive regular reports from the University's internal auditor; develop and maintain a charter to define roles and responsibilities, including the assurance that the institution is performing self-assessments of operating risks and evaluations of internal controls on a regular basis; assure that internal audit functions will be carried out in a way that meets professional standards; at the beginning of the audit cycle, review and approve a summary of the annual internal audit plan for the campus; at the end of the cycle, submit and/or present a year end summary regarding the annual activities of the internal audit office. The Committee shall meet upon the call of the Chair and a majority of the members of the Committee shall constitute a quorum for the transaction of business.

The internal auditor shall report to the Chancellor but shall also have a reporting relationship to the Chair of the Committee to enable the auditor to freely discuss professional issues with the Committee Chair.

The Chancellor shall consult with the Committee regularly concerning all matters related to the Committee's responsibilities and annually at the Board's annual meeting concerning North Carolina Central University's efforts to assure the adequacy of management staff and the existence of sufficient fiscal controls to administer additional authorities authorized under N.C. G.S. 116-30.1.

The Committee shall maintain for the Board a master plan for the physical development of North Carolina Central University and advise and assist the Chancellor and submit recommendations to the Board with respect to real property transactions and other capital transactions within the jurisdiction of the Board. The Committee may act for the Board in the selection of architects or engineers for buildings and improvements requiring such professional services and may act for the Board in approving all proposals.

## **ACADEMIC AND STUDENT AFFAIRS COMMITTEE**

The Committee's jurisdiction includes academic affairs, student affairs, financial aid, campus safety, research and graduate studies. The Chancellor shall consult regularly with the Committee on policies relating to academic programs, public service activities, and student affairs. The Committee shall make recommendations to the full Board regarding these policies. The Chancellor also may seek the advice of the Committee on matters relating to student self-government and on policies relating to research and graduate studies.

The Committee will serve as the hearing body for student appeals.