

### Policy on Chancellor Searches and Elections

The Board of Governors adopts the following policy regarding the chancellor search and election process.

I. Purpose. Under state law, the chancellor is the administrative and executive head of the constituent institution of the University of North Carolina (UNC) System whose exercise of executive authority is subject to the direction of the president.<sup>1</sup> State law requires the Board of Governors to elect a chancellor on the nomination of the president; and the president to choose the nominee from a list of candidates recommended by the institution's board of trustees.<sup>2</sup> The search for and election of a new chancellor of a constituent institution therefore requires the participation, involvement, and collaboration of the president, the board of trustees of the constituent institution, and the Board of Governors, each of which performs distinct roles and functions. Within the UNC System, chancellors report to the president. The president therefore has the primary responsibility for ensuring there is a thorough and reliable process that reflects the needs of the institution, the System, and the state, results in a pool of exceptionally qualified candidates, and culminates in the election of the chancellor by the Board of Governors.

Consistent with the statutory responsibilities of the board of trustees, president, and Board of Governors, this policy establishes requirements for the chancellor search and election process, describes the search philosophy, and identifies the resources that shall be provided through the UNC System Office and the constituent institutions during each search.

#### II. Search Roles and Process

A. President. As further described in this policy, the president or their designee shall serve as an *ex officio* member of the search advisory committee. In addition, the president shall: oversee UNC System Office staff with responsibility for managing and supporting chancellor searches, determine search advisory committee membership, charge the search advisory committee, develop chancellor leadership competencies, interview chancellor finalists, participate in the reference checking process, negotiate the terms of employment for a chancellor-elect consistent with state law and Board policy, and offer a chancellor-elect for final consideration by the Board of Governors.

B. Board of Trustees. As further described in this policy, members of the boards of trustees shall serve as members of the search advisory committee, shall consider candidates proposed by the search advisory committee as potential finalists, and shall refer a final slate of candidates to the president for additional vetting and consideration.

C. Board of Governors. The Chair of the Board of Governors or their designee and the member of the Board of Governors designated by the Committee on University Governance to

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<sup>1</sup> G.S. 116-34.

<sup>2</sup> G.S. 116-11(4).

serve as the liaison to the constituent institution shall serve as *ex officio* members of the search advisory committee. In addition, as further described in this policy, selected members of the Board of Governors shall provide input and advice to the president on a slate of finalists and the governors both in committee and then as the full body shall consider and vote on a proposed chancellor-elect.

D. Search Advisory Committee

1. The president in consultation with the chair of the board of trustees shall appoint a search advisory committee that consists of no more than 13 voting members.
2. The members of the search advisory committee shall consist of individuals knowledgeable of the duties and responsibilities of the chancellor position and broadly representative of the interest of students, faculty, staff, administrators, alumni, and the UNC System.
3. The voting membership must include representatives of the board of trustees, the faculty, the student body, the staff, and the alumni.
4. The voting membership must also include a sitting or retired chancellor from another UNC System university with 24 months or more experience serving as a permanent chancellor.
5. The search advisory committee shall also include as *ex officio*, voting members the president (or their designee), the Chair of the Board of Governors (or their designee), and the member of the Board of Governors designated by the Committee on University Governance to serve as the liaison to the constituent institution.
6. The president in consultation with the chair of the board of trustees shall identify a chair of the search advisory committee; the chair of the board of trustees may serve as chair of the search advisory committee.
7. As further described in this policy, the search advisory committee shall work on behalf of the president to receive the input of stakeholders; to develop in consultation with the president a leadership statement that describes the desired qualities for the new chancellor, including any qualities identified as Systemwide leadership pillars by the UNC Board of Governors; to conduct interviews and consider the qualifications of candidates; and to propose a slate of finalists for consideration of the board of trustees, who recommends a slate to the president.
8. It is essential that the members of the search advisory committee see themselves and function not as representatives of particular special interest groups, but as members of a team dedicated to a single objective: the identification and recommendation of the strongest possible candidates for the chancellorship of the institution.

E. Budget and Staff. Upon the establishment of the search advisory committee, the chair of the board of trustees, in consultation with the president, shall establish a budget and identify staff for the committee. The costs for a chancellor search are the responsibility of the constituent

institution. This shall include the fees and expenses of any engaged outside professional search and/or background investigation firms.

F. UNC System Office. The UNC System Office shall provide the necessary resources and support to effectively carry out a chancellor search, including but not limited to qualified human resources staff with expertise in executive search, logistical and administrative support to the chair of the search advisory committee, and training materials which shall serve to orient trustees and search advisory committee members with respect to their roles and responsibilities in the search process. The System Office may also obtain the support of the constituent institution in providing local logistical support to the operations of the search advisory committee.

G. Search Status. Members of the Board of Governors may elect to receive public notices of search advisory committee meetings and chancellor search open forums.

H. Engagement of Key Stakeholders

1. The chair of the search advisory committee shall ensure that the search process engages a broad cross-section of stakeholders to obtain well-rounded input on the leadership statement and candidates. At the discretion of the search advisory committee chair, such engagement could involve students, faculty, staff, alumni, community members, and other stakeholders familiar with the needs of the institution, region, and state.

2. The search advisory committee chair is encouraged to engage selected members of the Board of Governors who may live within proximity to the institution or otherwise have a particular interest in or knowledge of the institution and its mission to attend constituent forums, candidate receptions, or other events at which candidates are present.

3. All individuals provided the opportunity to meet with chancellor candidates on campus will be expected to sign confidentiality agreements equivalent to that signed by members of the search advisory committee.

I. Confidential Searches and Confidentiality

1. Consistent with state law protecting the identity of applicants<sup>3</sup>, searches for chancellors of the UNC System shall be conducted as “confidential searches,” which shall mean the identity of candidates, semi-finalists, or finalists shall not be disclosed to the general public. Conducting confidential searches is intended to maximize the quality of the candidate pool by not discouraging the interest of individuals who would not otherwise apply in the event of a publicly disclosed candidate pool.

2. Any individual involved in the search process, including but not limited to members of the Board of Governors, the search advisory committee, the board of trustees, and staff, shall keep confidential all search-related records and information that are required by law to be kept confidential. Confidential information includes, but is not

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<sup>3</sup> See G.S. Chapter 126, Article 7, G.S. 126-22 et seq.

limited to, personnel records and information of candidates, attorney-client communications, and closed session deliberations and information.

### III. Search Philosophy, Candidates for Chancellor, and Other Items

A. Each chancellor search advisory committee and the boards of trustees for constituent institutions shall, in consultation with the president, undertake reasonable efforts to recruit and consider a diverse pool of exceptionally well-qualified individuals for chancellor vacancies, including candidates with leadership experience and a track record of success in the public, non-profit, or private for-profit sectors.

B. The Board of Governors may, in consultation with the president and with input from constituencies across the university system, choose to identify a limited number of qualities, skills, or attributes (“leadership pillars”) that are critical to chancellor success at any System university and that must therefore be included in every leadership profile developed by a search advisory committee. The Board shall revisit such leadership pillars at its discretion to ensure alignment with current strategic priorities and the role of the chancellor.

C. In order to support proactive talent identification and succession planning efforts and to benefit future applicant pools for the position of chancellor, the president, in consultation with the officers of the Board of Governors, shall undertake reasonable efforts to develop potential chancellor candidates within the UNC System and shall ensure that opportunities for chancellor vacancies are promoted in a manner that encourages interest from well-qualified candidates who are current residents of the State of North Carolina.

D. In keeping with Board policy, in order to avoid actual or potential conflicts of interests, no presently serving member of the Board of Governors or a board of trustees shall be eligible to be appointed as an acting or interim chancellor or to be considered for the position of chancellor unless they first resign their position on said body.

IV. Board of Trustees Recommendations to the President. The board of trustees, following receipt of the report of the search advisory committee shall, subject to the direction of the president, recommend an unranked slate of no fewer than three (3) candidates for consideration by the president in designating a nominee for the chancellorship.

V. Consideration by the President. Once the slate of candidates is received from the board of trustees, the president may choose to interview one (1) or more of the candidates and may include members of his or her senior staff in the interviews, as deemed appropriate. The president may also consider asking the appointed officers of the Board of Governors and the chair and vice chair of the Committee on University Personnel to participate in these interviews to advise on the suitability of the candidates and to build support for a selected finalist before advancing to the next stage of the search process.

VI. Review of Candidate Qualifications and Background Investigation

A. Timing. The president shall initiate a detailed background investigation on one or more of the candidates received from the board of trustees for determining their suitability for election as chancellor.

B. Scope. Any candidate presented to the Board of Governors for election as chancellor must have had a completed background investigation that includes but is not limited to verification of prior work history and educational credentials, confirmation of most recent total compensation, reference checks, criminal background check, credit check, civil litigation check, and scans of relevant social media and news media references applicable to the candidate. This investigation may address any other issues deemed of relevance to the president to confirm the candidate's suitability to serve as a chancellor.

C. Review of Results. The final results of this background investigation shall be reviewed by the president, appropriate members of the president's senior staff, the officers of the Board of Governors, and the chair and vice chair of the Committee on University Personnel. This information may be shared with other members of the Board of Governors only with the direct authorization of the chair and the president when deemed necessary for the proper conduct of a search.

VII. Nomination to the Board of Governors. Following interviews and successful completion of an appropriate background investigation, the president may either identify one candidate for nomination to the Board of Governors or return the slate to the board of trustees with instructions for further action.

VIII. Negotiation of Terms and Conditions of Appointment. The president shall consult with the Board of Governors officers and the chair of the Committee on University Personnel about the president's proposed nomination and negotiation of conditional terms and conditions of appointment. The negotiated terms and conditions may include: compensation (including base salary, consistent with the Board of Governors approved market salary ranges), retirement plan participation; deferred compensation incentive and retention plans; stipends, and allowances.

IX. Election of the Chancellor

A. The Board of Governors shall vote on the president's nominee and the proposed terms of appointment.

B. All the members of the Board shall have no less than seven (7) calendar days to review written materials for the proposed candidate for chancellor-elect prior to being asked to vote on said nomination.

C. Prior to being considered by the full Board of Governors, the Committee on University Personnel shall convene to consider and make a recommendation concerning the president's nomination and the proposed terms and conditions of appointment, including the elements of any employment contract. The Committee on University Personnel meeting shall be scheduled so as to reasonably accommodate participation by Board of Governors members in person or by telephone.

D. Any Board of Governors member who shall have a concern regarding the veracity or accuracy of any element of a candidate's background for chancellor shall address such concern directly to the president. The president shall have the responsibility to investigate and follow-up on such concerns with the Board of Governors in a timely manner.

E. The chancellor-elect shall not be physically present at any Board meeting at which such vote shall be undertaken.

X. Other Matters

A. Effective Date. The requirements of this policy shall apply to all chancellor searches, except that the amendments to the policy adopted by the Board of Governors on XX/XX 2023, shall be effective only for those chancellor searches that commence after XX/XX 2023.

B. Relation to State Laws. The foregoing policies as adopted by the Board of Governors are meant to supplement, and do not purport to supplant or modify, those statutory enactments which may govern or relate to chancellor searches.

C. Regulations and Guidelines. These policies shall be implemented and applied in accordance with such regulations and guidelines as may be adopted from time to time by the president.