

CHAPTER IV - BOARDS OF TRUSTEES
SECTION 400. MEMBERSHIP.

400 A. General Provisions.

(1) Each constituent institution shall have a board of trustees composed of 13 persons¹ chosen as follows: (a) eight elected by the Board of Governors; (b) four appointed by the General Assembly, two of whom shall be appointed upon the recommendation of the President Pro Tempore of the Senate, and two of whom shall be appointed upon the recommendation of the Speaker of the House of Representatives; and (c) the president of the student government of the institution, ex-officio. [See G.S. 116-31(d)]

(2) In every odd-numbered year, the Board of Governors shall elect four persons to each board of trustees; and the General Assembly shall appoint one person upon the recommendation of the President Pro Tempore of the Senate, and one person upon the recommendation of the Speaker of the House of Representatives to each such board; and the term of office of all such elected or appointed trustees (excluding ex-officio trustees) shall be four years, commencing on July 1, of such odd-numbered year. [See G.S. 116-31(e)]

(3) Whenever any vacancy shall occur in the membership of a board of trustees among those seats to be appointed by the General Assembly, it shall be the duty of the secretary of the board of trustees to inform the General Assembly of the existence of such vacancy, and the vacancy shall be filled as provided in G.S. 120-122, and whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the secretary of the board of trustees to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the unexpired term. Whenever a member shall fail, for any reason other than ill health or service in the interest of the state or nation, to be present for three successive regular meetings of a board of trustees, the individual's place as a member shall be deemed vacant. [See G.S. 116-31(j)]

(4) Any person who has served two full four-year terms in succession as a member of a board of trustees shall, for a period of one year, be ineligible for election or appointment to the same board but may be elected or appointed to the board of another institution. [See G.S. 116-31(g)]

(5) No member of the General Assembly or officer or employee of the State, The University of North Carolina, or of any constituent institution shall be eligible for election or appointment as a trustee. No spouse of a member of the General Assembly, or of an officer or employee of a consistent institution may be a trustee of that constituent institution. Any trustee who is elected or appointed to the General Assembly or who becomes an officer or employee of the State, The University of North Carolina, or any constituent institution or whose spouse is elected or appointed to the General Assembly or becomes an officer or employee of that constituent institution shall be deemed thereupon to resign from his membership on the board of trustees. [See G.S. 116-31(h)]

400 B. Dual Membership Prohibited.

No person may serve simultaneously as a member of a board of trustees and as a member of the Board of Governors. Any trustee who is elected to the Board of Governors shall be deemed to have resigned as a trustee

effective as of the date that the individual's term commences as a member of the Board of Governors. [See G.S. 116-31(i)]

SECTION 401. OFFICERS.

401 A. Chair, Vice Chair, and Secretary.

At the first regular meeting after June 30 of each year, each board of trustees shall elect from its membership a chair, a vice chair, and a secretary. [See G.S. 116-32] In no event shall officer elections take place before July 1, or before the swearing in of new board members whose terms commence on July 1. Any member of the board who is or who shall be duly appointed and sworn in at the time of the election shall be eligible to serve as an officer, regardless of length of service on the board. Elections shall be conducted such that each member of the board, including newly appointed members, can fully participate in the nomination, consideration, and election of officers. Nominating committees convening prior to July 1 to determine a slate of officer candidates may include members who have been appointed but have not yet been sworn in, but may not include current members whose terms end June 30 and who have not been reappointed. Each elected officer shall serve until his or her successor is elected. If the term of the chair on the board of trustees expires before his or her successor as chair is elected, then the vice chair shall become the interim chair until the chair's successor is elected.

401 B. Assistant Secretary.

Each board of trustees may also elect an assistant secretary, from among the members of the chancellor's staff. Copies of all minutes, papers, and documents of a board of trustees may be certified by its assistant secretary with the same force and effect as though such certification were made by the secretary of such board.

SECTION 402. MEETINGS.

402 A. Frequency.

Each board of trustees shall hold not fewer than three regular meetings a year and may hold such additional meetings as may be deemed desirable. [See G.S. 116-32]

402 B. Rules of Procedure.

Each board of trustees shall determine its own rules of procedure and may delegate to such committees as it may create such of its powers as it deems appropriate. The board of trustees may convene in closed session, consistent with state law and policy.

402 C. Keeping Board of Governors Informed.

The secretary of each board of trustees shall keep the Board of Governors, through the secretary of the University, fully and promptly informed concerning activities of the board of trustees, including notice of any changes in the membership of the board or in its committee structure or bylaws, and notices of meetings.

402 D. Notice of Committee Meetings

Each board of trustees shall provide timely notice of each of its meetings and committee meetings to every member of that board of trustees.

SECTION 403. POWERS AND DUTIES.

403 A. General Powers and Duties.

Each board of trustees shall promote the sound development of its institution within the functions prescribed for it, helping it to serve the people of the state in a way that will complement the activities of the other institutions and aiding it to perform at a high level of excellence in every area of endeavor. Each board of trustees

shall serve as advisor to the Board of Governors on matters pertaining to its institution and shall also serve as advisor to the chancellor concerning the management and development of the institution. [See G.S. 116-33]

403 B. Other Powers and Duties.

Each board of trustees shall have such other powers and duties, not inconsistent with other provisions of this *Code* or with applicable provisions of state law, as shall be defined and delegated by the Board of Governors. [See G.S. 116-33 and G.S. 116-11(13) and (14)]

¹Fifteen trustees in the case of the University of North Carolina School of the Arts. [See G.S. 116-65] Twenty-seven trustees in the case of the North Carolina School of Science and Mathematics. [See G.S. 116-233 et seq.]