

BOARD OF TRUSTEES DELEGATED AUTHORITY AND BYLAWS

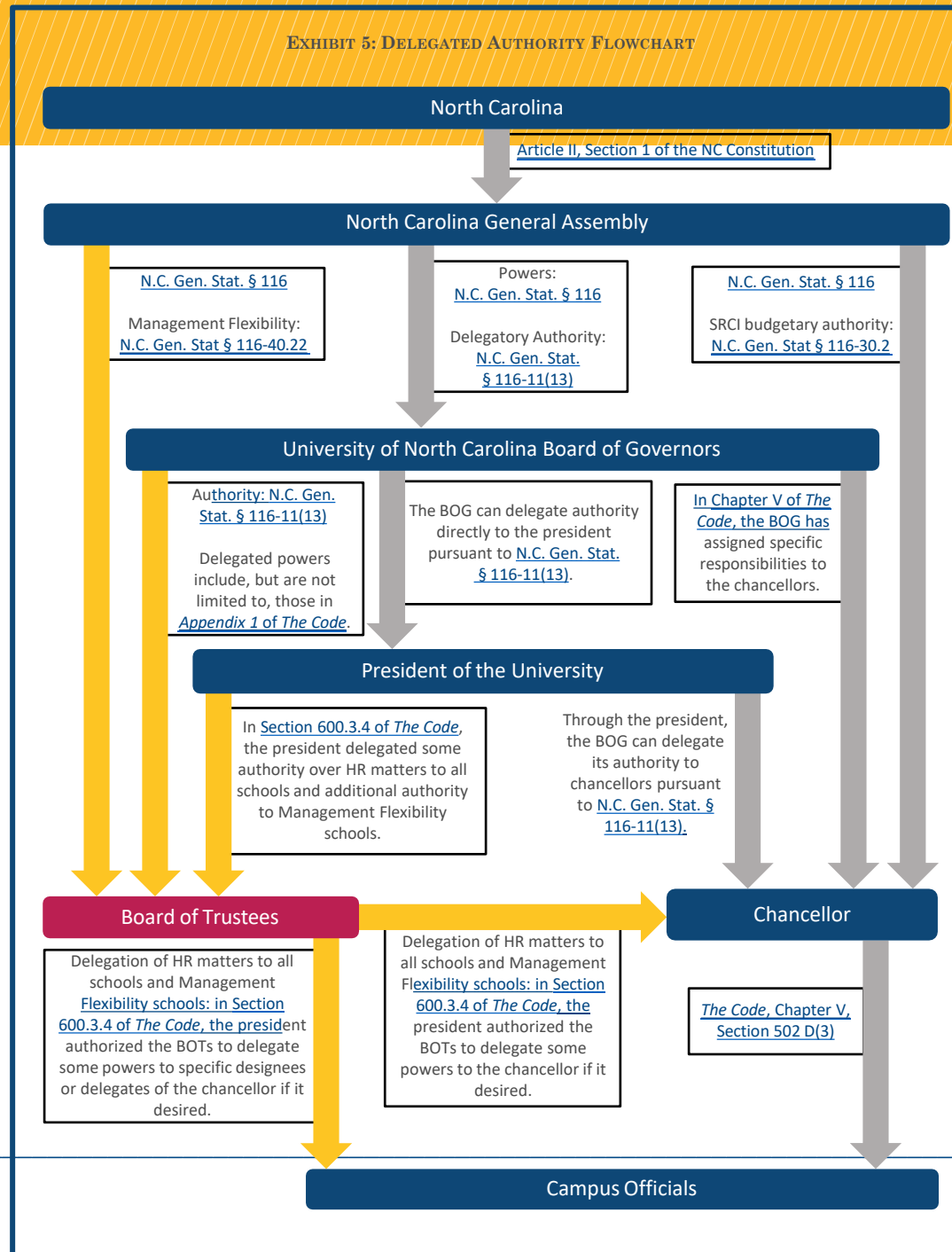


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DELEGATED OF AUTHORITY

- The UNC Board of Governors is the policy-making body legally charged with the “general determination, control, supervision, management, and governance of all affairs of the constituent institutions. [G.S. 116-11\(2\)](#). The BOG exercises its authority and oversight through the [Code and UNC Policy Manual](#).
- Through the Statutes, Code, and Policy Manual the BOG entrusts to the N.C. A&T Board of Trustees (BOT) authority in many areas specifically related to the N.C. A&T (delegated authority).
- In 2021, the BOG required each campus **board of trustees** to **amend and restate in detail all delegations of authority by the BOT** of that institution to any board committee, the chancellor, or other campus entity, employee, officer, or agent.

EXHIBIT 5: DELEGATED AUTHORITY FLOWCHART



AUTHORITY DELEGATED TO THE N.C. A&T BOT

- The Code 100.1 outlines the roles and responsibilities of the campus BOT incorporating the duties deleted to the Board by state statute:

Academic & Administrative Personnel

Academic Programs

Academic Degrees & Grading

Honorary Degrees, Awards, & Distinctions

Budget Administration

Property & Buildings

Endowments & Trust Funds

Admission

Tuition Fees & Deposits

Student Financial Aid

Student Services

Student Activities & Government

Intercollegiate Athletics

Traffic & Parking Regulations

Campus Security

Auxiliary Enterprises, Utilities, &

Miscellaneous Facilities

CAMPUS-BASED AUTHORITY

- Important to understand:
 - > The authority retained by the BOG and UNC System President.
 - > The authority delegated to BOT, Chancellor, and other University administrators and the limits of those delegations.
- These delegations have impact on:
 - > What campus-based actions require BOT approval/ratification.
 - > What faculty and staff are authorized to do or commit the University too (contracts, MOUs, purchasing, etc.)
 - > Complaints or concerns regarding decision-making
 - > Impacts on shared governance (what can be shared?)

BOT BYLAWS AND EXERCISE OF DELEGATED AUTHORITY

AGG
IES **DO**

COMMITTEE OVERSIGHT (CHARTERS)

- Advancement & External Affairs - 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.
- Business Affairs -consider and make recommendations to the Board regarding matters pertaining to the *financial, business, and information technology management* of the university.
- Endowment - responsibility for the operation and administration of the *investment portfolio*, including the formulating of guidelines, selecting investment managers, *monitoring the management* of the investments and *spending* from the endowment.

COMMITTEE OVERSIGHT (CHARTERS)

- Executive - 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.
- Governance - 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.
- Risk Management, Audit & Compliance - provide recommendations for *mitigation or elimination of risks* and the *coordination of audit efforts* to assure completeness of coverage, reduction of redundant efforts, and the effective use of the university's audit resources.

COMMITTEE OVERSIGHT (CHARTERS)

- University Affairs - evaluate/approve *academic programs, academic planning, curricula and degrees, continuing education/online education, admissions, financial aid, faculty affairs, research, employee affairs, student affairs and programs, student conduct and honor system, student health services, student housing, human resources, employee and student diversity, and intercollegiate athletics.* (Additional reporting may include: Academic Affairs, Division of Research and Economic Development, Student Affairs, Athletics, and Human Resources)

DELEGATIONS OF DUTY AND AUTHORITY TO BOT

The UNC Policy Manual, Chapter 100.1, The Code, Appendix 1

- Academic and Administrative Personnel – [University Affairs](#)
 - > Discharge or Suspension – Executive Committee
 - > Chancellor Selection – Bylaws, BOT Chair in consultation with UNC System President
- Academic Program – [University Affairs](#)
- Academic Degrees and Grading – [University Affairs](#)
- Honorary Degrees, Awards and Distinctions – [University Affairs](#)
 - > Facility Naming – [Advancement & External Affairs](#)
- Budget Administration – [Business Affairs](#)
- Property and Buildings – [Business Affairs](#)
- Endowments and Trust Funds – [Endowment](#)

DELEGATIONS OF DUTY AND AUTHORITY TO BOT

The UNC Policy Manual, Chapter 100.1, The Code, Appendix 1

- Admissions – [University Affairs](#)
- Tuition, Fees, and Deposits – [Business Affairs](#)
- Student Financial Aid – [University Affairs](#)
- Student Services – [University Affairs](#)
- Student Activities and Government – [University Affairs](#)
- Intercollegiate Athletics – [University Affairs](#)
- Traffic and Parking Regulations – [Business Affairs](#)
- Campus Safety – [Business Affairs](#)
- Auxiliary Enterprises, Utilities, and Miscellaneous Facilities – [Business Affairs](#)

WHEREAS, the Board of Trustees of North Carolina Agricultural and Technical State University (“Board of Trustees”) has a duty to promote the sound development of North Carolina Agricultural and Technical State University (“N.C. A&T State University”) within the functions prescribed for it, helping it to serve the people of 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 endeavor;

WHEREAS, the Board of Trustees serves as an advisor to the Board of Governors on matters pertaining to N.C. A&T State University and serves as an advisor to the chancellor concerning the management and development N.C. A&T State University;

WHEREAS, the Board of Trustees’ powers and duties are defined by the Board of Governors through the Board of Governors delegating certain authorities and responsibilities to the Board of Trustees;

WHEREAS, *any such delegation of authority by the Board of Governors carries with it the responsibility and authority of the Board of Governors to monitor and oversee the use of such authority;*

WHEREAS, the Board of Trustees *may further delegate their authority in order to achieve the proper function* of the UNIVERSITY, provided such delegation is consistent with the North Carolina General Statutes, University policy, and The Code of the Board of Governors of the University of North Carolina;

WHEREAS, the Board of Governors’ approval of the “Resolution to Amend and Restate Constituent Institution Board of Trustees Delegations” on July 22, 2021, directs each board of trustees of the constituent institutions to identify and restate in one binding resolution all instances in which the board of trustees of the constituent institution has delegated all or some of its delegated authority from whatever source to any committee, person, agency, or entity;

WHEREAS, the Board of Trustees has identified, reviewed, and updated its delegation of certain authorities;

NOW THEREFORE, the Board of Trustees of North Carolina Agricultural and Technical State University hereby restates, reaffirms, and approves the following authority and delegations of authority:

1. 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 Exhibit A (University Policy [1102, Signature Authority and Delegation of Authority to Sign Contracts](#)).

2. Without limitation, all delegations of authority from the Board of Trustees (including authority to further delegate such authority) expressly indicated in Exhibit B (University Personnel Management Flexibility Plan), as approved by the University of North Carolina Office of the President, and as amended from time to time, Exhibit C ([Board of Trustees' Bylaws](#)), and Exhibits D-I ([Board of Trustees' Committee Charters](#)) are hereby incorporated by reference as though fully set forth.
3. Without limitation, to exercise any authority (including the ability to further delegate such authority, as appropriate) expressly indicated in Exhibit J (Board of Trustees Delegation of Authority Chart) and incorporated herein by reference.
4. In the event of a conflict between this Resolution (including the attached Exhibits) and the Code of The University of North Carolina, policies determined by the Board of Governors, or applicable law, The Code of The University of North Carolina, policies determined by the Board of Governors, or applicable law shall control.
5. *Notwithstanding any other provision authorized by the Board of Trustees, all authority that has been delegated to the Board of Trustees and has not been expressly identified and further delegated in this resolution is hereby vested in the authority of the Board of Trustees.*

NORTH CAROLINA AGRICULTURAL AND TECHNICAL STATE UNIVERSITY BOARD OF TRUSTEES DELEGATED AUTHORITY RESOLUTION

| Source | Authority | Delegation | Source | Sub-Delegation | Source |
|----------------------------------|---|------------|--|---|-----------------------------|
| NCGS § 116-11(4) | Recommend Chancellor Nomination: The President shall make his nomination [for chancellor of a constituent institution] from a list of not fewer than two names recommended by the institutional Board of Trustees. | None | Bylaws , Section IX.E | | |
| NCGS § 116-30.8 | Audit (for Special Responsibility Constituent Institutions only): Each special responsibility constituent institution shall be audited annually by the State Auditor. The audit shall be provided to the Chancellor and Board of Trustees of the special responsibility institution, and the Board of Governors of The University of North Carolina | None | Bylaws , Risk Management , Audit , and Compliance Committee (RMAC) Charter | | |
| NCGS § 116-31.12 | Acquisition and Disposition of Real Property. The Board of Governors shall establish a policy for acquiring and disposing of an interest in real property for the use of The University of North Carolina and its constituent institutions by lease. This policy may delegate authorization of the acquisition or disposition of real property by lease to the Boards of Trustees of the constituent institutions or to the President of The University of North Carolina. | Chancellor | Bylaws , Section IX.J, Business Affairs Committee (BAC) Charter | Vice Chancellor, Business and Finance | Resolution dated 11.12.2021 |
| NCGS § 116-33.1 | Board of Trustees to Permit Recruiter Access If the Board of Trustees provides access to its buildings and campus and the student information directory to persons or groups which make students aware of occupational or educational options, the Board of Trustees shall provide access on the same basis to official recruiting representatives of the military forces of the State and of the United States for the purpose of informing students of educational and career opportunities available in the military. | Chancellor | Resolution dated 11.12.2021 | Provost and Exec. Vice Chancellor, Academic Affairs | Resolution dated 11.12.2021 |

| Source | Authority | Delegation | Source | Sub-Delegation | Source |
|--|---|---------------------------|---|---|-----------------------------|
| NC. Gen. Stat. § 116-36(a) | Endowment Fund: The Board of Trustees of each constituent institution shall establish and maintain, pursuant 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 the constituent institution. | Endowment Committee (END) | Bylaws , Section IX.K, END Charter | | |
| NC. Gen. Stat. § 116-36(c) | Endowment Fund: Pursuant to the foregoing subsections and consistent with the powers and duties prescribed in this section, each Board of Trustees shall appoint an investment board to be known as “The Board of Trustees of the Endowment Fund of _” (here shall be inserted the name of the constituent institution). | None | Bylaws , END Charter | | |
| NCGS § 116-40.5 | Campus Law Enforcement Agencies: The Board of Trustees may establish a campus law enforcement agency, employ campus police officers, and enter joint agreements with any municipality, county, or other constituent institution to extend law enforcement jurisdiction under specified circumstances. | Chancellor | Resolution dated 11.12.2021 | Chief of Police | Resolution dated 11.12.2021 |
| NCGS § 116-40.22(b) | Management Flexibility: The Board of Trustees of an institution shall, on recommendation of the Chancellor, appoint and fix the compensation of all vice-chancellors, senior academic and administrative officers, and any person having permanent tenure at that institution. | Chancellor | Resolution dated 11.22.2021 | Vice Chancellor for Human Resources | Resolution dated 11.12.2021 |
| NCGS § 116-40.22(c) | Management Flexibility: The Board of Trustees of the institution may recommend to the Board of Governors tuition and fees for program-specific and institution-specific needs at that institution without regard to whether an emergency situation exists and not inconsistent with the actions of the General Assembly. | None | Bylaws , Business Affairs Committee (BAC) Charter | | |
| NCGS § 116-40.22(d) | Management Flexibility: The Board of Trustees of an institution shall establish policies and rules governing the planning, acquisition, implementation, and delivery of information technology and telecommunications at the institution. | Chancellor | Resolution dated 11.12.2021 | Vice Chancellor, Information Technology | Resolution dated 11.12.2021 |

| Source | Authority | Delegation | Source | Sub-Delegation | Source |
|--------------------------------------|---|---------------------------|---|---|---|
| NCGS § 116-40.23 | Management Flexibility: The Board of Trustees shall report to the Board of Governors and to the Joint Legislative Education Oversight Committee any policies, procedures, and rules adopted pursuant to G.S. 116-40.22, as well as any subsequent changes thereto, prior to implementation. | Chancellor | Resolution dated 11.12.2021 | | |
| NCGS § 116-41.15(c) | Distinguished Professors Endowment Trust Fund: Each participating Board of Trustees shall establish its own Distinguished Professors Endowment Trust Fund, and shall maintain it pursuant to the provision of G.S. 116-36 to function as a depository for private contributions and for the State matching funds for the challenge grants. | Endowment Committee (END) | Bylaws , Section IXK, END Charter | | |
| NCGS § 116-41.17; 18 | Distinguished Professors Endowment Trust Fund: The Board of Trustees may recommend to the Board [of Governors], for its approval, the establishment of an endowed chair or chairs and develop procedures and rules for the designation and selection of Distinguished Professors. | Endowment Committee (END) | Bylaws , Section IXK, END Charter | | |
| NCGS § 116-44.4 | Traffic and Parking: The Board of Trustees may by ordinance prohibit, regulate, divert, control, and limit pedestrian or vehicular traffic and the parking of motor vehicles and other modes of conveyance on the campus; provide for the registration of motor vehicles maintained or operated on the campus; fix fees for such registration; set aside parking lots and other parking facilities on the campus; issue permits to park in these lots and garages and may charge a fee therefor; make it unlawful for any person to park a motor vehicle in any lot or other parking facility without procuring the requisite permit and displaying it on the vehicle; set aside spaces in designated parking areas or facilities in which motor vehicles may be parked for specified periods of time; install a system of parking meters and make it unlawful for any person to park a motor vehicle in a metered space without activating the meter; install automatic gates, employ attendants, and use any other device or procedure to control access to and collect the fees for using its parking areas and | Chancellor | Parking Ordinances | Associate Vice Chancellor, Campus Enterprises | Parking Ordinances Resolution dated 11.12.2021 |

BOT STANDING ITEMS



BOT STANDING ITEMS

July

- NOM-Presentation of officers
- UAC-Approval of athletic coach contracts
- UAC-Review of strategic priorities

September

- AEA-Review of brand report
- NOM-Approval of officers
- RAC-Approval of audit plan

November

- AEA-Review of state and federal priorities
- BAC-Approval of tuition and fees
- UAC-Review of CCIA report on athletics

February

- UAC-Approval of tenure
- UAC-Approval of honorary degree(s)
- UAC-Approval of emeritus nomination(s)

April

- UAC-Approval of faculty reassigned time
- UAC-Approval of management flexibility

BOARD BYLAWS

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CHANGES TO CURRENT BYLAWS (CHANCELLOR SEARCH)

- Empower President to appoint a search advisory committee and identify a committee chair in consultation with the BOT.
 - > Former policy - BOT Chair appoints search committee in consultation with the President.
- Search Advisory Committee (“SAC”) shall include President, BOG Chair (or designee), BOG campus liaison, as voting, ex officio members
- SAC shall include include a current or former Chancellor of another constituent institution (w/24 months perm. experience).
- Search advisory committee size reduced to a maximum of 13 voting members.

CHANGES TO CURRENT BYLAWS (CHANCELLOR SEARCH)

- Language added to clarify statutory authority of BOG (to elect) and President (to select nominee from BOT list of candidates).
- Search committee renamed to search advisory committee.
- Committee must include representatives of BOT, faculty, staff, student, and alumni.
- Language added re: role of advisory committee to no function as representatives of a particular special interest group.
- BOT must recommend an unranked slate of no fewer than 3 candidates.
 - > Prior policy allows for 2 candidates.

UNC OMNIBUS BILL

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UNC OMNIBUS (SENATE BILL 195)

- Act became law without signature on 7/14/2023
- Several provisions with direct impact on N.C. A&T
 - > Revised Article 26, Campus Free Speech:
 - Campuses shall not require students, faculty, or administrators to publicly express a given view of social policy (i.e. compelled speech)
 - Constituent institutions shall remain neutral, as an institution, on the political controversies of the day.
 - > Revised Chapter 126, State Human Resources Act
 - Exempts certain FLSA-Exempt employee from the provisions of the Act
 - Expands the authority of the Board of Governors to establish, without oversight by the Office of State Human Resources (OSHR), certain instructional/research staff, business/finance/IT and audit positions.
 - Exemption of N.C. A&T Cooperative Extension staff from the provisions of the State Human Resources Act (university request)

QUESTIONS

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