



THE BOARD OF GOVERNORS OF  
THE UNIVERSITY OF NORTH CAROLINA

*RESOLUTION TO AMEND AND RESTATE  
CONSTITUENT INSTITUTION BOARD OF TRUSTEES DELEGATIONS  
July 22, 2021*

**WHEREAS**, the 17-campus University of North Carolina System leads the nation in delivering excellent higher education to students from all over the world;

**WHEREAS**, the Board of Governors is responsible for the general determination, control, supervision, management and governance of all affairs of the constituent institutions including assessment and mitigation of enterprise risks facing the University;

**WHEREAS**, the boards of trustees of the constituent institutions have a duty to serve as advisors to the Board of Governors on matters pertaining to the constituent institutions;

**WHEREAS**, in delegating authorities to the boards of trustees, it is incumbent upon the Board of Governors to define the authorities and responsibilities it vests in the boards of trustees of the constituent institutions, and 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 boards of trustees of the constituent institutions may further delegate their authority in order to achieve the proper function of the constituent institution, 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 has delegated certain authority to the boards of trustees of the constituent institutions in areas that include, but are not limited to: (1) academic programs and affairs; (2) administrative and academic personnel; (3) budget, finance, and administration; (4) endowments and trust funds; (5) student affairs; and (6) university governance;

**WHEREAS**, the boards of trustees of the constituent institutions have in many instances further delegated these authorities to committees, the chancellor, constituent institution administration and staff, or other bodies via operating bylaws, constituent institution policy, resolution, enactment, or other direction;

**WHEREAS**, critical to the success of managing enterprise risks associated with clarity and consistencies in university governance and decision-making and to ensure proper delegations by the boards of trustees consistent with the North Carolina General Statutes, University policy, and *The Code of the Board of Governors of the University of North Carolina* is to engage in regular reviews of campus decision-making authority and documenting its delegations; and

**WHEREAS**, in furtherance of its commitment to empowering the campuses and managing the enterprise risks facing the University of North Carolina, the Board of Governors believes it prudent to direct 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;

**NOW THEREFORE, BE IT RESOLVED**, that the Board of Governors adopts the following directive to each board of trustees of constituent institutions of the University of North Carolina:

*By October 1, 2021, each board of trustees of the constituent institutions shall adopt a proposed resolution amending and restating in detail all delegations of authority by the board of trustees of that institution to any board of trustees committee, the chancellor, or other campus entity, employee, officer, or agent – including any and all sub-delegations of authority – and providing that any authority not delegated expressly by such resolution is vested immediately in the board of trustees of that constituent institution.*

*Such proposed resolution shall be reviewed and, if acceptable in his discretion, approved by the President and returned to the board of trustees of the constituent institution for final adoption before November 1, 2021. The President shall promptly forward a copy of any proposed resolution he approves to the Board of Governors' Committee on University Governance.*

*In the event that a board of trustees of a constituent institution does not act in accordance with this resolution, then, effective November 1, 2021, all authority previously delegated by a campus board of trustees to any board of trustees committee, the chancellor, or other campus entity, employee, officer, or agent vests back in the board of trustees, such that only the board of trustees may exercise the authority it has been delegated pursuant to law or policy.*

This the 22nd day of July 2021.

  
Randall C. Ramsey, Chair

  
Meredith R. McCullen, Secretary