

North Carolina Agricultural and Technical State University  
**BOARD OF TRUSTEES**  
**COMMITTEE STRUCTURE**

Current	Proposed
Academic Affairs	University Affairs (Academic Affairs and Student Affairs) Additional reporting may include: Division of Research and Economic Development (DORED), Athletics, and Human Resources (HR)
Student Affairs	
Human Resources	
Audit	Risk Management, Audit and Compliance
Endowment Board	Endowment
Executive	Executive
Business Affairs	Business Affairs Additional reporting may include: Information Technology Services (ITS)
University Advancement	Advancement and External Affairs
	Governance

## Endowment Board Committee Charter

### Purpose

The Endowment Board Committee has overall responsibility for the operation and administration of the investment portfolio, including the formulating of guidelines and monitoring the management of the investments.

### Authority and Responsibilities

The N.C. A&T State University Endowment Board Committee of the Trustees recognizes North Carolina General Statute 116-36 “Endowment fund” and UNC Policy Manual Sections 600.2.1. “Endowment Funds” and 600.2.1.2[G] “Guidelines on Creating and Operating Endowment Funds” and the powers and duties contained therein, including but not limited to:

- Acceptance of gifts, donations and bequests
- Disposal of property, real or personal, of the Endowment Fund
- Prudent investment of the endowed funds
- Appointment of a fiscal agent or agents
- Expend principal and income in strict accordance with terms of the gift, devise, or bequest
- Manage a prudent endowment spending policy

Any corporate transaction in which a Trustee has a direct or indirect interest must be authorized, approved, or ratified in good faith by a majority of the Trustees who have no direct or indirect interest in the transaction even though less than a quorum; provided, however, no such transaction shall be authorized, approved, or ratified by a single Trustee. For purposes of this Section, a Trustee has an indirect interest in a transaction if:

- Another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction; or
- Another entity of which he is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board.

## **Meetings**

The Endowment Board Committee meets four times annually in conjunction with each regularly scheduled meetings of the Board of Trustees; special meetings may be called by the Chair or upon request of three other members.

A report shall be made by the Endowment Board Committee to the Board of Trustees of the University at each regular meeting of the Board of Trustees of the University.

## **Quorum**

The presence of the majority of the members of the Board in office immediately before a meeting begins shall constitute a quorum for the transaction of business. Also, a quorum can be achieved by a majority if the meeting is held by teleconference.

## **Actions Between Regular Meetings**

Between regular meetings of the Board, routine matters of business may be dealt with by written ballot and without a meeting if such is deemed appropriate by the Chair. Any action taken by this method must be reported to the Board at its next regular meeting.

## **Members**

The Endowment Board Committee of North Carolina A&T State University shall consist of no fewer than six members and no more than nine members, as determined by the Board of Trustees:

- One member of the Endowment Board Committee shall be the Chair of the Board of Trustees;
- One member shall be the Chancellor of North Carolina A&T State University; and
- One ex officio member shall be designated by the Board of Trustees from among the officers of the board or of the committees of the board.
- The remainder of the members may be (but need not be) members of the Board of Trustees of North Carolina A&T State University elected for overlapping terms of three years each.

In considering nominations to the Endowment Board, the Chair of the Board of Trustees will take into consideration individuals who (a) have experience/expertise in investments, (b) bring special skills or talents to the Endowment Board, or (c) have established an endowment at North Carolina A&T State University, either within the endowment fund or elsewhere.

Members of the Board of Trustees of the Endowment Board Committee may not be elected to more than two full three-year terms. New trustees elected to succeed trustees whose full terms are completed will be elected at the last regular meeting of the academic year of the Board of Trustees.

The Chair of the Board of Trustees shall be ex officio Chair of the Endowment Board Committee. The Chair shall preside at all meetings of the Endowment Board Committee and have all powers and duties incident to such office. The Chair shall provide a summary report of actions taken at each meeting of the Endowment Fund Board of Trustees to the N.C. A&T State University Board of Trustees at their next regularly scheduled meeting.

**Staff Designee**

Vice Chancellor for Business and Finance

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## Executive Committee Charter

### Purpose

The Executive Committee provides an opportunity for Board leaders to engage, within the limits set by Board policy and the Bylaws, in strategic planning, decision-making, oversight, and communications on important organizational matters.

### Authority and Responsibilities

- Exercises all powers of the Board between regularly scheduled meetings concerning urgent university matters, such as hiring or removing a vice chancellor level officer, being briefed on significant events, obligating the university to new debt, or selling or acquiring a major asset.
- Serves as a sounding board for the Chancellor and his staff on emerging issues, problems, and initiatives.
- Reports to the Board at the Board's next meeting on any official actions it has taken since the last meeting of the Board.

### Meetings

The Executive Committee meets as needed to address urgent university matters.

### Members

The Executive Committee is composed of the Board chair, vice chair, secretary, the chairs of the Board's committees on Governance; Business Affairs; Risk Management, Compliance and Audit; Endowment; Advancement and External Affairs; and University Affairs. The Chancellor is an ex-officio, non-voting member of the Executive Committee.

Note: The Chancellor should be excused for matters relating to his/her compensation and evaluation.

### Staff Designee

The Chancellor and his/her designee shall be staff to the Executive Committee.

## Governance Committee Charter

### Purpose

The Governance Committee researches, reviews and recommends policies and best practices in governance, ensuring that such practices and policies enhance the quality, efficiency and effectiveness of North Carolina Agricultural and Technical State University.

### Authority and Responsibilities

- Gives advice on how to become more thoughtful about the selection of new trustees and the composition of the Board by periodically reviewing and making recommendations to the Board Chair regarding the Board member selection process and leadership succession planning; addressing Trustee skill sets; and concerning itself with diversity of members such as in ethnicity, gender, geographic, and other types;
- Involvement in Board orientation for each new member and continuing Board educational programs, and in mentorship of new Board members;
- Creates and thereafter evaluates a Board profile for the combination of talents, knowledge, backgrounds, and expertise needed to fulfill the university's goals;
- Develops and secures Board approval of a written statement setting out the roles and responsibilities of Board members;
- Establishes performance criteria/expectations for Trustees in areas of attendance, preparedness, candor, and participation;
- Manages the process for deciding whether to reappoint a Board member;
- Designs and manages any term-limit policies on officers;
- Honors and recognizes retiring members;
- Effectively communicates the committee's responsibilities and achievements;
- Assesses the performance of the committee itself, and the board as a whole through a process of confidential self-assessment by each Board member.

### Meetings

The Governance Committee meets four times annually in conjunction with each regularly scheduled Board meeting, and may meet other times as needed to fulfill its responsibilities.

**Members / Quorum**

The Governance Committee shall consist of at least 5 but no more than seven members, including ex officio members. The committee chair shall be appointed by the Board chair. The Board chair and the Chancellor shall be non-voting, ex-officio members of the committee.

**Staff Designee**

The Chancellor and his/her designee shall be staff to the Governance Committee.

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## **Risk Management, Audit and Compliance Committee Charter**

### **Purpose**

The Risk Management, Compliance, and Audit Committee works with the Director of Enterprise Risk Management/Compliance to provide recommendations for mitigation or elimination of risks and with the Director of Internal Audit on the coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, and the effective use of the university's audit resources.

### **Authority and Responsibilities**

- Helps provide oversight of internal audit;
- Reviews the annual internal audit plan at the beginning of the audit cycle;
- Receives quarterly activity reports from the internal auditor;
- Receives direct verbal and/or written reports from the university's internal auditor regarding out-of-the-ordinary reviews and findings that may involve senior level university employees, Trustees, or associated entities;
- Compares the annual internal audit plan to the actual internal audits performed;
- Reviews audit reports of University associated entities.
- Provides oversight of the risk management and compliance functions.
- Assures that the university is performing self-assessments of operating risks, compliance, and evaluations of internal controls on a regular basis.
- Receives annual reports on risk management, compliance and legal issues.

### **Meetings**

The Risk Management, Compliance, and Audit Committee meets four times annually in conjunction with each regularly scheduled Board meeting.

### **Members / Quorum**

The Risk Management, Compliance, and Audit Committee shall be comprised of three or more members as determined by the Board but no more than five members. The committee chair shall be appointed by the Board chair.

**Staff Designee**

The Director of Enterprise Risk Management/Compliance and the Director of Internal Audit shall be staff to the Risk Management, Compliance, and Audit Committee.

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## University Affairs Committee Charter (Additional reporting may include: Academic Affairs, DORED, Student Affairs, Athletics, and HR)

### Purpose

This committee works with five vice chancellor level officers to evaluate/approve academic programs, academic planning, curricula and degrees, continuing education/online education, admissions, financial aid, faculty affairs, research, employee fora, student affairs and programs, student conduct and honor system, student health services, student housing, human resources, employee and student diversity, and intercollegiate athletics.

### Authority and Responsibilities

- Reviews and recommends to the Board of Trustees for changes in the university's mission statement;
- Advises the Chancellor on the development of plans to carry out the university's mission;
- Approves the hiring of Senior Academic and Administrative Officers, Tier I, upon the recommendation of the Chancellor;
- Fixes the non-salary compensation of all employees, other than the Chancellor, who are exempt from the State Personnel Act in accordance with UNC Policy 300.2.14;
- Reviews and approves salary ranges, based upon available relevant market data, for deans and other senior academic and administrative officers that are not established by UNC General Administration;
- Recommends for Board of Governors' approval any salary increase for an employee that exceeds the established salary range or cumulatively results in a salary that is at least 15% and at least \$10,000 above the previous June 30<sup>th</sup> salary;
- Reviews and approves any retreat rights for an administrator returning to a faculty role that requires Board of Trustees' approval under UNC Policy 300.1.6[R];
- Recommends conferral of permanent tenure [upon faculty members](#);
- Designates particular Distinguished Professorships, including Distinguished Scholar, and Distinguished Fellow, as time limited, pursuant to UNC Policy 600.2.3.viii;

- Confers emeritus status upon a faculty member or an individual with an SAAO Tier I appointment upon retirement;
- Appoints or extends the contract of the Athletic Director and head coaches with employment contracts and recommends contracts for Board of Governors' approval in circumstances where the proposed terms require such approval under UNC Policy 1100.3;
- Consistent with applicable policies of A&T and the Board of Governors, and with State law, considers appeals of faculty and EPA employees who were discharged for cause, suspended without pay, or received other significant sanction from appeal decisions by the Chancellor when the applicable policies allow such appeals;
- Considers faculty grievances per A&T policy and UNC Code Section 607, where neither the relevant administrative respondent nor the Chancellor made an adjustment recommended by the Faculty Grievance Committee in favor of the grievant;
- Reviews academic degree proposals requiring approval by the Board of Governors or UNC General Administration (including new degree programs, distance education delivery versions of approved academic programs, new distance education sites, discontinuation of degrees, and changes in degree program titles) and, upon the recommendation of the Chancellor, to recommend such programs and proposals to the Board of Trustees;
- Receives notification on behalf of the Board of Trustees of other academic program proposals (including new certificates, concentrations and minors);
- Evaluates the amount and quality of faculty research, amount of funded research grants, number of patents, and the licensing of intellectual property;
- Upon the recommendation of the Chancellor, reviews and recommends to the Board of Trustees the approval of campus initiated tuition increases and student fees (proposed new fees as well as adjustments to existing fees) [duplicates Business Affairs];
- Recommends the conferral of honorary degrees, awards, and distinctions;
- Advises in the Chancellor's selection of a Commencement speaker;

- Reviews and recommends approval of the establishment and continuation of Centers and Institutes as required by UNC Policy 400.5[R];
- Upon recommendation of the Chancellor, recommends to the Board of Trustees, when required, for approval of policies related to centers and institutes;
- Upon the recommendation of the Chancellor, recommends to the Board of Trustees for approval, when required, personnel policies not otherwise prescribed by State law, the UNC Code or policies of the Board of Governors, for personnel in all categories of university employment;
- Recommends to the Board of Trustees for approval policies regarding the collection of tuition, fees and other monies from students, as approved by the Board of Governors;
- Recommends to the Board of Trustees for approval, when required, policies regarding acceptance of cash obligations in lieu of cash from students in payment of tuition and fees, and requirements for collateral security;
- Recommends to the Board of Trustees for approval policies for administration of scholarships and other financial aid to students;
- Upon recommendation of the Chancellor, recommends to the Board of Trustees for approval, when required, policies related to the provision of student services and activities, including student government and intercollegiate athletics, subject to general provisions as may be prescribed by the Board of Governors;
- Receives and hears reports from the Chair of the Faculty Senate, the Chair of the Staff Senate, and the Student Body President.

### **Meetings**

The University Affairs Committee meets four times annually in conjunction with each regularly scheduled Board meeting.

### **Members / Quorum**

The University Affairs Committee shall be comprised of three or more members as determined by the Board but no more than seven members. The committee chair shall be appointed by the Board chair.

**Staff Designee**

The Provost and Vice Chancellor for Academic Affairs, the Vice Chancellor for the Division of Research and Economic Development, the Vice Chancellor for Student Affairs, the Vice Chancellor for Human Resources, and the Athletics Director shall be staff to the University Affairs Committee.

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## Advancement and External Affairs

### Purpose

The Advancement and External Affairs Committee of the Board of Trustees shall exercise oversight of university programs related to private giving to the institution, alumni programming and communications, public relations and university communications, and external relations at the local, state, and national levels.

The committee shall review and recommend any necessary action or policies on matters listed below, as well as discuss a variety of issues related to the overall advancement of the university, including private philanthropy, alumni relations, communications and public relations, and external relations.

### Authority and Responsibilities

- Advises the Chancellor in all areas pertaining to development, advancement services, university communications, and alumni relations;
- Receives and reviews reports on private support of the university to assess effectiveness and make recommendations related to philanthropy;
- Receives reports on NC A&T State University Alumni Association activities and initiatives and makes recommendations concerning alumni relations;
- Receives reports on marketing, communications, and public relations and makes recommendations related to matters such as branding, licensing, and external relations of the university;
- Receives reports on the activities of the state General Assembly and makes recommendations concerning government relations;
- Recommends approval of all university fundraising campaigns;
- Advises the Chancellor and Vice Chancellor for University Advancement on the priority, timing, direction, funding and management of capital and other fundraising campaigns;
- Advises the Chancellor and Vice Chancellor for University Advancement on the formation of campaign steering committees;

- Recommends naming guidelines for endowed funds, facilities, and programs funded in whole or in part by private monies;
- Recommends to the Board of Trustees for approval the naming of all facilities and programs, owned, operated or controlled by the university;
- Upon the recommendation of the Chancellor, recommends to the Board of Trustees for approval, as required, policies related to the relationship between the university and its associated entities, the coordination of all fundraising activities intended to benefit the university, the conduct of fundraising campaigns, the use and application of privately donated funds for any activity whose sponsorship may implicate or obligate the university; and fundraising activities intended to benefit the Endowment Fund and various associated entities.

### **Meetings**

The Advancement and External Affairs Committee meets four times annually in conjunction with each regularly scheduled Board meeting.

### **Members /Quorum**

The Advancement and External Affairs Committee shall be comprised of three or more members as determined by the Board but no more than five members. The committee chair shall be appointed by the Board chair.

### **Staff Designee**

The Vice Chancellor for University Advancement and the Chief of Staff shall be staff to the Advancement and External Affairs Committee.

## Business Affairs (Additional reporting may include: ITS)

### Purpose

The Business Affairs Committee shall consider and make recommendations to the Board regarding matters pertaining to the financial, business, and information technology management of the university.

### Authority and Responsibilities

- Monitors and reviews the operating and capital budgets of the University;
- Monitors and reviews matters related to the information technology infrastructure;
- Approves the Information Technology Services Master Plan;
- Approves the issuance of debt;
- Approves the Master Facilities Plan for the University;
- Reviews and approves tuition and fee proposals;
- Reviews matters related to security and public safety of the University;
- Reviews matters related to the financial operations of the University, including the results of the annual audit.
- Recommends selection of architects/engineers and construction managers for buildings and improvements requiring professional services;
- Recommends for approval all proposals involving acquisition or disposition of any interest in real property for which authority has not been delegated to the Chancellor;
- Upon the recommendation of the Chancellor, recommends to the Board of Trustees for approval, as required, policies applicable to the financial, information technology, and other administrative matters.

**Meetings**

The Business Affairs Committee meets four times annually in conjunction with each regularly scheduled Board meeting.

**Members /Quorum**

The Business Affairs Committee shall be comprised of three or more members as determined by the Board but no more than seven members. The committee chair shall be appointed by the Board chair.

**Staff Designee**

The Vice Chancellor for Business and Finance and the Vice Chancellor of Information Technology Services shall be staff to the Business Affairs Committee.

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