




**Memorandum**

**To:** Hilda Pinnix Ragland, North Carolina A&T Board of Trustees  
Chancellor Harold L. Martin, Sr.

**From:** Peter Hans, President 

**Date:** October 22, 2021

**Subject:** Review of NC A&T's Proposed Resolution to Amend and Restate its Board of Trustees' Delegated Authority

Thank you for submitting NC A&T's proposed resolution to amend and restate its board of trustees' delegated authority. I hope you found the exercise to be a valuable enterprise risk management tool in assessing your campus' governance and operations.

I am pleased to inform you that upon review of your proposed resolution, I **approve** it to be adopted by your Board prior to November 1, 2021, subject to the adoption of the two technical amendments described below. I am sure the Board of Governors will find this information insightful and valuable as we work toward constant improvement in our University and campus governance. Our work could result in the implementation of best practices identified system-wide.

I note that the proposed resolution delegates to the chancellor the authority to execute certain personnel actions related to IRIT employees (see [UNC Policy 600.3.4 Section II](#)). However, as you know, that delegation remains limited in part by the Office of the President's regulations and guidelines related to the ability to establish or modify new IRIT positions and salary ranges. Should you wish to discuss the interplay between the delegation and the relevant regulations and guidelines, do not hesitate to let me know.

In addition to the above, there are some recommendations I have that should be addressed in the board of trustees' final adoption to be approved.

- First, NC A&T should incorporate and attach additional Exhibits as their supporting documents, including its Management Flexibility Plan and Board of Trustees Bylaws cover any gaps that may exist in the supporting documents and to formalize delegation and sub delegations.
  - Example language to add to Paragraph 8 of NC A&T Resolution: "Further, without limitations, all delegations of authority from the Board of Trustees (including authority to further delegate such authority) expressly indicated in NC A&T's Management Flexibility Plan, as approved by the University of North Carolina Office of the President and as amended from time to time, and [NC A&T Board of Trustees Bylaws](#) are hereby incorporated by reference as though fully set forth and attached as Exhibits B and C."

- Second, the Resolution should incorporate by reference the campus Delegation of Signature Authority Policy to document existing delegations made for executing certain contracts. We recognize that many of those delegations may fall outside the scope of Board of Governors' Resolution, however, some signature authority may be vested attendant to Board of Trustees' delegated authority.
  - Example language to add to NC A&T's Resolution: "In addition to the duties, responsibilities, and authorities assigned to the Chancellor by the Board of Governors through Section 502 of The Code of the University of North Carolina, and pursuant to [N.C.G.S. § 116-31.10 \(Powers of Board regarding certain purchasing contracts\)](#), the Board of Trustees hereby delegates to the Chancellor full authority, or affirms the Chancellor's inherent authority to sign or execute, or to designate University employees to sign or execute, agreements, contracts, leases, and other official documents with institutions, agencies, corporations, partnerships, individuals, and other legal entities, including all such agreements not required by law or administrative regulation to be otherwise executed; provided, however, that such agreements shall comply with the law of North Carolina, especially the North Carolina General Statutes 143 and 146, when applicable, and with The Code of the University of North Carolina, and policies determined by the Board of Governors or the Board of Trustees. Campus officials designed by the Chancellor to sign official documents on behalf of the University as of the date of this Resolution are found in [NC A&T University Policy 1102 \(Signature Authority and Delegation of Authority to Sign Contracts\)](#)."

Going forward, I encourage you to continue to maintain your delegations as a mechanism for mitigating enterprise risk and tracking and documenting your campus delegations and decision-making authority. At minimum, your work "resets" or "brings current" the decision-making structure at NC A&T. Please also be reminded, as your resolution notes, that any delegation not provided for in the resolution will revert back to your full Board of Trustees unless and until a further delegation is made and adopted.

I sincerely appreciate all you and your campus do in support of the University of North Carolina System and its constituent institutions.

cc: Committee on University Governance, c/o Governor David Powers, Chair  
Norma Houston and Andrew Tripp, UNC System Office  
Melissa Jackson Holloway, General Counsel, NC A&T