



**RESOLUTION OF THE BOARD OF GOVERNORS
DELEGATION OF AUTHORITY TO THE UNCHCS BOARD OF DIRECTORS
FOR CERTAIN EMPLOYMENT MATTERS RELATED TO THE CEO**

The University of North Carolina Health Care System ("UNCHCS") is an affiliated enterprise of The University of North Carolina, and its Chief Executive Officer ("CEO") is appointed by the Board of Governors upon the nomination of the President. The current Chief Executive Officer, William L. Roper, M.D., M.P.H., has served in this role since 2004.

The UNCHCS Board of Directors and Dr. Roper wish to enter into an agreement to extend Dr. Roper's contract of employment. Upon due and careful consideration and notwithstanding the provisions of the current employment contract, the Board of Governors hereby delegates to the UNCHCS Board of Directors the authority to negotiate and conclude all material terms of any employment contract or any amended employment contract with Dr. Roper. The President shall have the authority to execute the employment contract on behalf of the University.

The authorities described in this resolution are effective as of the date of approval and shall remain in effect so long as the current CEO remains in this role, unless modified or removed at the discretion of the Board of Governors.

BE IT SO RESOLVED.

April 15, 2016

APPROVED BY THE BOARD OF GOVERNORS
OF THE UNIVERSITY OF NORTH CAROLINA

By: _____

Ann Lemmon

Secretary of the University (Seal)