



# NORTH CAROLINA AGRICULTURAL AND TECHNICAL STATE UNIVERSITY

SEC. 1—GOVERNANCE 2.0

## DUTIES, RESPONSIBILITIES, AND EXPECTATIONS OF MEMBERS OF THE BOARD OF TRUSTEES

### UNIVERSITY POLICY

I. **Applicability and Purpose.** This policy sets forth the duties, responsibilities, expectations, and standards of conduct for members of the Board of Trustees of North Carolina Agricultural and Technical State University.

II. **Definitions.** For purposes of this policy:

A. “Board” means the Board of Trustees of North Carolina Agricultural and Technical State University.

B. “Board member” means any member of the Board of Trustees of North Carolina Agricultural and Technical State University.

~~“University” means North Carolina Agricultural and Technical State University.~~  
“Chancellor” means the Chancellor of North Carolina Agricultural and Technical State University.

D. “Fiduciary duty” means the higher duty each Board member owes to North Carolina Agricultural and Technical State University by virtue of serving on the Board.

E. “Chancellor” means the Chancellor of North Carolina Agricultural and Technical State University.

“University” means North Carolina Agricultural and Technical State University.

III. Fiduciary Obligations, Duties, and Responsibilities. Board members are responsible for performing functions that are central to the governance of the University, as described in Chapter 116 of the North Carolina General Statutes, the Code of the Board of Governors of the University of North Carolina, the University of North Carolina Policy Manual, and the policies and by-laws of the University. Board members shall adhere to the standards of conduct and fulfill duties and expectations set forth in this policy. As a fiduciary for the University, Board members owe the University the duty of care, the duty of loyalty, and the duty of obedience. These duties will be explained below.

A. The Duty of Care. —Board members shall discharge their duties to the University with the care, skill, prudence, and diligence that a prudent individual familiar with such matters would use under similar circumstances in a like position.

1. Discharge of Duties.

a. Attendance.—Board members shall attend Board meetings. If a Board member is, for any reason, other than ill health or service in the interest of the State or nation, absent for three (3) successive regular meetings of the Board, his or her place as a Board member shall be deemed vacant. (See G.S. 116-31(j))

b. Board members shall become knowledgeable about issues that affect the University and seek to understand the educational needs and desires of all the State’s citizens, and their economic, geographic, political, racial, gender, and ethnic diversity.

- c. In discharging his or her duties, a Board member is entitled to rely on information, opinions, reports, or statements, including: financial statements and other financial data, if prepared or presented by one or more officers or employees of the University whom the Board member reasonably believes to be reliable and competent in the matters presented; legal counsel; public accountants; the North Carolina Attorney General; or other persons as to matters that the Board member reasonably believes are within the person's professional, official, or expert competence.
- d. A Board member is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the above subsection unwarranted.
- e. Board members shall provide oversight to ensure that the University's resources are dedicated to the fulfillment of its mission.

~~Attendance. Board members shall attend Board meetings. If a Board member is, for any reason, other than ill health or service in the interest of the State or nation, absent for three (3) successive regular meetings of the Board, his or her place as a Board member shall be deemed vacant. (See G.S. 116-31(j))~~

1. \_\_\_\_\_

2. \_\_\_\_\_ Participation in Policy and Oversight Functions.

3. \_\_\_\_\_

4.2. Board members are expected to prepare for meetings; actively contribute to the work of the Board; and act in accordance with the governance, oversight, and advisory functions allocated to the Board.

- a. In carrying out the duties and responsibilities of the Board, it is the responsibility of each Board member to be knowledgeable in some detail regarding the operations, management, finances, and effectiveness of the academic, research, and public service programs of the University, and each Board member has the right and authority to inform him- or herself as to the duties, responsibilities, and obligations of the member.
- b. Board members should review and inquire about materials that involve the University, such as Board minutes and annual reports.
- c. Board members should make an effort to participate in conferences and other programs designed to educate and update Board members,

and to attend commencements, convocations, and other special events on campus.

d. Board members should keep themselves informed about issues and events at the local, State, and national level that may affect the University and higher education in general. At times, they may be requested to engage in advocacy for the University.

e. Board members should understand and participate appropriately in the oversight function allocated to the Board with respect to the finances and effectiveness of the University.

f. Board members should seek information from and consult appropriately with the Chancellor to gain additional context, make well-informed policy decisions, and carry out responsibilities for Board-level oversight and monitoring of the affairs of the University.

g. Board members should participate as requested in the preparation and revision of long-range plans for the University.

h. Board members should serve on and contribute to the work of assigned committees.

a.i. Board members should participate in scheduled evaluations of the Chancellor's performance.

5.—— Board members are expected to conduct themselves in a professional manner both in their interactions on the Board and in interactions with members of the University and the broader community; and to act consistently with their roles as members of a Board.

6.——

7.—— Each Board member should work collaboratively with other Board members as a unit, including listening to and considering different opinions, and otherwise making reasonable efforts to conduct him or herself in accordance with the practices and customs of formality and decorum articulated in Robert's Rules of Order.

8.—— The Board should recognize the important role that the principle of shared governance plays in institutions of higher education. It should seek input from faculty, staff, and students and whenever possible incorporate their views into its decisions.

9.—— The student member of the Board each year has a unique responsibility to ensure that the views of students are heard in Board deliberations. That student should also share with other students the Board's perspectives on University issues. In performing both of these functions, that student should keep in mind the needs of all constituencies within the University.

10.—— Board members should refer matters of administration and management to the Chancellor for handling.

11.—— Board members should respect and follow executive leadership, management, and reporting lines when communicating with the University, and refrain from directing matters of administration or executive action except through the Chancellor.

12.—— While Board members should seek information and ask questions of others, they should refrain from publicly criticizing the Chancellor or other members of the University community.

13.—— Board members should understand that they serve the University as a whole and are not advocates for any particular unit or constituency of the University.

14.—— Board members should recognize that their authority is collective, not individual, and only arises from their participation with other members of the Board when it is officially convened.

15.—— Statements on matters of an obviously controversial nature should be made by the chair of the Board or the Chancellor.

16.—— No Board member shall make or issue any public statement on an obviously controversial subject which might reasonably be construed as a statement of the official position of the University or Board without advance approval of Board.

~~17.—— If Board members choose to speak publicly on issues relating to the University or higher education in general they should make it clear that they are stating their personal views and are not expressing the formal position of the Board or the University.~~

~~18.—— Any Board member speaking in a personal capacity must make clear by an express statement that he or she is not speaking for the University or the Board.~~

~~19.—— Board members are expected to coordinate media contacts with, and to provide advance notice to, the Office of University Relations.~~

~~20.——~~

21.3. Board members are expected to engage in good decision-making.

a. Board members should be attentive during meetings and refrain from multitasking. They should treat the opinions of their colleagues on the Board as well as others participating in Board discussions with civility and respect and should be open to alternative points of view. They should refrain from publicly or privately criticizing other Board members or impugning their motives.

b. Board members should strive to make informed decisions based on an analysis of objective data. In their deliberations they should rely on the application of sound management principles and prudent business judgment. To ensure thorough consideration of Board decisions, they should review briefing materials and be prepared to actively participate in discussions.

c. In order to make good decisions, Board members need to engage in robust and thorough discussions of University issues in public meetings. Disagreements will occur and Board members should seek productive ways to resolve them. Once a consensus is reached on an issue, all Board members should respect and support the final decision of the Board.

4. Board members are expected to conduct themselves in a professional manner both in their interactions on the Board and in interactions with members of the University and the broader community; and to act consistently with their roles as members of a Board.

a. Each Board member should work collaboratively with other Board members as a unit, including listening to and considering different opinions, and otherwise making reasonable efforts to conduct him- or herself in accordance with the practices and customs of formality and decorum articulated in Robert's Rules of Order.

- b. The Board should recognize the important role that the principle of shared governance plays in institutions of higher education. It should seek input from faculty, staff, and students and whenever possible incorporate their views into its decisions.
- c. The student member of the Board ~~each year~~ has a unique responsibility to ensure that the views of students are heard in Board deliberations. That student should also share with other students the Board's perspectives on University issues. In performing both of these functions, that student should keep in mind the needs of all constituencies within the University.
- d. Board members should refer matters of administration and management to the Chancellor for handling.
- e. Board members should respect and follow executive leadership, management, and reporting lines when communicating with the University, and refrain from directing matters of administration or executive action except through the Chancellor.
- f. While Board members should seek information and ask questions of others, they should refrain from publicly criticizing the Chancellor or other members of the University community.
- g. Board members should understand that they serve the University as a whole and are not advocates for any particular unit or constituency of the University.
- h. Board members should recognize that their authority is collective, not individual, and only arises from their participation with other members of the Board when it is officially convened.
- i. Statements on matters of an obviously controversial nature should be made by the Chair of the Board or the Chancellor. The Board Chair is the official spokesperson for the Board of Trustees.
- j. No Board member shall make or issue any public statement on an obviously controversial subject which might reasonably be construed as a statement of the official position of the University or Board without advance approval of Board.
- k. If Board members choose to speak publicly on issues relating to the University or higher education in general, they should make it clear

that they are stating their personal views and are not expressing the formal position of the Board or the University.

l. Any Board member speaking in a personal capacity must make clear by an express statement that he or she is not speaking for the University or the Board.

m. Media contacts shall be referred to the Chair of the Board and the Office of University Relations. The Chair shall be advised of all requests for public records directed to a Board member which shall be referred to the Office of University Relations; and the Chair may be advised of requests for public records to the University, but is not required to be so advised.

B. The Duty of Loyalty. —Board members shall act in good faith with the best interest of the University in mind.

1. A Board member shall conduct him- or herself, at all times, in furtherance of the University's goals and not the Board member's personal or business interests.

22.2. Ethical Conduct. Board members shall adhere to high standards of ethical conduct by complying with laws, regulations, and University policies applicable to their service as Board members and public officials, which include the obligations to:

- a. Exercise authority honestly and fairly, free from impropriety, threats, favoritism, and undue influence, as required by the State Ethics Act (See G.S. 138A-2 et seq.);
- b. Keep confidential all information and records that are required by law to be kept confidential, including, but not limited to, personnel records and information, student records and information, attorney-client communications, and closed session deliberations and information;
- c. Comply with North Carolina open meetings and public records laws, including compliance with State policies regarding records retention and information management;
- d. Use University email addresses for all communications related to public business or public policy over which the Board has supervision or control;



e. Bring concerns about operations, accountability, potential or real conflicts of interest, reports of unlawful and/or noncompliant activity, and the need for an investigation to the attention of the appropriate institutional or organizational officer, such as the Chancellor, Board Chair, or committee chair;

b.f. Avoid any personal or business interest that may conflict with the member's responsibilities to the University;

e.g. Avoid even the appearance of impropriety when conducting the University's business; and

h. Recuse oneself from consideration of matters during meetings when required by law or when reasonableness dictates.

C. The Duty of Obedience—Board members shall ensure that the University is operating consistently with external and internal requirements, such as:

a. Working to further the University's stated purpose and mission;

b. Complying with statutes, regulations, other external requirements;

c. Following University policies;

d. Having internal controls that effectively ensure compliance.

#### IV. Support for the University.

~~Board members shall discharge their duties to the University with care, skill, prudence, and diligence.~~

~~Board members shall exercise the degree of diligence, care, and skill that a prudent individual familiar with such matters would use under similar circumstances in a like position.~~

~~Board members shall act in good faith with the best interest of the University in mind.~~

~~In discharging his or her duties, a Board member is entitled to rely on information, opinions, reports, or statements, including: financial statements and other financial data, if prepared or presented by one or more officers or employees of the University whom the Board member reasonably believes to be reliable and competent in the matters presented; legal counsel; public accountants; the North Carolina Attorney General; or other persons as to matters that the Board member reasonably believes are within the person's professional, official, or expert competence. A Board member is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the above subsection unwarranted.~~

~~A Board member shall conduct him or herself, at all times, in furtherance of the University's goals and not the Board member's personal or business interests.~~

~~Board members shall provide oversight to ensure that the University's resources are dedicated to the fulfillment of its mission.~~

~~Board members shall become knowledgeable about issues that affect the University and seek to understand the educational needs and desires of all the State's citizens, and their economic, geographic, political, racial, gender, and ethnic diversity.~~

Board members are expected? encouraged? to offer provide financial support to the University in accordance with their means.

~~V. Removal. A Board member may be removed, or recommended for removal, for specified cause by affirmative vote of two thirds (2/3) of the voting membership of the Board of Governors then in office.~~

V. Removal of a Member of the Board of Trustees. The Board of Governors may remove from ~~the a~~ Board of Trustees a ~~Board~~ member who was elected by the Board of Governors. With respect to a member of the Board of Trustees who was appointed by the Governor, the Board of Governors may vote to recommend to the Governor that the member be removed. The Board of Governors' policy/procedure on removal of a member of the Board of Trustees is set out in UNC Policy Manual 200.7., Sec. IV. A Board member may be removed, or recommended for removal, for specified cause by an affirmative vote of two-thirds (2/3) of the voting membership of the Board of Governors then in office.

VI. Procedure for Removal; Specification of Cause; Notice and Opportunity to Respond.

~~The chair of the Committee on University Governance shall send the Board member a written specification of reasons to consider the Board member's removal. The notice shall state that the Board member may submit a written response to the chair of the Committee on University Governance within five (5) business days of receipt of the written notice.~~

~~The Committee on University Governance shall consider the written response of the Board member and recommend to the Board of Governors action that the committee deems appropriate. If the Board member submits no written response to the chair of the Committee on University Governance within the specified timeframe, the Committee on University Governance may continue with its consideration of removal of the Board member, or a recommendation that the appropriate appointing or electing authority remove the Board member.~~

~~In its consideration of each matter, the Committee on University Governance may review any documents or establish any procedures it considers necessary based on the particular circumstances involved.~~

Other Matters.

A. Effective Date. The requirements of this policy shall be effective on the date of adoption by the Board.

B. Relation to State Laws. The foregoing policy as adopted by the Board is meant to supplement, and does not purport to supplant or modify, those statutory enactments which may govern the activities of public officials.

Approved by the Board of Trustees

Date policy is effective: Upon approval

First Approved: \_\_\_\_, 2016

Revised:

\_\_\_\_\_  
Harold L. Martin, Sr.  
Chancellor

\_\_\_\_\_  
Date signed for final posting