

CHAPTER III-
SECTION 300.

COMMITTEES OF THE BOARD OF GOVERNORS
ESTABLISHMENT AND MEMBERSHIP OF COMMITTEES.

A. The Board of Governors may establish such standing committees as it may deem necessary. Standing committees shall be established and their duties prescribed by a vote of two-thirds of the voting membership of the Board of Governors then in office. Special committees may be created by the Board of Governors or the chair of the Board to perform specific functions not requiring the continuous existence of a committee.

B. Each voting member of the Board shall at all times serve on no more than one of the standing committees designated in subsections 301 B through E, below.

C. Special members of the Board may be assigned to such standing or special committees as the chair of the Board of Governors may from time to time see fit.

D. The chair of the Board may, upon request of a standing committee chair, appoint any voting member to serve temporarily as a voting member of a subcommittee of a standing committee when the chair of the Board deems the work of the subcommittee to require such an appointment.

E. The vice chair of the Board of Governors shall at all times be a voting member of a standing committee. The vice chair shall be assigned to a committee by the chair of the Board following consultation between the chair and the vice chair. The vice chair's membership on a standing committee shall be in addition to the prescribed regular membership of the committee.

F. The chair of the Board of Governors shall be a voting member of all standing and special committees, but the chair's membership shall not be counted in determining a quorum.

SECTION 301.

THE STANDING COMMITTEES' JURISDICTION.

301 A. The standing committees of the Board of Governors shall be: the Committee on Budget and Finance; the Committee on Educational Planning, Policies, and Programs; the Committee on University Personnel; the Committee on University Governance; the Committee on External Affairs; and the Committee on Audit, Risk Management, and Compliance. Each of the standing committees shall consist of a number of voting members to be determined by the chair of the Board, provided that each standing committee shall have a regular membership of no fewer than five voting members, unless otherwise specified herein.

301 B. The Committee on Budget and Finance shall advise and consult with the president concerning budget policy and preparation. The committee shall consider the budget proposed by the

president and, upon its approval, shall submit the budget to the Board of Governors for final action. The committee shall make recommendations to the Board for the allocation of funds appropriated to the Board. It shall also advise and assist the president, and submit recommendations to the Board, with respect to real property transactions, investments, endowments, and other fiscal and property matters in accordance with valuation limits established in Board policy and within the jurisdiction of the Board of Governors.

301 C. The Committee on Educational Planning, Policies, and Programs shall receive the advice and recommendations of the president and make recommendations to the Board in all areas pertaining to the development of a coordinated system of higher education in North Carolina, including: (a) the definition of mission and assignment of functions of each constituent institution; (b) the review of requests for the initiation of new degree programs and recommendations for the termination of existing programs; (c) the provision of supportive services, facilities, and other resources for the instructional, research, and public-service programs of the constituent institutions; (d) the review of policies affecting educational programs and academic affairs; (e) matters concerning the involvement of students in the University and in university life; (f) review of matters concerning health affairs in the University; (g) review of matters concerning the utilization of information technology in furtherance of the University's mission; and (h) review of policies and practices to support military affiliated student enrollment and success. The committee shall also advise and assist the president and the Board in maintaining close liaison with the State Board of Education, the State Board of Community Colleges, and the private colleges and universities, including the review of all requests for state aid to the private institutions. It shall further recommend to the Board procedures and standards for the licensing of non-public educational institutions.

301 D. The Committee on University Personnel shall, upon recommendation of the president, review and make recommendations to the Board with respect to the appointment and compensation of all vice chancellors, and senior academic and administrative officers. Notwithstanding the provision above, the committee shall not review or recommend the appointment and compensation of vice chancellors, and senior academic and administrative officers for those constituent institutions delegated the authority to appoint and set compensation for such employees so long as the boards of trustees act consistently with the policy and compensation ranges established by the Board of Governors. Further, the committee shall advise and assist the president in the review and evaluation of tenure policies and regulations which the president shall periodically conduct. It shall also review all appeals from employees of the University of North Carolina System Office who are exempt from the North Carolina Human Resources Act pursuant to Section 611 of *The Code*.

301 E. The Committee on University Governance shall keep under continuous review the application and interpretation of *The Code of the University of North Carolina (The Code)* and all delegations of authority under that code, and it shall make such recommendations to the Board of Governors for the amending of *The Code* or delegations of authority as may seem appropriate for the effective and efficient operation of the University of North Carolina and its constituent institutions. The committee shall make nominations to the Board of Governors for elections to the boards of trustees of the constituent institutions. The committee shall receive all requests from students of the constituent institutions for appellate review by the Board of Governors pursuant to Section 502 D(3) of *The Code*.

301 F. The Committee on External Affairs shall consist of no fewer than four and no more than six voting members to be determined by the chair of the Board. A voting member serving on this committee shall also serve on one or more other standing committees. The Committee on External Affairs shall assist the president and the chair of the Board in maintaining a positive relationship with the governor, the North Carolina General Assembly, the United States Congress, the United States Department of Defense, North Carolina's military constituency, military partner organizations, and other

governmental entities which affect the ability of the University to carry out its mission. The committee will review all state and federal policy priorities of the University.

301 G. The Committee on Audit, Risk Management, and Compliance (CARMC) shall consist of voting members be appointed from the membership of the other standing committees. The CARMC shall recommend a committee charter for review and approval by the Board, addressing the University's internal audit, enterprise risk management, and compliance functions; recommend for approval University-wide policies regarding internal audit, enterprise risk management, and compliance; review annual and other audit reports of the constituent institutions, the UNC System Office, and affiliated entities; review a summary of the internal audit plans and work of the audit committees of the constituent institutions; review a summary of the annual financial audit reports and management letters on University major associated entities; meet with the state auditor annually; and take such other actions as are necessary or appropriate to ensure that risks are identified and properly managed and to assure the integrity of the finances, operations, and controls of the University.

SECTION 302. GENERAL PROVISIONS CONCERNING STANDING COMMITTEES.

302 A. Appointment of Members.

The chair of the Board of Governors shall appoint voting members of the Board to standing committees. The term of each voting member of a standing committee shall ordinarily be two years, commencing upon the effective date of the appointment to the committee and extending until the chair appoints a successor. The chair shall make appointments and reassignments in such a manner as to ensure that members gain experience on each of the standing committees and to utilize the expertise and talent of Board members. To achieve balance and efficiencies in the committee system, to support full consideration of the governance and policy matters coming before the Board, and to accommodate new appointments to the Board, the chair may appoint members to one-year terms, reassign members who have served one year of a two-year term, or appoint members to successive one- or two-year terms. The chair shall appoint members of standing committees to take effect at the first meeting of the committee after July 1. If a vacancy occurs on a standing committee during a term, the chair of the Board may appoint a voting member of the Board to fill the remainder of the unexpired term, notwithstanding Section 300 B of *The Code*.

302 B. Officers of Standing Committees.

A chair, vice chair, and secretary of each standing committee shall be designated by the chair of the Board of Governors for a one-year term starting at the first meeting after July 1 of the year and continuing until their successors are appointed. No standing committee chair or vice chair may concurrently serve as chair or vice chair of another standing committee. No person may serve more than four successive terms as chair of the same standing committee.

302 C. Meetings of Standing Committees.

Each standing committee shall meet at such times as either the chair of the standing committee or the Board of Governors shall designate. Written notice of each meeting of a standing committee shall be mailed to members of the Board of Governors by the secretary of the University at least five days in advance of the meeting date; but any notice which complies with the North Carolina Open Meetings Law may be given by telephone or other reliable means when, in the judgment of the chair of the committee or the chair of the Board of Governors, a necessity exists. The agenda for a meeting of a standing committee shall be prepared by the president with the approval of the chair of the committee, and, if practicable, a copy shall be mailed to the members of the Board of Governors, or transmitted by other reliable means, at least five days in advance of the meeting date; however, if such advance notice is not practicable in the judgment of the chair, the agenda shall be presented to the members of the committee

and other members of the Board of Governors who are attending the meeting at the commencement of the meeting. Such materials as the committee may designate by standing rule, or as the chair of the committee may designate in the absence of a standing rule, shall be sent with the agenda and notice of the meeting.

If notice of an agenda item is not provided to the members of the Board of Governors at least 48 hours before the committee meeting, then any recommended action resulting from that item shall not be placed on the consent agenda of the Board of Governors. In the committee report the chair shall state that the recommended action was added to the committee agenda.

A majority of the elected committee membership shall constitute a quorum for the conduct of business of a standing committee. The chair of the standing committee shall preside at all committee meetings; in the absence of the chair, the vice chair shall preside. The procedures and rules of order governing the conduct of committee business shall be the same as those applicable to meetings of the Board of Governors. Minutes of every meeting of a standing committee shall be kept by the secretary of the committee.

302 D. Subcommittees.

Each standing committee may establish from its elected membership such subcommittees as it may deem necessary and appropriate for the effective discharge of its assigned responsibilities. The chair of the standing committee shall appoint the chair and the members of each subcommittee and shall report to the Board the establishment of any subcommittee.

302 E. Report of Standing Committees.

Each standing committee shall make a written report to the Board of Governors at least annually, reviewing the work of the committee during the preceding year.

302 F. Closed Sessions.

All meetings of committees shall be open to the public unless, consistent with the requirements of state law, a meeting of a committee is closed to the public by a motion duly made and adopted by the committee in an open meeting.

SECTION 303. SPECIAL COMMITTEES OF THE BOARD OF GOVERNORS.

Special committees may be created by the Board of Governors or the chair of the Board to perform specific functions not requiring the continuous existence of a committee. The size, function, and procedures of special committees shall be determined either by majority vote of the Board or by the chair of the Board. The chair and members of a special committee shall be appointed by the chair of the Board from the voting membership of the Board unless the Board of Governors otherwise provides. Special committees shall cease to exist when their functions have been discharged; however, every special committee shall cease to exist one year after the date of its creation, unless continued by affirmative action of the Board or the chair of the Board. Notwithstanding the above, the size, function, procedures, membership, and selection of the chair of a presidential search committee shall be determined by majority vote of the Board of Governors.