



**RESOLUTION OF
THE BOARD OF GOVERNORS OF THE UNIVERSITY OF NORTH CAROLINA
INCENTIVE COMPENSATION PROGRAM FOR CHANCELLORS**

September 20, 2019


WHEREAS, the Board of Governors is responsible for establishing compensation, benefits and other terms of employment for chancellors on the president's recommendation pursuant to Section 300.1.1 of the UNC Policy Manual; and

WHEREAS, the Board of Governors recognizes that total compensation for executive talent in higher education continues to evolve as organizations compete to recruit and retain from a limited set of highly skilled leaders; and

WHEREAS, the Board of Governors wishes to focus compensation for chancellors more on at-risk incentive compensation tied to individual and institutional performance.

NOW, THEREFORE, BE IT RESOLVED, that the president is authorized and directed to develop an incentive compensation program for chancellors that provides an annual incentive compensation opportunity not to exceed 20% of base salary and is based on criteria that includes the chancellor's annual individual performance review and also a set of shared system-wide goals developed in consultation with the chancellors and the Committee on Personnel and Tenure of the Board of Governors. The president shall report back to the Committee and the Board as soon as practicable to obtain its approval of a proposed plan document.

Adopted this 20th day of September, 2019


Harry Smith, Chairman


Secretary