

**RESOLUTION OF THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF NORTH CAROLINA AT CHARLOTTE**

**RESTATEMENT OF DELEGATIONS OF BOARD OF TRUSTEES
AUTHORITY**

WHEREAS, the Board of Trustees of The University of North Carolina at Charlotte (“Board of Trustees”) has a duty to promote the sound development of The University of North Carolina at Charlotte (the “University”) 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 endeavor;

WHEREAS, the Board of Trustees serves as an advisor to the Board of Governors on matters pertaining to the University and serves as an advisor to the Chancellor of the University (the “Chancellor”) concerning the management and development of the University;

WHEREAS, the Board of Trustees’ powers and duties are defined by the Board of Governors through the Board of Governors delegating certain authorities and responsibilities to the Board of Trustees;

WHEREAS, the Board of Governors’ approval of the “Resolution to Amend and Restate Constituent Institution Board of Trustees Delegations” on July 22, 2021, directs 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, the Board of Trustees restates the following delegations of authority or affirms inherent authority as follows:

1. Delegations of Authority to Chancellor

In addition to the duties, responsibilities, and authorities assigned to the Chancellor by the Board of Governors through Section 502 of The Code of The University of North Carolina,

the Board of Trustees hereby delegates to the Chancellor full authority, or affirms the Chancellor's inherent authority:

(a) To approve the following personnel actions for employees who are not subject to the State Human Resources Act:

- (i) Appointments, reappointments, or promotions to all positions other than those that require final action by the Board of Trustees (Senior Administrative Officers as defined in University Policy 102.9, tenured academic positions, head coaches);
- (ii) Appointments and compensation of EHRA positions pursuant to the Personnel Management Flexibility granted to the University by the Board of Governors, as further described below;
- (iii) Leaves of absence, except leaves requested in conjunction with political candidacy or office-holding, or leaves requested by Tier I Senior Administrative Officers (as identified in University Policy 102.9); and
- (iv) Resignations, retirements, and the grant of emeritus status.

(b) To determine whether an individual student shall be entitled to receipt of a particular degree, and to confer degrees on students so entitled on behalf of the Board of Trustees, provided the University's Faculty Council has recommended that such degrees be awarded.

(c) To resolve individual admission questions for all schools and divisions within the institution.

(d) To serve on behalf of the Board of Trustees as the final appellate authority for the University for any appeal of a policy, action, or decision related to the approval of organized, institutionally recognized systems of student self-government or student participation in the governance of any aspect of the institution's programs or services.

(e) To approve building plans and specifications following approval by the Finance and Physical Properties Committee of schematics and site, and to certify acceptance of all completed buildings and projects.

(f) To cause to be collected from each student, at the beginning of each semester, quarter, or term, such tuition, fees, and other amounts necessary to pay other expenses for the term as have been approved by the Board of Governors; to require the payment of such advance deposits at such times and under such conditions as may be required by State law or by the Board of Governors; and to require the payment of such nonrefundable application fees, in connection with each application for admission, as may be required by State law or by the Board of Governors.

(g) To acquire and dispose of an interest in real property valued at less than fifty thousand dollars (\$50,000), or as may be otherwise set forth in Policy 600.1.3 of The University of North Carolina Board of Governors. The value of an interest in real property shall, with respect to a leasehold or rental interest, be deemed the annual rental value thereof.

(h) Without further supporting documents, to sign or to designate in writing authorized signatures for the various funds and accounts held with various banking and investment institutions; to sign or to designate in writing authorized signatures for any and all other financial documents requiring the signatures of an authorized official of the University; and, without further supporting documents, to sell, exchange, assign, or transfer stocks, bonds, or other securities of corporations, firms, or individuals, of the United States government or of any State or political subdivision thereof, and to assign for re-issue or redemption any registered obligations of the United States government and its instrumentalities that are owned by the University.

(i) To sign and execute, or to designate University employees to sign and execute, agreements, contracts, leases, and other official documents with institutions, agencies, corporations, partnerships, individuals, and other legal entities, including all such agreements not required by law or administrative regulation to be otherwise executed; provided, however, that such agreements shall comply with the law of North Carolina, especially North Carolina General Statutes Chapters 143 and 146, when applicable, and with The Code of The University of North Carolina, and policies determined by the Board of Governors or the Board of Trustees. Campus officials designated by the Chancellor to sign official documents on behalf

of the University as of the date of this Resolution are listed in the document attached hereto as Exhibit A.

(j) To enter into written agreements with such other entities as the Chancellor deems appropriate, providing the general terms and conditions under which the University may temporarily provide or receive law enforcement assistance to such entities, as contemplated in North Carolina General Statutes 160A-288.

(k) To establish and approve, or to further delegate to the University's Provost the authority to establish and approve, departmental and college policies related to initial appointment, reappointment, promotion, and tenure of faculty members, supplemental to and consistent with The Code of The University of North Carolina and the University's Tenure Policies, Regulations, and Procedures.

(l) To establish University policies and regulations to implement or supplement University policies established by the Board of Trustees or policies established by the Board of Governors, unless the Board of Governors requires action by the Board of Trustees.

(m) To serve on behalf of the Board of Trustees as a final appellate authority for University for any claim related to a matter of student conduct and discipline, except as specifically provided in the delegations to the Academic and Student Affairs Committee.

(n) To serve on behalf of the Board of Trustees as a final appellate authority for the University for any grievance of a faculty member, staff member or student, unless a policy of the Board of Governors or a delegation of the Board of Trustees requires otherwise.

(o) To establish the names of certain University facilities and programs so long as such is done in accordance with University Policy 602.9, Naming Opportunities. Specifically, the Chancellor is granted the authority to name rooms, exterior spaces, interior spaces, landscape materials, benches, sculptures or other objects and associated exterior furnishings that may be marked by a tablet or plaque, as well as departments, degree programs, archives, collections, and other units associated with University functions (other than colleges and schools). Such

authority is granted without the requirement of the approval of the Board of Trustees; however, the chancellor will report to the Board at its next regular meeting any naming done under the authority herein delegated.

(p) To approve appointments and salary actions for employees exempt from the State Human Resources Act consistent with the Personnel Management Flexibility granted to the University by the Board of Governors, as set forth in the Personnel Management Flexibility documents previously approved by the Board of Trustees and attached hereto as Exhibit B.

(r) To exercise any authority or carry out any responsibilities specifically listing the Chancellor under the "Delegation" or "Sub-Delegation" headings of the Board of Trustees Delegated Authority Table attached hereto as Exhibit C;

(r) To delegate to such other administrators or bodies as the Chancellor deems appropriate such authority of the Board of Trustees as is delegated to the Chancellor, to the extent permitted by state law or by Board of Governors regulation or policy.

2. Delegations of Authority to Standing Committees of the Board of Trustees

Pursuant to its Bylaws, the Board of Trustees may delegate to such committees as it has created or may create such of its powers as it deems appropriate. Authority and responsibilities delegated or assigned by the Board of Trustees to its standing committees are listed below. Special committees may be created by the Board or the Chair of the Board to perform specific functions not requiring the continuous existence of a committee.

(a) Executive Committee

The Executive Committee is:

- (i) Delegated full authority to exercise any power or authority of the Board of Trustees or any of its committees between meetings or in cases of emergency;
- (ii) Delegated full authority to act on behalf of the Board of Trustees in the exercise of all authority granted to the Board of Trustees by the Board of Governors of The University of North Carolina related to the appointment and compensation of academic and administrative personnel, except with

respect to that authority granted to the Chancellor by this Resolution or subsequent resolutions of the Board of Trustees.

- (iii) Delegated full authority to hear and decide on behalf of the Board of Trustees all appeals of personnel decisions or actions properly addressed to the Board of Trustees, and to perform such other actions as are necessarily associated with disposition of such appeals, always consistent with State and Federal law, The Code and policies of the Board of Governors, and applicable regulations of the Board of Trustees.
- (iv) Delegated full authority to establish on behalf of the Board of Trustees regulations concerning the acceptance of obligations of students, together with such collateral or security as may be deemed necessary or proper, in lieu of cash, in payment of tuition and fees.
- (v) Assigned responsibility to consider and recommend to the Board of Trustees for approval any special honors and awards, such as honorary degrees and naming of buildings, streets, and other facilities.
- (vi) Assigned responsibility to consider and recommend to the Board of Trustees personnel policies not otherwise prescribed by State law, The Code of The University of North Carolina, or policies of the Board of Governors for personnel in all categories of employment.
- (vii) Assigned responsibility to consider and recommend to the Board of Trustees policies governing investments and the disposal of all gifts of stocks and bonds.
- (viii) To perform any and all other functions required of this Committee by State law or by Board of Governors regulation or policy.
- (ix) Assigned responsibility to bring to the attention of the full Board of Trustees any matter the Committee deems proper for the Board of Trustees to consider.
- (x) Assigned responsibility to report on its deliberations and actions to the full Board of Trustees.

(b) Audit, Compliance, and Enterprise Risk Management Committee

The Audit, Compliance, and Enterprise Risk Management Committee is:

- (i) Delegated full authority to advise the Chancellor on behalf of the Board of Trustees with respect to administrative or judicial proceedings related to University personnel actions or decisions.
- (ii) Assigned responsibility to consider and recommend to the Board of Trustees policies relating to campus security, subject to applicable provisions of State law and such policies as may be adopted by the Board of Governors, and recognizing that the Chancellor has been assigned responsibility for the maintenance of campus security.
- (iii) Assigned responsibility to determine whether a Board member's potential conflict of interest is a permissible or impermissible activity and to make recommended findings as to whether Section 200.1 of the UNC Policy Manual has been violated.
- (iv) To receive, review, and approve the University Internal Audit Charter.
- (v) To receive, review, and approve the annual audit plan for the University Internal Audit Department; ensure that the plan is based on the results of an institutional risk assessment, that it includes testing of internal controls and audits as required by the Board of Governors; and then forward a copy of the approved audit plan to the UNC System Office ("UNCSCO") in the format prescribed by UNCSCO.
- (vi) To receive and review an annual summary of the audit work performed by the University's Internal Audit Department; determine that all internal audits were conducted in accordance with professional standards; and then forward a copy of the summary to UNCSCO in the format prescribed by UNCSCO.
- (vii) To review the results of the annual financial audit with the State Auditor or his designated representative and present the results of the annual audit to the full Board.
- (viii) To discuss the results of any other audit performed and report/management letter (i.e. information system audits, investigative audits, etc.) issued by the State Auditor, such discussion to be with the State Auditor or designee, the Chief Audit Officer or other appropriate campus official.

- (ix) To review the University's corrective action plan and require a report once corrective action has taken place for any audit finding contained within a report or management letter issued by the State Auditor.
- (x) To review the results of any audit performed by independent auditors and, if there are audit findings, review the University's corrective action plan and require a report once corrective action has taken place.
- (xi) To review all audits and management letters of University Associated Entities as defined in Section 600.2.5.2[R] of the UNC Policy Manual, and present results as appropriate to the full Board of Trustees.
- (xii) To receive and discuss at regular or telephonic meetings the quarterly reports from the University's Chief Audit Officer that contain material (significant) reportable conditions; review the University's corrective action plan for these conditions; and require a report once these conditions have been corrected.
- (xiii) To ensure that the organization chart for the University depicts the approved reporting relationship for the Chief Audit Officer with the Chancellor along with a clear and recognized reporting relationship to the chair of the Audit, Compliance, and Enterprise Risk Management Committee.
- (xiv) To review and approve any decisions regarding the appointment and removal of the Chief Audit Officer.
- (xv) To review and approve decisions regarding the remuneration of the Chief Audit Officer.
- (xvi) To receive, review, and approve the annual compliance plan for the Chief Compliance Officer and to ensure that the plan is based on the results of an institutional risk assessment and/or forecasted enforcement actions of federal or state regulatory agencies.
- (xvii) To receive and review an annual summary of the work performed by the Chief Compliance Officer.
- (xviii) To receive and discuss at regular or telephonic meetings the periodic reports from the Chief Compliance Officer.
- (xix) To ensure that the organization chart for the University depicts the approved reporting relationship for the Chief Compliance Officer with the Vice Chancellor for Institutional Integrity and General Counsel along with a clear

and recognized reporting relationship to the chair of the Audit, Compliance, and Enterprise Risk Management Committee.

- (xx) To review and approve any decisions regarding the appointment, removal, and remuneration of the Chief Compliance Officer.
- (xxi) To review any and all issues related to enterprise risk management that are brought to the attention of the Board and to receive such reports as the Committee requests on issues related to enterprise risk management.
- (xxii) To assure that the institution is performing self-assessments of operating risks and evaluations of internal controls on a regular basis.
- (xxiii) To perform any and all other functions required of this Committee by state law or by Board of Governors regulation or policy.
- (xxiv) Assigned responsibility to bring to the attention of the full Board of Trustees any matter the Committee deems proper for the Board of Trustees to consider.
- (xxv) Assigned responsibility to report on its deliberations and actions to the full Board of Trustees.

(c) Academic and Student Affairs Committee

The Academic and Student Affairs Committee is:

- (i) Delegated full authority to establish on behalf of the Board of Trustees admissions policies, subject to such enrollment levels and minimum general criteria for admission as may be established for the University by the Board of Governors.
- (ii) Delegated full authority to serve on behalf of the Board of Trustees as a board of final appeal for the University from a decision imposing a sanction of suspension or expulsion as provided under the University's Code of Student Responsibility.
- (iii) Delegated full authority to determine on behalf of the Board of Trustees and upon recommendation of the Chancellor the type, level, and extent of student services (such as health care, intramural athletics, and counseling) to be maintained for the benefit of students at the University, subject to general provisions concerning types and levels of student services as may be prescribed by the Board of Governors.

- (iv) Assigned responsibility to advise the Board of Trustees with respect to the Board of Trustees' responsibility for insuring the institution's compliance with the instructional, research, and public service roles assigned to it by the Board of Governors either by express directive or by promulgated long-range plans of the Board of Governors, and to consider and recommend to the Board of Trustees policies governing academic research.
- (v) Assigned responsibility to consider and recommend to the full Board of Trustees such policies as it deems appropriate concerning student activities, conduct, and government, always recognizing that the Chancellor has been assigned primary responsibility for regulation of these areas.
- (vi) Assigned responsibility to consider and recommend to the Board of Trustees, subject to the terms of any applicable laws and to policies of the Board of Governors, regulations governing the administration by the University of all scholarships and other forms of financial aid to students that are limited in their applications to or are supported from sources generated by the University.
- (vii) Assigned to review and report periodically to the Board of Trustees regarding the University's performance in providing and utilizing information technology, and to consider and propose to the Board of Trustees whatever it deems appropriate concerning policies, plans, training and resources in the area of information technology.
- (viii) Assigned responsibility to report on its deliberations and actions to the Board of Trustees.

(d) Finance and Physical Properties Committee

The Finance and Physical Properties Committee is:

- (i) Delegated full authority to advise the Chancellor on behalf of the Board of Trustees with respect to the development, execution and administration of the total University budget, and other financial issues and operations.
- (ii) Delegated full authority to exercise on behalf of the Board of Trustees the powers granted to the Board of Trustees by State law (N.C. Gen. Stat. § 116-

44.3 *et seq.*) relating to the regulation of traffic and parking on the University's campus.

- (iii) Delegated full authority on behalf of the Board of Trustees to approve building sites and building schematics and to ratify the Chancellor's or the Chancellor's designee's selection of designers and construction managers at risk for capital improvement projects where the estimated total cost of the project is less than an amount to be established periodically by the Board of Trustees on recommendation of the Chancellor, such approvals to be accomplished in accordance with the procedure specified by the Board of Trustees. Projects covered by the delegated authority described herein are currently those where the estimated total is less than \$15,000,000.
- (iv) Assigned responsibility to consider and recommend to the Board of Trustees policies relating to plans, programs, and construction operations of the University's campus, including all buildings, landscape development, and new construction. In this capacity, the Committee shall consider and provide recommendations relating to new facilities planning and construction projects and major modifications to existing structures, the process and progress of the Chancellor's or the Chancellor's designee's selection of architects, general contractors and construction managers, site locations, the issuance of revenue bonds for the construction, replacement or renovation of University facilities.
- (v) Assigned responsibility to periodically review and report to the Board of Trustees regarding the progress of long-term construction plans.
- (vi) Assigned responsibility to consider and recommend to the Board of Trustees proposals involving the acquisition or disposition by the University of any interest in real property, except where such acquisition or disposition of an interest in real property is otherwise delegated by the Board of Trustees to the Chancellor. Recommendations shall be for final approval by the Board of Trustees, President or Board of Governors as set forth in Policy 600.1.3 and Regulation 600.1.3[R] of the Board of Governors.
- (vii) Assigned responsibility to consider and recommend to the Board of Trustees policies applicable to electric power plants and water and sewer systems, other

utilities and facilities, and child development centers, other than electronic media, consistent with State law and policies of the Board of Governors.

- (viii) Assigned responsibility to report on its deliberations and actions to the Board of Trustees.

(e) Athletics Committee

The Athletics Committee is:

- (i) Within the context of Article 2 of the National Collegiate Athletic Association (“NCAA”) Constitution, which requires its member institutions to control their intercollegiate athletic programs in compliance with the rules and regulations of the NCAA and which places responsibility “for the administration of all aspects of the athletics program” with the Chancellor, assigned responsibility to exercise general oversight of the University’s intercollegiate athletic program within the context of general institutional needs and goals, and to make recommendations to the Chancellor concerning implementation of an intercollegiate football program and other aspects of the intercollegiate athletic program.
- (ii) Assigned responsibility to advise the Board of Trustees with respect to the Board of Trustees’ responsibility for ensuring the institution’s compliance with University, conference, and NCAA policies as they relate to admission requirements, progress toward graduation standards, and the integrity of the course of study for students engaged in intercollegiate athletics.
- (iii) Assigned responsibility to consider and recommend to the Board of Trustees any policy or matter it deems appropriate relating to the University’s intercollegiate athletic program, including but not limited to recruitment of athletes and personnel, scholarships, development of new athletic programs, and athletic facilities.
- (iv) Assigned responsibility to report on its deliberations and actions to the Board of Trustees.

3. Exhibits Incorporated by Reference

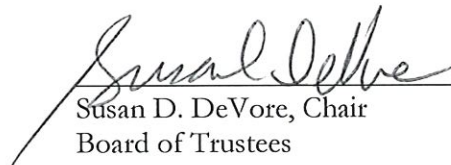
Without limitation, all delegations of authority from the Board of Trustees (including authority to further delegate such authority) expressly indicated in Exhibit B (Personnel Management Flexibility documents) and Exhibit C (Delegated Authority Table) to this Resolution are hereby incorporated by reference as though fully set forth. In the event of a conflict between any exhibit and the text of this Resolution, the Resolution shall control.

4. All Other Authority Reserved for the Board of Trustees

Notwithstanding any other provision authorized by the Board of Trustees, all authority that has been delegated to the Board of Trustees and has not been expressly identified and further delegated in this Resolution is hereby vested in the authority of the Board of Trustees.

5. Effective Date

This Resolution shall be effective upon its adoption.



Susan D. DeVore, Chair
Board of Trustees

10-6-21
Date