

# BOG POLICY MANUAL 200.7



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## UNC POLICY MANUAL 200.7

- Details the duties and responsibilities of members of the Board of Governors, boards of trustees of constituent institutions, and the boards of University-affiliated organizations.
- Establishes the bases and procedures for board member sanctions, including removal or recommendation for removal.
- Expands and clarifies the duties and responsibilities of board members.
- Establish a more detailed process for receipt, review, and consideration of complaints against board members.
  - > Clarify the Board's authority to impose sanctions, including interim sanctions, removal, or recommendation for removal, within the Board's discretion.

## CLARIFIED SCOPE OF AUTHORITY

- Board members' authority is:
  - > **collective**, not individual, and only arises from their participation with other members of the board when officially convened.
  - > Individual board members hold **no inherent authority** under applicable law or University policy to exercise administrative or executive functions on behalf of their institution.
  - > Individual board members **may not bind** the board or the institution, **enter into contracts** on behalf of the board or the institution, or **otherwise act** on behalf of or in the name of the board or institution unless clearly authorized to do so in a particular matter by the board itself or the chief executive officer of the institution (200.7 III.C).

## SCOPE OF AUTHORITY (EXAMPLES)

- **Refer** matters of administration and management to the chief executive officer of the institution or University-affiliated organization for handling; Respecting
- **Respect and follow** executive leadership, management, and reporting lines when communicating with and seeking information from the University and the constituent institutions, and refraining;
- **Refrain from** directing matters of administration or executive action except through the chief executive officer of the institution or University-affiliated organization;
- **Not undertake** reviews, background checks, investigations, or any other assessments of University employees or candidates for University employment unless duly and explicitly directed to do so by the president, by the chief executive officer of the employing institution, or by the Board of Governors.
- Nothing in this provision is intended to **prohibit or inhibit** a board member's from taking appropriate steps to prepare for meetings, consistent with the board's duties and responsibilities.

## ETHICAL CONDUCT

- Board members shall adhere to high standards of ethical conduct which include the obligations to:
  - > Exercise authority honestly and fairly, free from impropriety, threats, favoritism, and undue influence, as required by the State Ethics Act.<sup>4</sup>
  - > Keep confidential all information and records that are required by law to be kept confidential;
  - > Comply with North Carolina open meetings and public records laws;
  - > Comply with applicable public records laws by permitting open access to and inspection of public records in the member's custody;
  - > Bring matters of concern, potential or real conflicts of interest, and reports of unlawful and/or noncompliant activity to the attention of the appropriate institutional or organizational officer, such as the president, chancellor, board chair, or committee chair;
  - > Avoid any personal or business interest that may conflict with the member's responsibilities to the institution or University-affiliated organization;
  - > Avoid even the appearance of impropriety when conducting the institution's or University-affiliated organization's business;

## ETHICAL CONDUCT

- Recuse oneself from consideration of matters during meetings when required.; DRAFT The UNC Policy
- Conduct oneself at all times in accordance with the University's prohibition about all forms of illegal discrimination or harassment;
- Not engage in acts of fraud or other violations of law inconsistent with the ethical expectations of a public official;
- Not act as a registered lobbyist on behalf of any lobbyist principal in any matter or issue that is adverse to the interests of the UNC System, a constituent institution, or a University-affiliated organization; and
- Not represent, as a practicing attorney, any party in a matter in which the party's interest is adverse to the interests of the UNC System, a constituent institution, or a University-affiliated organization. For purposes of this restriction, members are not generally prohibited from acting as criminal defense counsel to students and employees in criminal prosecution matters.

## COMPLAINTS

- Complaints against a board member may be made to the chair of the Committee on University Governance.
- Upon receipt of a complaint, the chair of the Committee on University Governance (CUG) shall determine whether, assuming all of the facts alleged are true, the complaint alleges a material violation of the duties, responsibilities, and expectations of board members. If the complaint does not meet this threshold, the chair of the Committee on University Governance may dismiss the complaint.
- If the complaint is against a **member of a board of trustees or University-affiliated organization**, then the CUG may **retain the complaint** for review and adjudication, or it may **direct the complaint** to the board of trustees with directions for appropriate action. The committee's determination should be based on the allegations of the complaint, the board of trustee's capacity to review the complaint, and all other relevant circumstances.
- Complaints may be referred to the State Ethics Commission.

## INTERIM SANCTIONS

- A board member may be subject to an interim sanction(s) for an alleged material violation of the duties, responsibilities, and expectations of board members prior review and adjudication of a complaint.
- Interim sanctions should be temporary in duration and should balance the severity of the interim sanction against the severity of the alleged violation.
- Removal of a board member **shall not** be issued as an interim sanction.
- The Committee on University Governance may recommend to the Board of Governors an interim sanction against a member of the Board of Governors that the committee deems appropriate.
- The Committee on University Governance may recommend interim sanction(s) against a member of a board of trustees or University- affiliated organization as part of the committee's referral of a complaint to a board of trustees with directions for appropriate action.
- Any interim sanction shall require an affirmative vote of two-thirds (2/3) of the voting membership of the Board of Governors or board of trustees then in office.



## REMOVAL OR RECOMMENDATION FOR SANCTIONS

- Board members shall receive written specification of the complaint(s) against the board member. The notice shall state that the board member may submit a written response to the chair of the Committee on University Governance (CUG) and the complaining board member within five (5) business days of receipt of the written notice.
- The CUG 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 CUG 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 proceed to consider the complaint.
- The committee may select one or more committee members or another qualified individual to investigate the allegations and provide the committee with factual findings and a recommendation. The committee may review any documents or establish any procedures it considers necessary.

## REMOVAL OR RECOMMENDATION FOR SANCTIONS

- Following the deadline for the respondent's written response and the conclusion of any investigation, the CUG shall conduct a hearing to consider the complaint against the board member. The chair of the CUG shall preside over the hearing, which shall include a full and accurate presentation of all relevant facts. During this hearing, the respondent member shall be permitted to be heard.
  - > At the conclusion of the hearing, the CUG shall assess the evidence presented using a preponderance of the evidence standard and recommend to the Board of Governors findings and action that the committee deems appropriate.



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