

**THE UNIVERSITY OF NORTH CAROLINA ASHEVILLE (“UNC ASHEVILLE”)  
RESOLUTION 1021-5  
TO AMEND AND RESTATE DELEGATED AUTHORITY**

**WHEREAS**, the Board of Trustees of UNC Asheville (“Board of Trustees”) has a statutory duty to promote the sound development of UNC Asheville (“University” or “UNC Asheville”) within the functions prescribed for it, helping it to serve 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; and

**WHEREAS**, the Board of Trustees serves as an advisor to the Board of Governors on matters pertaining to UNC Asheville and serves as an advisor to the Chancellor concerning the management and development of UNC Asheville; and

**WHEREAS**, the Board of Trustees’ powers and duties, not inconsistent with Article 1 of Chapter 116 of the North Carolina General Statutes (“NCGS”) are defined and delegated by the Board of Governors; and

**WHEREAS**, the Board of Governors’ approval of the “Resolution to Amend and Restate Constituent Institution Board of Trustees Delegations” on July 22, 2021, directs the Board of Trustees to identify and restate in one binding resolution all instances in which the Board of Trustees has delegated all or some of its delegated authority from whatever source to any committee, person, agency, or entity.

**NOW, THEREFORE BE IT RESOLVED THAT**, the Executive and Governance Committee, on behalf of the Board of Trustees of the University of North Carolina Asheville, restates or adopts the following delegations of authority:

- Pursuant to NCGS §116-31.12, the Board of Trustees has been delegated the power to authorize the acquisition or disposition of real property by lease. The UNC Asheville Chancellor and the Vice Chancellor for Budget and Finance have been delegated authority to actively identify and pursue opportunities for acquisition of interests in real property. The Board of Trustees has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive Committee, to enter Offers to Purchase or other contractual agreements for the acquisition of interests in real property. This delegation was accomplished by the Board of Trustees Resolution 0220-3, “Resolution to Authorize Certain Real Property Acquisition Activities.”
- Pursuant to NCGS §116-40.5, the Board of Trustees has been delegated the power to establish a campus law enforcement agency, employ campus police officers, and enter joint agreements with any municipality, county, or other constituent

institution to extend law enforcement jurisdiction under specified circumstances. This authority has been delegated to and is fulfilled by the Chancellor pursuant to *UNC Code*, Appendix I(XV), which provides that the Chancellor shall be responsible for the maintenance of campus security.

- Pursuant to NCGS §116-40.22(b), the Board of Trustees has been delegated the power to appoint and fix the compensation of all vice chancellors, senior academic administrative officers, and any person having permanent tenure at that institution. This authority has been delegated to the Chancellor for all deans and senior academic and administrative officers for which the UNC Board of Governors does not establish salary ranges, via the UNC Asheville Management Flexibility Plan.
- Pursuant to Section 502D of the *UNC Code*, the Board of Trustees has been delegated the power to hear appeals in student conduct cases where the sanction is suspension or expulsion. This authority has been delegated to the Board's Student Affairs and Enrollment Committee via the Student Affairs and Enrollment Committee Charter.
- Pursuant to Section II(A)(1) of Appendix 1 of the *UNC Code*, the Board of Trustees has been delegated the power to appoint, promote, and set the compensation for such employees exempt from the State Human Resources Act, except the position of the Chancellor. This authority has been delegated to the Chancellor for all deans and senior academic and administrative officers for which the UNC Board of Governors does not establish salary ranges, via the UNC Asheville Management Flexibility Plan.
- Pursuant to Section II(A)(2) of Appendix 1 of the *UNC Code*, the Board of Trustees has been delegated the power to promote in rank a faculty member with permanent tenure. This authority has been delegated to the Chancellor via the UNC Asheville Management Flexibility Plan.
- Pursuant to Section III of Appendix 1 of the *UNC Code*, the Board of Trustees has been delegated the powers to determine whether an individual student shall be entitled to receipt of a particular degree and determine what grade a student will be assigned in a particular course. These authorities have been delegated to the UNC Asheville faculty through the UNC Asheville Faculty Senate, as reflected within the Constitution of the Faculty Senate of UNC Asheville.
- Pursuant to Section VI of Appendix 1 of the *UNC Code*, the Board of Trustees has been delegated the power to authorize acquisition or disposition of any interest in real property other than a leasehold with a value less than \$500,000, or acquisition or disposition of a leasehold interest in real property with an annual value less than \$500,000 and a term of not more than 10 years. The UNC Asheville Chancellor and the Vice Chancellor for Budget and Finance have been delegated authority to actively identify and pursue opportunities for acquisition of interests in real property. The Board of Trustees has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive Committee, to

enter Offers to Purchase or other contractual agreements for the acquisition of interests in real property. This delegation was accomplished by the Board of Trustees Resolution 0220-3, "Resolution to Authorize Certain Real Property Acquisition Activities."

- Pursuant to UNC Policy 200.1(5)(c)(iv)(5), the Board of Trustees has been delegated the power to find that a contract implicating the restrictions of UNC Policy 200.1(5)(c)(iii) is in the best interest of the University. This authority is delegated to the Board's Audit and Risk Management Committee.
- Pursuant to UNC Policy 200.1(5)(d)(i), the Board of Trustees has been delegated the power to designate a standing committee to determine whether a potential conflict of interest is a permissible or impermissible activity and to make recommended findings as to whether UNC Policy 200.1 has been violated. This authority is delegated to the Board's Audit and Risk Management Committee.
- Pursuant to UNC Policy 300.1.1(III), the Board of Trustees has been delegated the power to make appointments and determine salaries for Senior Academic and Administrative Officers Tier II positions. Final appointment authority for SAAO Tier II positions has been delegated to the Provost and Division Senior Officers via UNC Asheville's Management Flexibility Plan.
- Pursuant to UNC Policy 500.2, the Board of Trustees has been delegated the power to adopt patent procedures and determine the proportion of gross royalties received by an inventor derived from licensing or income from assignment or sale of each patent resulting from an invention owned by the constituent institution. This authority has been delegated to the UNC Asheville Intellectual Property Committee via the UNC Asheville Copyright Use and Ownership Policy.
- Pursuant to UNC Policy 600.1.3(II)(B) and (C), the Board of Trustees has been delegated the power to authorize acquisition or disposition any interest in real property, other than a leasehold, with a value less than \$500,000; and a leasehold interest in real property with annual value less than \$500,000 and a term of not more than 10 years. The Board of Trustees has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive Committee, to enter Offers to Purchase or other contractual agreements for the acquisition of interests in real property. This delegation was accomplished by the Board of Trustees Resolution 0220-3, "Resolution to Authorize Certain Real Property Acquisition Activities."
- Pursuant to UNC Policy 600.1.3(III)(B), the Board of Trustees has been delegated the power to acquire and dispose of an interest in real property other than a lease if valued at less than \$1,000,000, and/or to acquire and dispose of real property by lease if the lease is valued annually at less than \$750,000 and has a term of not more than 10 years. The Board of Trustees has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive Committee, to enter Offers to Purchase or other contractual agreements for the acquisition of

interests in real property. This delegation was accomplished by the Board of Trustees Resolution 0220-3, "Resolution to Authorize Certain Real Property Acquisition Activities."

- Pursuant to UNC Regulation 600.1.3[R](IV), the Board of Trustees has been delegated the power to approve certain acquisitions or dispositions of real property by lease. The Board of Trustees has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive Committee, to enter Offers to Purchase or other contractual agreements for the acquisition of interests in real property. This delegation was accomplished by the Board of Trustees Resolution 0220-3, "Resolution to Authorize Certain Real Property Acquisition Activities."
- Pursuant to UNC Policy 600.2.5, Regulation 600.5.2.5[R], and Guideline 600.2.5.1[G], the Board of Trustees has been delegated the power to receive annual independent financial audit reports from each of the private foundations, associations, or clubs whose primary purpose is to provide financial support to the institution. This authority has been delegated to the Board's Audit and Risk Management Committee via the Audit and Risk Management Committee Charter.
- Pursuant to UNC Policy 600.3.4, the Board of Trustees has been delegated the power to approve permanent and temporary appointments and salaries; promotion, including faculty rank changes but excluding tenure; and permanent and temporary salary increases or stipends for faculty and EHRA non-faculty instructional, research, and public service employees. This authority has been delegated to the Chancellor via UNC Asheville's Management Flexibility Plan.
- Pursuant to UNC Policy 600.3.4, the Board of Trustees has been delegated the powers to (i) appoint and fix the salary and non-salary compensation for all vice chancellors and other Tier 1 senior academic and administrative officers with the exclusion of the Chancellor; (ii) approve appointments and salary changes for SAAO Tier 1 appointments, with the exclusion of the Chancellor; (iii) establish salary ranges for SAAO Tier 2 positions; and (iv) confer permanent tenure. The Chancellor has been delegated authority to appoint, fix the salary and non-salary compensation, and approve salary changes for Tier 1 SAAO other than vice chancellors; and establish salary ranges for SAAO Tier 2 positions via UNC Asheville's Management Flexibility Plan.
- Pursuant to UNC Policy 600.3.4, the Board of Trustees has been delegated the powers to establish faculty salary ranges; appoint and fix the compensation for faculty awarded the designation of distinguished professors; and establish instructional, research, and public service employee positions and salary ranges. These authorities have been delegated to the Chancellor via UNC Asheville's Management Flexibility Plan.
- Pursuant to UNC Policy 1100.1, the Board of Trustees has been delegated the authority to receive the UNC Asheville annual intercollegiate athletics report. This

authority has been delegated to the Board's Athletics Committee via the Athletics Committee Charter.

- Pursuant to UNC Regulation 1100.1[R], the Board of Trustees has been delegated the authority to receive and review the annual institutional budget for intercollegiate athletics, including major sources of revenue and expenses. This authority has been delegated to the Board's Athletics Committee via the Athletics Committee Charter.
- Pursuant to UNC Policy 1300.1, the Board of Trustees has been delegated the authority to adopt a policy on illegal drugs applicable to all students, faculty and staff. This authority has been delegated to the Chancellor via the UNC Asheville Illegal Drugs Policy.
- Pursuant to UNC Policy 1400.1, the Board of Trustees has been delegated the power to assign responsibility for oversight of information technology governance to a standing committee of the Board with audit responsibility. This responsibility has been assigned to the Board's Audit and Risk Management Committee via the Audit and Risk Management Committee Charter.
- Pursuant to UNC Policy 1400.2, the Board of Trustees has been delegated the power to assign responsibility for oversight of the institution's information security program to a standing committee of the Board with audit responsibility. This responsibility has been assigned to the Board's Audit and Risk Management Committee via the Audit and Risk Management Committee Charter.
- 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, and pursuant to N.C.G.S. § 116-31.10 (Powers of Board regarding certain purchasing contracts), the Board of Trustees hereby delegates to the Chancellor full authority, or affirms the Chancellor's inherent authority to sign or execute, or to designate University employees to sign or 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 the North Carolina General Statutes 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 designed by the Chancellor to sign official documents on behalf of the University as of the date of this Resolution are found in UNCA Policy 3007: University Contract Policy and supplemental Contract Delegation for Signature Authority.
- Further, all delegations prescribed herein or in the future, may be further delegated consistent with: (1) UNCA's Master Delegation Table which is attached hereto and incorporated by reference as Exhibit A, (2) UNCA's Board of Trustee Committee Charters which are attached hereto and incorporated by reference as Exhibit B, (3)

UNCA's Management Flexibility Plan, which is attached hereto and incorporated by reference as Exhibit C, and (4) applicable University policies.

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.

**ADOPTED AND APPROVED** this 29<sup>th</sup> day of October, 2021.

**THE BOARD OF TRUSTEES OF  
THE UNIVERSITY OF NORTH CAROLINA ASHEVILLE**

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Richard J. Lutovsky, Chair

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Nancy J. Cable, Chancellor

# EXHIBIT A

Source	Authority	Delegation	Source
<a href="#">N.C.G.S § 116-31.12</a>	<b>Acquisition and Disposition of Real Property:</b> The Board of Governors shall establish a policy for acquiring and disposing of an interest in real property for the use of The University of North Carolina and its constituent institutions by lease. This policy may delegate authorization of the acquisition or disposition of real property by lease to the Boards of Trustees of the constituent institutions or to the President of The University of North Carolina.	UNC Asheville Chancellor and the Vice Chancellor for Budget and Finance are authorized to actively identify and pursue opportunities for acquisition of interests in real property. The Board has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive and Governance Committee, to enter into Offers to Purchase or other contractual agreements for the acquisition of interests in real property if consistent with the requirements of this resolution.	Resolution 0220-3, Resolution to Authorize Certain Real Property Acquisition Activities
<a href="#">N.C.G.S. § 116-40.5</a>	<b>Campus Law Enforcement Agencies:</b> The Board of Trustees may establish a campus law enforcement agency, employ campus police officers, and enter joint agreements with any municipality, county, or other constituent institution to extend law enforcement jurisdiction under specified circumstances.	Subject to applicable provisions of state law and such policies as may be adopted by the Board of Governors or the board of trustees, the Chancellor shall be responsible for the maintenance of campus security.	UNC Code, Appendix I (XV)
<a href="#">N.C.G.S. § 116-40.22(b)</a>	<b>Management Flexibility:</b> The Board of Trustees of an institution shall, on recommendation of the Chancellor, appoint and fix the compensation of all vice-Chancellors, senior academic and administrative officers, and any person having permanent tenure at that institution.	Chancellor for Deans and SAAO for which the BOG does not establish salary ranges	Management Flexibility Plan
<a href="#">The Code Section 502D</a>	<b>Student Affairs:</b> Where, in a student conduct case, the sanction is suspension or expulsion, an appeal may be made to the Board of Trustees. No appeal to the president or Board of Governors is permitted.	Student Affairs and Enrollment Committee of the UNC Asheville Board of Trustees	Student Affairs and Enrollment Committee Charter
<a href="#">The Code Appendix 1, Section I(A)(1)</a>	<b>Academic And Administrative Personnel:</b> Upon recommendation of the Chancellor, the Board of Trustees of a special responsibility constituent institution with management flexibility for personnel appointments shall, for all positions exempt from the State Human Resources Act except the position of the Chancellor, appoint, promote, and set the compensation for such employees consistent with the policies and salary ranges set by the Board of Governors and the regulations and guidelines established by the Office of the President.	Chancellor for Deans and SAAO for which the BOG does not establish salary ranges	Management Flexibility Plan
<a href="#">The Code Appendix 1, Section I(A)(2)</a>	<b>Academic And Administrative Personnel:</b> A Board of Trustees may promote in rank a faculty member with permanent tenure, upon the recommendation of the Chancellor, and without approval by the Board of Governors.	Chancellor	Management Flexibility Plan
<a href="#">The Code Appendix 1, Section III</a>	<b>Academic Degrees and Grading:</b> Subject to authorization by the Board of Governors of the nature and general content of specific degree programs which may be offered by an institution, each institution shall determine whether an individual student shall be entitled to receipt of a particular degree. Each institution also shall determine what grade a student will be assigned in a particular course.	Faculty Senate	BOT Resolution
<a href="#">The Code Appendix 1, Section VI</a>	<b>Property And Buildings:</b> If a proposal involves acquisition or disposition of any interest in real property other than a leasehold, the Board of Trustees may authorize such a transaction with a value less than \$500,000. If a proposal involves acquisition or disposition of a leasehold interest in real property, the Board of Trustees may authorize such a transaction with an annual value less than \$500,000 and a term of not more than 10 years.	UNC Asheville Chancellor and the Vice Chancellor for Budget and Finance are authorized to actively identify and pursue opportunities for acquisition of interests in real property. The Board has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive Committee, to enter into Offers to Purchase or other contractual agreements for the acquisition of interests in real property if consistent with the requirements of this resolution.	Resolution 0220-3, Resolution to Authorize Certain Real Property Acquisition Activities
<a href="#">UNC Policy 200.1(5)(c)(iv)(5)</a>	<b>Dual Members and Conflicts of Interest:</b> The restrictions on entering into a contract in paragraph c.iii., do not apply if the person with the substantial interest does not participate in making or administering the contract and the committee of the Board of Governors or of the relevant Board of Trustees designated pursuant to paragraph d.i., below, finds that the contract is in the best interest of the University.	Audit and Risk Management Committee of the UNC Asheville Board of Trustees	BOT Resolution
<a href="#">UNC Policy 200.1.(5)(d)(i)</a>	<b>Conflicts of Interest:</b> Each chair of a Board of Trustees shall designate a standing committee to determine whether a potential conflict is a permissible or impermissible activity and to make recommended findings as to whether this policy has been violated.	Audit and Risk Management Committee of the UNC Asheville Board of Trustees	BOT Resolution
<a href="#">UNC Policy 300.1.1(III)</a>	<b>Policy on Senior Academic and Administrative Officers:</b> The authority to make appointments and determine salaries for positions within Section I.B(1) is exercised by the Board of Governors, on recommendation of the president, or a Board of Trustees delegated such authority by the Board of Governors; for positions within Section I.B(2), such authority is delegated by the Board of Governors to the Chancellors and the respective Boards of Trustees of the constituent institutions.	For Senior Academic and Administrative Officers as defined by UNC Policy 300.1.1, Section 1-B, (SAAO "Tier II" positions), final appointment authority is exercised by the Provost or Division Senior Officer on the recommendation of the Hiring Official. Tier II appointments are reported to the Board of Trustees annually.	Management Flexibility Plan
<a href="#">UNC Policy 500.2</a>	<b>Patent and Copyright Policies:</b> With this limitation, the exact proportion shall be determined in accordance with the institution's patent procedures as approved by the institution's Board of Trustees and the President.	Intellectual Property Committee of UNC Asheville	UNC Asheville Copyright Use and Ownership Policy
<a href="#">UNC Policy 500.2</a>	<b>Patent and Copyright Policies:</b> The Board of Trustees of each constituent institution shall adopt patent procedures that are consistent with and implement these policies, taking into account the nature and scope of the institution's programs.	Intellectual Property Committee of UNC Asheville	UNC Asheville Copyright Use and Ownership Policy
<a href="#">UNC Policy 600.1.3(II)(B) and (C)</a>	<b>Policy on Authority for Real Property Transactions:</b> The Board of Governors delegates to the Boards of Trustees of the constituent institutions the power to authorize acquisition or disposition by the institutions of the following interests in real property without obtaining approval of the Board of Governors: <ul style="list-style-type: none"> <li>Any interest in real property, other than a leasehold, with a value less than \$500,000; and</li> <li>A leasehold interest in real property with annual value less than \$500,000 and a term of not more than 10 years</li> </ul> The Boards of Trustees of the constituent institutions are authorized to delegate to the Chancellors of their respective institutions the power to authorize for their institutions acquisition or disposition of an interest in real property valued at less than \$50,000	UNC Asheville Chancellor and the Vice Chancellor for Budget and Finance are authorized to actively identify and pursue opportunities for acquisition of interests in real property. The Board has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive and Governance Committee, to enter into Offers to Purchase or other contractual agreements for the acquisition of interests in real property if consistent with the requirements of this resolution.	Resolution 0220-3, Resolution to Authorize Certain Real Property Acquisition Activities

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<a href="#">UNC Policy 600.1.3(III)(B)</a>	<b>Policy on Authority for Real Property Transactions:</b> Upon request by the Board of Trustees of a constituent institution and with the recommendation of the president, the Board of Governors may delegate to the Board of Trustees of a constituent institution additional authority to acquire and dispose of an interest in real property other than a lease if valued at less than \$1,000,000, and/or, consistent with G.S. 116-31.12, to acquire and dispose of real property by lease if the lease is valued annually at less than \$750,000 and has a term of not more than 10 years.	UNC Asheville Chancellor and the Vice Chancellor for Budget and Finance are authorized to actively identify and pursue opportunities for acquisition of interests in real property. The Board has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive and Governance Committee, to enter into Offers to Purchase or other contractual agreements for the acquisition of interests in real property if consistent with the requirements of this resolution.	Resolution 0220-3, Resolution to Authorize Certain Real Property Acquisition Activities
<a href="#">UNC Regulation 600.1.3 [R](IV)</a>	<b>Requirements for Lease Transactions Using Additional Delegated Authority:</b> The requirements in this section IV apply to acquisitions and dispositions of real property by lease by constituent institutions that have been granted additional delegated authority for lease transactions by the Board of Governors. Acquisition by Lease Process. If the lease cost and term are not within the delegation set by the Board of Trustees of the constituent institution, the campus property office shall seek approval of the proposed lease by the Board of Trustees via a request by the vice Chancellor for business affairs. Disposition by Lease Process. The proposed disposition of real property by lease must be endorsed by the Chancellor or designee and the Board of Trustees of the constituent institution.	UNC Asheville Chancellor and the Vice Chancellor for Budget and Finance are authorized to actively identify and pursue opportunities for acquisition of interests in real property. The Board has authorized the UNC Asheville Chancellor, or her delegate, after consultation with the Board Chair and Executive and Governance Committee, to enter into Offers to Purchase or other contractual agreements for the acquisition of interests in real property if consistent with the requirements of this resolution.	Resolution 0220-3, Resolution to Authorize Certain Real Property Acquisition Activities
<a href="#">UNC Policy 600.2.5; 600.2.5.1[G]; 600.5.2.5[R]</a>	<b>Audit Reports:</b> The Board of Trustees shall receive annual independent financial audit reports from each of the private foundations, associations, or clubs whose primary purpose is to provide financial support to the institution.	Audit and Risk Management Committee of the UNC Asheville Board of Trustees	Audit and Risk Management Committee Charter
<a href="#">UNC Policy 600.3.4</a>	<b>Granting of Management Flexibility to Appoint and Fix Compensation:</b> The president delegates to the Board of Trustees for each constituent institution the authority to execute the following personnel actions for faculty and EHRA non-faculty instructional, research, and public service (IRPS) employees: 1. Permanent and temporary appointments and salaries. 2. Promotion, including faculty rank changes but excluding tenure. 3. Permanent and temporary salary increases or stipends.	Chancellor	Management Flexibility Plan
<a href="#">UNC Policy 600.3.4</a>	<b>Granting of Management Flexibility to Appoint and Fix Compensation:</b> The Board of Trustees is delegated the authority to execute the following personnel actions, which it shall not delegate further unless the president or the Board of Governors shall allow: 1. Upon recommendation of the Chancellor, appoint and fix the salary and non-salary compensation for all vice Chancellors and other Tier 1 senior academic and administrative officers with the exclusion of the Chancellor. 2. Approve appointments and salary changes for SAAO Tier 1 appointments, with the exclusion of the Chancellor. 3. Upon recommendation of the Chancellor, establish salary ranges for SAAO Tier 2 positions, consistent with both the salary ranges and the policies established by the Board of Governors and the regulations and guidelines established by the president. The institution may otherwise elect to adopt salary ranges established by the UNC General Administration for these positions. 4. Upon recommendation of the Chancellor, and consistent with the approved tenure policies and regulations of each institution, confer permanent tenure.	Chancellor, expect appointment of VCs and tenure	Management Flexibility Plan
<a href="#">UNC Policy 600.3.4</a>	<b>Granting of Management Flexibility to Appoint and Fix Compensation:</b> The Board of Trustees is also delegated the authority for the following personnel actions, which it may further delegate to the Chancellor and may authorize the Chancellor to further delegate on a limited basis: 1. Establish faculty salary ranges within different academic disciplines, based on relevant data. 2. Appoint and fix the compensation for faculty awarded the designation of Distinguished Professors. 3. Establish IRPS positions and salary ranges.	Chancellor	Management Flexibility Plan
<a href="#">UNC Policy 1100.1</a>	<b>Athletics Report:</b> The Chancellor shall submit an annual report to the Board of Trustees of the constituent institutions with a copy to the President, who will report to the Board of Governors. The annual report shall be designed according to criteria and format defined by the Office of the President and shall include specified elements.	Athletics Committee of the UNC Asheville Board of Trustees	Athletics Committee Charter
<a href="#">UNC Regulation 1100.1.1 [R]</a>	<b>Athletics Financial Reports:</b> The Board of Trustees of each institution, through the Chancellor, must annually receive and review the financial indicators contained in the NCAA Dashboard “Presidential View” for the institution as described in Section II.A.2., above. This “Presidential View” data should be reported on an annual basis and shall include the most recent year’s data as well as five-year trend data. The Board of Trustees shall also receive and review the annual institutional budget for intercollegiate athletics, including major sources of revenue and expenses. This budget report shall include specified elements.	Athletics Committee of the UNC Asheville Board of Trustees	Athletics Committee Charter
<a href="#">UNC Policy 1300.1</a>	<b>Policy on Illegal Drugs:</b> Each Board of Trustees shall adopt a policy on illegal drugs applicable to all students, faculty and staff.	Chancellor in consultation with the Vice Chancellor for Student Affairs	UNC Asheville Illegal Drugs Policy
<a href="#">UNC Policy 1400.1</a>	<b>Information Technology Governance:</b> The Board of Governors and the Board of Trustees of each constituent institution shall assign responsibility for oversight of IT governance to a standing committee of the Board with audit responsibility.	Audit and Risk Management Committee of the UNC Asheville Board of Trustees	Audit and Risk Management Committee Charter
<a href="#">UNC Policy 1400.2</a>	<b>Information Security:</b> The Board of Governors and the Board of Trustees of each constituent institution shall assign responsibility for oversight of the institution’s information security program to a standing committee of the appropriate Board with audit responsibility.	Audit and Risk Management Committee of the UNC Asheville Board of Trustees	Audit and Risk Management Committee Charter



# Bylaws of the Board of Trustees



[Adopted on March 23, 2009]  
 [Revised & Adopted December 7, 2009]  
 [Revised & Adopted July 9, 2012]  
 [Revised & Adopted September 27, 2013]  
 [Revised & Adopted October 11, 2017]  
 [Revised & Adopted December 15, 2017]  
 [Revised & Adopted June 21, 2019]

## PREFACE

The University of North Carolina at Asheville is a constituent institution of The University of North Carolina, an organization mandated by Article IX of the North Carolina Constitution, and established by Chapter 116 of the North Carolina General Statutes. These bylaws are intended to be consistent with those authorities, and with The Code of the Board of Governors of The University of North Carolina.

## ARTICLE I. MISSION, POWERS AND DUTIES

### Section 1. Mission

The mission of the Board of Trustees of the University of North Carolina at Asheville is to promote the sound development of the university within the functions prescribed for it by the Board of Governors of The University of North Carolina, helping it to serve the people of the State in a way that will complement the activities of the other constituent institutions, and aiding it to perform at a high level of excellence in every area of endeavor. The Board of Trustees advises the Board of Governors on matters pertaining to the university, and advises the Chancellor concerning management and development of the institution. [See N.C. General Statute § 116-33.]

### Section 2. Powers and Duties

The Board shall have all the powers and duties granted to it by North Carolina law and delegated to it by the Board of Governors of The University of North Carolina, as specified in The Code and as otherwise specified by the Board of Governors. Appendix 1 to The Code, which contains delegations of duty and authority from the Board of Governors to the Board of Trustees, will be appended to these bylaws.

## ARTICLE II. ORGANIZATION

### Section 1. Membership

The membership of the Board is governed by statute, N.C. General Statute § 116-31, which provides, among other points, the following:

- (a) The thirteen members of the Board are selected as follows:
1. Eight are elected to four-year terms in certain odd-numbered years by the Board of Governors of The University of North Carolina,
  2. Four are appointed to four-year terms in certain odd-numbered years by the-Speaker of the House of Representatives and President Pro Tempore of the Senate,

## EXHIBIT B

3. The President of Student Government Association of the University of North Carolina at Asheville, during that person's continuance in good standing as a student at the university, serves ex-officio and has all the rights and privileges as other members of the Board.

(b) 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 the Board, that individual's place as a member shall be deemed vacant.

(c) Any person who has served two full four-year terms in succession shall, for a period of one year, be ineligible for election or appointment to the board.

### Section 2. Officers

(a) At the first meeting after June 30 of each year, the Board shall elect a Chair, a Vice Chair, and a Secretary. [See N.C. General Statute § 116-32.]

(b) Officers are elected for a one-year term and may serve four consecutive terms.

(c) Each of these officers shall serve until his or her successor is elected. If the term of the Chair expires before his or her successor is elected, then the Vice Chair shall become the Interim Chair until the Chair's successor is elected.

(d) The Secretary shall keep the Board of Governors, through the Secretary of the University, fully informed concerning activities of the Board, including notice of any changes in the membership of the Board or in its committee structure or bylaws, notices of meetings, and a copy of the minutes of all meetings.

(e) The Board may also select, if it so chooses, a member of the Chancellor's staff to serve as Assistant Secretary, and the Secretary may delegate responsibilities to the Assistant Secretary.

### Section 3. Committees

(a) The Executive and Governance Committee is a standing committee whose members are the following officers or members of the Board of Trustees: the Chair, Vice Chair, Secretary, Past Chair (whose term as Chair most recently ended, if still serving on the Board) and one additional Board member-at-large elected by vote of the full Board. The Chair of the Board of Trustees will serve as Chair of the Executive and Governance Committee. The Chancellor will serve in an ex-officio, non-voting capacity, consistent with the Chancellor's role as prescribed in applicable law and UNC Policy. The Executive and Governance Committee may act for the full Board in interim periods on all matters within the purview of the full Board, including approval of appropriate academic and administrative appointments. Actions taken by the Executive and Governance Committee on behalf of the full Board will be reported to the full Board no later than the next regular Board meeting.

(b) The Audit and Risk Management Committee is a standing committee of the Board. Its members shall include the Chair of the Board, and at least two other members of the Board nominated by the Chair and approved by the Board. The Chair of the Board also appoints the Audit and Risk Management Committee Chair. The Audit and Risk Management Committee shall also serve as the standing committee charged with evaluating potential conflicts of interest, as required by University of North Carolina Policy 200.1.

(c) The Chair shall appoint the chair and members of the following standing committees:

1. Academic Affairs
2. Athletics
3. Budget and Finance
4. Student Affairs and Enrollment
5. University Advancement

## EXHIBIT B

(d) The Board shall outline the scope of each committee's responsibilities in committee charters, which are appended to these bylaws.

(e) The Board may create other such committees as it may see fit, and may delegate to these committees such of its powers as it deems appropriate. The chair shall appoint the chairs and members to these committees, as in the case of the standing committees referenced in Article II. Section 3(C).

(f) Committees of the Board shall be subject to the North Carolina Open Meetings Act, as outlined in G.S. Chapter 143, Article 33c. In consultation with the Chancellor, University Senior Staff and the Committee Chairs, the Committees, depending on their agenda, may have combined meetings, have a shortened or lengthened meeting period, or, in the Committee Chair's discretion, opt not to meet. However, the Audit and Risk Management Committee will meet for the minimum number of annual meetings stated in its committee charter. Committee agendas will be prepared by the Chancellor and University Senior Staff in consultation with and subject to the approval of each Committee Chair. Official meetings of these committees, in person, by phone or by electronic means, must:

- give public notice of time and place of each meeting,
- keep full and accurate minutes of all official meetings, including any closed sessions held pursuant to G.S. 143-318.11. Such minutes shall be a matter of public record.
- Enter into closed session only for the reasons that are allowed by G.S. § 143-318.11.

Exceptions to the Open Meetings Act (G.S. 143-318.18) include the boards of trustees of endowment funds, as authorized by G.S. 116-36 or G.S. 116-238.

## ARTICLE III. MEETINGS

### Section 1. Regular Meetings

The Board shall hold no fewer than three regular meetings each year, and may hold such additional meetings as may be desirable. The dates and times of the regular meetings shall be determined by the Chair in consultation with the Chancellor. A notice specifying the time and place of each regular meeting of the Board shall be mailed or otherwise delivered by the Secretary or Assistant Secretary to each member of the Board at least one week in advance of the meeting date.

### Section 2. Special Meetings

(a) Special meetings of the Board may be called by the Chair at the Chair's discretion.

(b) Special meetings shall also be called by the Secretary or Assistant Secretary upon the written request of not fewer than nine members of the Board. Meetings called at Board members' request shall be held within twenty days of receipt of the ninth written request for such a meeting.

(c) A notice specifying the time and place of a special meeting of the Board shall be mailed or otherwise delivered by the Secretary or Assistant Secretary to each member of the Board in a manner so that it would reasonably be expected to be received at least 48 hours before the meeting.

### Section 3. Emergency Meetings.

Emergency meetings may be called when generally unexpected circumstances require immediate consideration by the Board. A notice specifying the time and place of an emergency meeting shall be mailed or otherwise delivered in sufficient time for a majority of the board to reasonably be expected to be able to attend the meeting. Only business connected with the emergency may be considered at an emergency meeting.

## ARTICLE IV. CONDUCT OF BUSINESS

## EXHIBIT B

### Section 1. General

- (a) A quorum of the Board shall consist of a majority of the members of the Board, either in person or via a two-way, real-time, communications device.
- (b) The Chair shall preside at meetings of the Board. In the absence of the Chair, the Vice Chair shall preside, and in the absence of both the Chair and the Vice Chair, the Secretary shall preside. In the absence of all officers, a presiding officer will be elected by the members present.
- (c) All members of the Board may vote on all matters coming before the Board for consideration. No vote may be cast in absentia by mail, facsimile, or electronic mail or by proxy.
- (d) The Board shall adopt its own rules of procedure.
- (e) As a matter of protocol, the Board considers the Chair to be the spokesperson for the Board.

### Section 2. Agenda

- (a) The agenda for a regular or special meeting of the Board shall be prepared by the Chancellor in consultation with and subject to the approval of the Chair. Members of the Board may suggest additional agendas item to the Chair. Insofar as practicable, the Secretary or Assistant Secretary will deliver a copy of the agenda to each member of the Board in advance of each regular meeting.
- (b) At any regular or special meeting, any member of the Board may request that the Board consider an item not on the agenda, but it may not be considered without an affirmative vote of two-thirds of the voting membership of the Board present. The Chair retains the right to modify the order of the agenda in his or her discretion.

### Section 3. Minutes

The Secretary or Assistant Secretary shall keep minutes of all meetings of the Board.

### Section 4. Closed Session

By vote of majority of the members present at any meeting, the Board may convene in closed session, consistent with North Carolina law.

## ARTICLE V. ETHICS & CONFLICTS OF INTEREST

It is of critical importance that decisions the Board makes on behalf of the University be in the best interest of the University and not be influenced by any potential financial gain to the decision-makers. Further, to assure public confidence in the integrity of the University, it is important that the University not appear to be influenced by the personal financial interests of those in decision-making positions. In order to assure public confidence in the integrity of the University, members of the Board should not use their positions, or appear to use their positions, to influence the decisions of the University for their personal financial gain. At the same time, the University should be able to take advantage of contracts that are advantageous to the citizens of North Carolina and to the University and should avoid having service to the University be so restrictive that persons with substantial financial interests will be reluctant to serve. To those ends, the Board acknowledges that it is bound by the State Government Ethics Act (Chapter 138A of the N.C. General Statutes) and University of North Carolina Policy 200.1. [Adopted from § 204 of The Code.]

## ARTICLE VI. EQUALITY OF OPPORTUNITY

Service on the Board of Trustees, and admission to, employment by, and promotion in the University of North Carolina at Asheville, and shall be on the basis of merit, and there shall be no unlawful discrimination against any person on the basis of race, color, religion, sex, sexual orientation, gender identity, genetic information, national origin, age, disability, or veteran status. [G.S. 103]

## EXHIBIT B

### ARTICLE VII. AMENDMENT & SUSPENSION OF BYLAWS

#### Section 1. Amendment

Any provision of these bylaws (except those required or governed by The Code of The Board of Governors, the N.C. General Statutes, or other governing authority) may be amended by a vote of two-thirds of the voting membership of the Board then in office, provided that no amendment may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the Board. However, conforming amendments prompted by changes to state or federal law, or the Code of the Board of Governors, may be made by the University General Counsel in consultation with, and with the approval of, the Chancellor and Board Chair.

#### Section 2. Suspension

Any provision of these bylaws (except Section I of Article VII immediately above, and except those provisions required or governed by The Code of The Board of Governors, the N.C. General Statutes, or other governing authority) may be suspended at any meeting of the Board for that meeting by affirmative vote of two-thirds of the voting membership of the Board present.

### ARTICLE IX. SUBORDINATION TO UNIVERSITY CODE

To the extent that any of these bylaws may be inconsistent with The Code of the Board of Governors of The University of North Carolina, The Code shall control.

APPROVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF NORTH CAROLINA AT ASHEVILLE

[Adopted on March 23, 2009]

[Revised & Adopted December 7, 2009]

[Revised & Adopted July 9, 2012]

[Revised & Adopted September 27, 2013]

[Revised & Adopted October 11, 2017]

[Revised & Adopted December 15, 2017]

[Revised & Adopted June 21, 2019]

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## Rules of Procedure of the Board of Trustees of The University of North Carolina at Asheville

[Adopted on March 23, 2009]

Rules of procedure for deliberative bodies should allow deliberation of questions of interest so as to arrive at the sense or will of the body by majority rule, while maintaining respect for the minority. Rules should enable group decisions to be made with full and fair debate and the least possible friction.

To those ends, the Board of Trustees of the University of North Carolina at Asheville hereby adopts the following rules of procedure:

1. When an action is to be taken, it will require a motion and a second. Except as set forth in the bylaws and in these rules, a simple majority of the members present and voting will carry the motion.
2. Debate or discussion of the motion may not be ended until each member present has had at least one opportunity to address the motion. The Chair may, in the Chair's sole discretion, declare a final round of comment, and allow each member a final chance to comment on the motion, before putting the motion to a final vote. The Chair may also limit each member's time for comment in this final "round of comment."

## EXHIBIT B

3. Motions may, in the course of the debate or discussion, be amended before being put to final vote, but only with the permission of the members who made the motion and made the second.
  4. At any meeting, the full Board can be forced to abandon these rules of procedure and to be bound instead by Robert's Rules of Order Newly Revised (as implemented by Robert's Rules of Order Newly Revised In Brief) by a vote (following a proper motion and second) of one less than the majority of those present at the meeting. Robert's Rules of Order Newly Revised In Brief will be available through the University General Counsel.
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# Appendix 1 to The Code-Delegations of Duty and Authority to Boards of the Trustees

[Adopted on March 23, 2009]

Pursuant to authority vested in it by the General Statutes, and consistent with the provisions of The Code of the University of North Carolina, the Board of Governors hereby delegates to the boards of trustees of the constituent institutions of the University of North Carolina the following duties and powers:

### I. ACADEMIC AND ADMINISTRATIVE PERSONNEL

#### A. Appointment and Compensation

1. Upon recommendation of the chancellor, the board of trustees of a special responsibility constituent institution with management flexibility for personnel appointments shall, for all positions exempt from the State Personnel Act except the position of the chancellor, appoint, promote, and set the compensation for such employees consistent with the policies and salary ranges set by the Board of Governors and the regulations and guidelines established by the Office of the President.

2. Personnel actions at a constituent institution, other than a special responsibility constituent institution with management flexibility, shall be governed as follows:

a. With respect to all faculty positions with permanent tenure and all senior administrative positions, namely vice chancellors, provosts, deans and directors of major educational and public service activities, the chancellor, following consultation with the board of trustees, shall forward to the president recommendations with respect to such appointments, promotions, and compensation; if the president concurs in such recommendations, the president shall forward them to the Board of Governors for approval. Notwithstanding the requirements of this paragraph, a board of trustees may promote in rank a faculty member with permanent tenure, upon the recommendation of the chancellor, and without approval by the Board of Governors.

b. With respect to all faculty and administrative positions other than those identified in subparagraph 2a above, and other than those subject to the State Personnel Act, the chancellor shall forward the chancellor's recommendations for appointment, promotion and compensation to the board of trustees; subject to applicable provisions of the University Code and to such policies as may be established by the Board of Governors, the action of the board of trustees with respect to such personnel actions shall be final.

#### B. Discharge or Suspension

Subject to regulations of the board of trustees and consistent with applicable policies of the Board of Governors, all discharges or suspensions of faculty members and administrative personnel, other than those subject to the State Personnel Act, shall be effected by the chancellor. A discharged or suspended employee shall have such rights of appeal from the action of the chancellor as may be prescribed by the University Code, policies of the Board of Governors, or regulations of the board of trustees.

## EXHIBIT B

### C. Personnel Policies

The board of trustees may adopt personnel policies not otherwise prescribed by state law, the University Code, or policies of the Board of Governors, for personnel in all categories of university employment. Policies adopted by a board of trustees regarding academic tenure and promotion shall be effective upon review by the senior vice president for academic affairs and the vice president and general counsel, and approved by the president.

### D. Chancellor Selection

In the event of a vacancy in the chancellorship, the board of trustees shall establish, in consultation with the president, a search committee composed of representatives of the board of trustees, the faculty, the student body, staff, the alumni, and such other representatives of campus constituencies as may be appropriate. Upon the establishment of the search committee, the chair of the board of trustees, in consultation with the president, shall establish a budget and identify staff for the committee.

The search committee, through the chair of the board of trustees, shall make a preliminary report to the president when the committee is preparing a schedule of initial interviews. At the completion of the campus interview process, the search committee shall recommend a slate of three candidates to the trustees for consideration.

The board of trustees, following receipt of the report of the search committee, shall recommend at least three names for consideration by the president in designating a nominee for the chancellorship, for approval by the Board of Governors.

## II. ACADEMIC PROGRAM

The board of trustees shall be responsible for ensuring the institution's compliance with the educational, 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.

## III. ACADEMIC DEGREES AND GRADING

Subject to authorization by the Board of Governors of the nature and general content of specific degree programs which may be offered by an institution, each institution shall determine whether an individual student shall be entitled to receipt of a particular degree. Each institution also shall determine what grade a student will be assigned in a particular course. No appeal from any of these decisions or any other academic determination is allowable to the president or to the Board of Governors.

## IV. HONORARY DEGREES, AWARDS AND DISTINCTIONS

The board of trustees shall be responsible for approving the names of all individuals on whom it is proposed that an honorary degree or other honorary or memorial distinction be conferred by the institution, subject to such policies as may be established by the Board of Governors.

## V. BUDGET ADMINISTRATION

The board of trustees shall advise the chancellor with respect to the development of budget estimates for the institution and with respect to the execution and administration of the budget of the constituent institution, as approved by the General Assembly and the Board of Governors.

## VI. PROPERTY AND BUILDINGS

The board of trustees of a constituent institution shall be responsible, subject to policies of the Board of Governors and all legal requirements relative to the construction of state-owned buildings, for the following matters concerning campus capital construction projects which have been approved by the Board of Governors and authorized by the state of North Carolina: (1) the selection of architects or engineers for buildings and improvements requiring such professional

## EXHIBIT B

services; (2) the approval of building sites; (3) the approval of plans and specifications; and (4) the final acceptance of all completed buildings and projects.

The board of trustees shall be responsible to the Board of Governors for preparing and maintaining a master plan for the physical development of the institution, consistent with the total academic and service mission of the institution as defined and approved by the Board of Governors.

Any proposal involving the acquisition or disposition by an institution of any interest in real property shall be recommended by the board of trustees to and must be approved by the Board of Governors; provided, that

- (a) if the proposal involves an interest in real property which is valued at less than \$50,000, the board of trustees may authorize such transaction and proceed to obtain the necessary approvals from appropriate state officials and agencies, without first obtaining the approval of the Board of Governors;
- (b) if the proposal involves an interest in real property, the president may approve or execute leases with a value higher than \$50,000 up to \$150,000, and may approve or execute contracts to acquire real property with a value higher than \$50,000 up to \$250,000, without first obtaining approval of the Board of Governors; and
- (c) and the Board of Governors, under circumstances which it considers appropriate and following notice from it to the board of trustees, may take action necessary to effect the acquisition or disposition of an interest in real property which is related to or which affects the institution, without receipt of a recommendation from the board of trustees.<sup>18</sup>

### VII. ENDOWMENTS AND TRUST FUNDS

Subject to applicable provisions of state law and to such terms and conditions as may be prescribed from time to time by the Board of Governors, each board of trustees shall be responsible for the preservation, maintenance, and management of all properties, both real and personal, funds and other things of value which, either separately or in combination, constitute all or any part of the authorized endowment or trust funds, either currently in existence or to be established in the future, for the benefit of the individual constituent institution. [See G.S. 116- 11(2); 116-12; 116-36; 116-36. 1; 116-36. 2; 116-36. 3]

### VIII. ADMISSIONS

Subject to such enrollment levels and minimum general criteria for admission as may be established for a constituent institution by the Board of Governors, each constituent institution of the University of North Carolina shall establish admissions policies and resolve individual admission questions for all schools and divisions within the institution. No appeal concerning an individual admission case shall lie beyond the institutional board of trustees.

### IX. TUITION, FEES AND DEPOSITS

#### A. General Authority of Boards of Trustees

The boards of trustees of the constituent institutions other than the board of the North Carolina School of Science and Mathematics shall 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. [See G.S. 116-11(7) and G.S. 116-143]

#### B. Tuition and Fee Deposits

Each board of trustees shall require the payment of such advance deposits, at such times and under such conditions as it determines are appropriate or as may be required by state law or by the Board of Governors. [See G.S. 116-143]

#### C. Application Fee

Each board of trustees shall 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. [See G.S. 116-143]



## EXHIBIT B

### D. Acceptance of Obligations in Lieu of Cash

Subject to policies prescribed by the Board of Governors, the boards of trustees shall establish 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. [See G.S. 116-143]

### E. Fee Recommendations

Subject to policies prescribed by the Board of Governors, each board of trustees, in consultation with the chancellor, shall recommend to the president the amounts to be charged at the constituent institution for application, athletics, health services, student activities, educational and technology, retirement of debt incurred for capital improvements projects authorized by the General Assembly, course, and special fees. In carrying out this responsibility, each board of trustees and the chancellor shall ascertain that the benefits of the activity or service are commensurate with the recommended fee which is required to support the activity or service. Recommended fees should be consistent with the philosophy set forth in the North Carolina Constitution which states that the benefits of the University of North Carolina should be extended to the people of the state free of expense, as far as practicable.

### X. STUDENT FINANCIAL AID

All scholarships and other forms of financial aid to students which are limited in their application to or are supported from sources generated by an individual campus shall be administered by the constituent institution pursuant to such regulations as may be prescribed by the board of trustees and subject to the terms of any applicable laws and to policies of the Board of Governors.

### XI. STUDENT SERVICES

Each board of trustees, upon recommendation of the chancellor, shall determine the type, level, and extent of student services (such as health care, athletic programs, and counseling) to be maintained for the benefit of students at the institution, subject to general provisions concerning types and levels of student services as may be prescribed by the Board of Governors.

### XII. STUDENT ACTIVITIES AND GOVERNMENT

Under such policies as may be prescribed by the Board of Governors and the board of trustees, the chancellor shall be responsible for the regulation and approval of organized, institutionally-recognized student activities, the definition of roles and functions of any institutionally-recognized system of student self-government and student participation in the governance of any aspect of the institutional programs and services. No appeal concerning such activities are allowable to the president or to the Board of Governors.

### XIII. INTERCOLLEGIATE ATHLETICS

Subject to such policies as may be prescribed by the Board of Governors and the board of trustees, the chancellor shall be responsible for the establishment and supervision of the institution's program of intercollegiate athletics.

### XIV. TRAFFIC AND PARKING REGULATIONS<sup>19</sup>

### XV. CAMPUS SECURITY

Subject to applicable provisions of state law and such policies as may be adopted by the Board of Governors or the board of trustees, the chancellor shall be responsible for the maintenance of campus security.

### XVI. AUXILIARY ENTERPRISES, UTILITIES AND MISCELLANEOUS FACILITIES

Pursuant to applicable provisions of state law and policies of the Board of Governors, the boards of trustees of affected constituent institutions shall have authority and responsibility for the adoption of policies applicable to and the control

## EXHIBIT B

and supervision of campus electric power plants and water and sewer systems, other utilities and facilities [G.S. 116-35], and child development centers [G.S. 116-38].

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18 By resolution adopted November 13, 1981, the Board of Governors elaborated upon this provision concerning the acquisition and disposition of interest in real estate. The resolution says, among other things, that the value of an interest in real estate shall, with respect to a lease, be deemed the annual rental thereof. Further, the resolution expressly authorizes the board of trustees to delegate to their respective chancellors the power to authorize for the institutions the acquisition or disposition by lease of institutions the acquisition or disposition by lease or interests in real estate valued at less than \$25,000, subject to any necessary approval from state officials and agencies.

19 Legislation adopted by the 1973 session of the General Assembly, on recommendation of the Board of Governors, gave the boards of trustees broad authority in this area and superseded the authority originally granted in this paragraph; hence it is omitted here. [See G.S. 116-44.3 et. seq.]

# EXHIBIT B

## Academic Affairs Committee Charter

### Revisions to Charter – December 15, 2017

At the direction and delegation of the Board Chair, the Academic Affairs Committee will consider items and make recommendations to the Board of Trustees, including those traditionally within the purview of the University's Academic Affairs Division.

The Academic Affairs Committee will advance the goals and core values reflected in the Strategic Plan, and, in conjunction with the Board of Trustees, evaluate the progress made on the Strategic Plan's directions, actions and outcomes. Operationally, this charge includes consulting with the Provost on all aspects of the academic enterprise, including faculty recruitment and retention; academic accreditation, curriculum, and assessment; academic degrees and grading; admissions and enrollment management; financial aid strategy and, together with the Vice Chancellor for Advancement, financial aid resources. The Committee makes a formal recommendation to the full Board for approval of tenure recommendations.

The Committee oversees the success with which the Academic Affairs Division incorporates UNC Asheville's core values of diversity and inclusion, innovation, and sustainability into the curriculum, into faculty recruitment and retention, and into admissions and financial aid strategy.

The Provost provides regular updates on the state of shared governance between faculty and administration, including reports from Faculty Senate and updates on faculty initiatives, on campus and in the community.

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### Charter – Revised and Adopted, December 2009

The Academic Affairs Committee will, at the direction of the Board Chair, consider items and make recommendations to the Board of Trustees on issues within the purview of the University's Academic Affairs Division.

The Board of Trustees has assigned the responsibility for advising the University on improving diversity and inclusion on campus, as well as the tracking and reporting of diversity, to the Academic Affairs Committee as a standing responsibility of the University's Diversity Action Council, led by the University's Vice Chancellor for Academic Affairs and Provost.

In addition, specific authority and responsibility has been delegated by the UNC Board of Governors to the Board of Trustees. One or more of these related responsibilities may be assigned by the Board Chair to this committee for consideration, with a request to study the issue and make a recommendation to the full board.

They include:

1. Ensure the institution's compliance with the educational, research, and public service roles assigned to it by the Board of Governors.

Other topics typical for this committee may include: Tenure policy, academic degree programs, enrollment management, and other issues approved by the Board of Trustees.

The committee membership will include trustees and members of the University administration, who may decide to include or consult with students, faculty members, and members of the Greater Asheville community, as appropriate.

# EXHIBIT B

## Athletics Committee Charter

### Revisions to Charter– December 15, 2017

At the direction and delegation of the Board Chair, the Athletics Committee will consider items and make recommendations to the Board of Trustees, including those traditionally within the purview of the University's intercollegiate athletics program, subject to applicable NCAA and Big South Conference rules and regulations. Items specifically delegated by the Board of Trustees for consideration include reviewing, and providing recommendations on, multi-year contracts for full-time head coaches and the Director of Athletics, as well as recommending the amounts to be charged for athletics fees based on the activity or service to be funded by the recommended fee. However, ultimate institutional control of, and responsibility for, Athletics Department operations, fiscal integrity and personnel administration rests with the Chancellor.

The Athletics Committee will advance the goals and core values reflected in the Strategic Plan, and, in conjunction with the Board of Trustees, evaluate the progress made on the Strategic Plan's directions, actions and outcomes.

Consistent with the functions of the Athletics Department, the Athletics Committee may also provide oversight of the following programs or activities: Participating in NCAA compliance audit, reviewing student-athlete academic success, and assisting the Chancellor and the Athletic Director in reviewing UNC - General Administration, Big South Conference, and NCAA-mandated programs [e.g., Athletics Annual Report, NCAA Financial Dashboard, NCAA Institutional Performance Program, Big South Conference Strategic Plan, Mandatory Drug-testing Program, Academic Enhancement Program, Bulldog Athletics Association, Mission Statement, Goals, and Strategies].

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### Charter – Revised and Adopted, December 2009

The Athletics Committee will, at the direction of the Board Chair, consider items and make recommendations to the Board of Trustees on issues within the purview of the University's Athletics Division. In addition, specific authority and responsibility has been delegated by the UNC Board of Governors to the Board of Trustees. One or more of these related responsibilities may be assigned by the Board Chair to this committee for consideration, with a request to study the issue and make a recommendation to the full board. They include:

- 1.) Approve multi-year contracts of Full-time Head Coaches.
- 2.) Recommend the amounts to be charged for athletics fees; ascertain that the benefits of the activity or service are commensurate with the recommended fee.

Other topics typical for this committee may include: Participating in NCAA compliance audit, reviewing student-athlete academic success, and assisting the Chancellor and the Athletic Director in reviewing NCAA-mandated programs [e.g., Mandatory Drug-testing Program, Academic Enhancement Program, Bulldog Athletics Club, Mission Statement, Goals, and Strategies].

The committee membership will include trustees and members of the University administration, who may decide to include or consult with students, faculty members, and members of the Greater Asheville community, as appropriate.

# EXHIBIT B

## Audit and Risk Management Committee Charter

### Charter – Revised and Adopted, October 2017

#### Purpose and Authority

The purpose of the Audit and Risk Management Committee is to assist the Board of Trustees in fulfilling its oversight responsibilities related to:

- Integrity of the University's financial statements and other financial reporting
- Adequacy and effectiveness of the University's internal control systems and risk management
- Independence and performance of external and internal audit functions
- Adequacy of the University's process to monitor regulatory compliance
- Advancing the goals and core values reflected in the University Strategic Plan, and, in conjunction with the Board of Trustees, evaluate the progress made on the Strategic Plan's directions, actions and outcomes.

The Committee's duties do not replace or duplicate established management responsibilities and delegations. Instead, the Committee serves in an advisory capacity to guide the direction of management's actions and sets broad policy for ensuring accurate financial reporting, sound risk management, and ethical behavior.

#### Organization

The Audit and Risk Management Committee is a standing committee of the Board of Trustees. Committee members include the Chair of the Audit and Risk Management Committee, Chair of the Board of Trustees, and two additional trustees. Committee members must be independent of University or associated entity management and free of any relationship that would impair such independence. Members may not receive consulting, advisory, or other fees from the University or an associated entity.

Committee members should be financially literate and if practicable, at least one member should be a financial expert. A financial expert is someone who has an understanding of generally accepted accounting principles and financial statements; experience in preparing, auditing, analyzing or evaluating financial information; experience with internal control and procedures for financial reporting; or an understanding of the Audit Committee function.

#### Meetings

The Audit and Risk Management Committee shall meet no fewer than four times per year. The Committee may invite senior officers, external and internal auditors, representatives of the Office of the State Auditor, legal counsel, and others to attend meetings and to provide pertinent information as requested. The Committee may request to meet privately with the independent external and internal auditor. Meeting agendas and related materials will be prepared and provided in advance to members. Minutes of the meeting will be prepared.

#### Responsibilities

The following shall be the principal duties and responsibilities of the Committee:

#### **Financial Reporting**

- Review the audit engagement letter and other significant audit related communications from the Office of the State Auditor and other external auditors as applicable.
- Be available to meet with the State Auditor, the State Auditor staff, and other external auditors for consultation purposes or to discuss judgments about the quality, not just the acceptability, of the University's accounting principles and underlying estimates in its financial statements or other matters required to be communicated to the Committee under generally accepted auditing standards.
- Review the results of the annual financial audit with the Office of the State Auditor.
- Review all audit reports and management letters for University-associated entities.

# EXHIBIT B

## Internal Controls and Risk Management

- Consider the adequacy and effectiveness of the internal control systems and self-assessments of operating risks at the University through the reports of activities of the internal and external auditors, and University risk management functions as required, including any recommendations and planned actions.
- Oversee the University's mechanism for receiving, resolving, and retaining records of complaints regarding accounting, internal control, and auditing matters. Receive briefings regarding significant complaints or misuse of State property.

## External and Internal Audit Functions

- Review and approve the internal audit charter and the annual internal audit plan including significant changes to the plan. Review internal audit activity reporting, organizational structure, and performance relative to the annual plan.
- Confirm internal audit efforts to coordinate with external auditors and regulators to provide optimal audit coverage, reduce duplication of work, and use audit resources effectively.
- Review internal audit reports and summaries of external and internal audit activities. Receive reports on significant findings and recommendations, along with management's response.
- Review and resolve any significant disagreement between management and the Office of the State Auditor, the Office of Internal Audit, or other external auditors in connection with the preparation of the financial statements or with other audits.
- Provide a direct channel of communication to the full Board of Trustees for the Director of Internal Audit and the Office of the State Auditor.
- Monitor the effectiveness of the internal audit function, including adherence to the Institute of internal Auditors' mandatory guidance including the *International Standards for the Professional Practice of Internal Auditing*.
- Consult with the Chancellor regarding the selection and removal of the Director of Internal Audit. The Director of Internal Audit reports administratively to the Chancellor and functionally to the Board of Trustees through the Audit Committee.

The Committee may modify or supplement these duties and responsibilities as needed, and may be assigned additional responsibilities or recommendations to consider in the discretion of the Board Chair. The Committee, with the assistance of the General Counsel and the Director of Internal Audit, shall periodically review and assess the adequacy of the Audit Committee Charter.

### Adoption of Charter

The Board of Trustees of the University of North Carolina at Asheville adopted this charter on the 14<sup>th</sup> day of November, 2006, subsequently modified on December \_\_\_\_, 2017.

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## Charter – Revised and Adopted, July 2013

### Purpose:

The purpose of the Audit Committee, which is a standing committee of the Board of Trustees of the University of North Carolina at Asheville, is to assist the Board of Trustees in discharging its oversight responsibilities. The Audit Committee will:

- 1) Review, for integrity, the University's financial statements, and financial and management reporting;
- 2) Work to ensure the full board understands the University's financial statements, financial and management reporting;
- 3) Review the effectiveness of the institution's system of internal control;
- 4) Review the independence and performance of the external and internal audit functions; and
- 5) Review the institution's process for monitoring compliance with laws and regulations affecting financial reporting and its code of conduct.

The committee does not exist to replace or duplicate established management responsibilities and delegations; rather, the committee serves to guide and direct management's actions by setting broad policies that are designed to ensure accurate financial and management reporting, sound risk management, and ethical behavior.

## EXHIBIT B

The committee is responsible for maintaining free and open communication as well as effective working relationships among the committee members, independent external auditors, the North Carolina Office of the State Auditor (OSA), the internal auditor, and senior officers of the University. The committee will take all appropriate actions to set the overall tone at the institution for quality financial and management reporting, sound risk practices, and ethical behavior.

### Authority:

The board authorizes the audit committee, within the scope of its responsibilities, to:

2.1 Perform activities within the scope of its charter.

2.2 Engage independent advisers, including independent counsel (consistent with appropriate statutory and regulatory requirements for doing so), should the committee deem that necessary to carry out its duties. UNCA shall provide appropriate funding, as determined by the Committee, for payment to advisors employed by the Committee.

2.3 Have unrestricted access to senior officers, faculty and employees as well as to all books, records, and facilities of the University.

### Organization:

#### **Membership**

3.1 Members of the Audit Committee shall be the Chair of the Audit Committee, Chair of the Board of Trustees, and Chair of the Finance and Real Property Committee, and one additional trustee with financial experience, if other members of the Audit Committee do not all have such experience. The Chair of the Board of Trustees is elected by the Board of Trustees. The Chair of the Audit Committee, the Chair of the Finance and Real Property Committee, and any additional trustee is appointed by the Chair of the Board of Trustees on an annual basis.

3.2 The audit committee shall be independent. Members will be considered independent as long as they do not accept any consulting, advisory, or other compensatory fee from the University and its affiliated entities.

3.3 A quorum of any meeting will be two members, or three in years in which the membership of the Audit Committee includes four trustees.

3.4 A majority of committee members shall be “financially literate.” Financial literacy is defined as being able to read and understand fundamental financial statements.

3.4.1 If possible, include one member who is a “financial expert” as it is defined by Sarbanes-Oxley: a “financial expert” is a person who has an understanding of generally accepted accounting principles and financial statements; the ability to assess the application of these principles in connection with accounting for estimates, accruals and reserves; an understanding of audit committee functions; experience preparing, auditing, analyzing or evaluating financial statements, or experience actively supervising persons engaged in such activities; and an understanding of internal controls and procedures for financial reporting. The person must have acquired these attributes through one or more of the following: education or experience actually doing these functions or similar ones; experience overseeing or assessing the performance of companies or public accountants who are preparing, auditing or evaluating financial statements; or other relevant experience.

#### **Meetings**

3.5 Meetings shall be held no fewer than four times a year, on campus and at times arranged and staffed by the Director of Internal Audit, in coordination with other trustee responsibilities.

3.6 Other meetings may be convened as required, consistent with the N.C. Open Meetings Act.

## EXHIBIT B

3.7 The committee may invite senior officers, faculty, and staff, including, auditors, legal counsel or others, to attend meetings in order to provide pertinent information as needed or requested.

3.8 As part of its responsibility to foster open communication, the committee shall provide sufficient opportunity for the independent external and internal auditor to meet privately with the committee.

3.9 The committee shall, consistent with the N.C. Open Meetings Act, maintain written minutes of its meetings.

### Roles and Responsibilities:

The Audit Committee will:

4.1 Review and approve the annual internal audit plan that was developed, in part, by an assessment of risk.

4.2 Receive quarterly reports from the Internal Auditor.

4.3 Have the State Auditor, and other independent external auditors report directly to the committee.

4.4 Review required communications from the OSA. Discuss with the OSA, the quality and appropriateness of the institution's accounting policies as well as the consistency of their application. Also, determine if the OSA encountered any audit problems in the normal course of audit work, including any restriction on audit scope or access to information. This will apply to all types of audits conducted by the OSA.

4.5 Ensure that significant findings and recommendations made by the OSA or the internal auditor and management's proposed response are received, discussed and appropriately acted upon.

4.6 Review and resolve any significant disagreement between management and OSA or the Office of Internal Audit.

4.7 Monitor the adequacy and effectiveness of the internal control systems at the University through activities of and consultation with management, the internal auditor, and the OSA.

4.8 Provide a direct channel of communication to the full Board for the Director of Internal Audit and the State Auditor.

4.9 Oversee the University's mechanism for receiving, resolving, and retaining records of complaints regarding accounting, internal control, and auditing matters.

4.10 At the end of audit cycle, review a summary of work performed compared to the audit plan.

4.11 Submit, in a format prescribed by the Board of Governors' Audit Committee, a summary of the worked performed by the Audit Committee and the Internal Auditor.

4.12 Review all audit reports and management letters for University-Associated Entities and determine that all reportable conditions have been corrected.

4.13 Consult with the Chancellor regarding the selection and removal of the Director of Internal Audit, who reports directly to the Chancellor.

4.14 The Director of Internal Audit reports administratively to the Chancellor and functionally to the Board of Trustees through the Audit Committee.

4.15 Oversee the enforcement of the Dual Membership, Conflict of Interest policy, and University System Code of Ethics as set forth by UNC General Administration.

The Committee may modify or supplement these duties and responsibilities as needed. The Committee, with the assistance of the Office of University Counsel and the Director of Internal Audit, should periodically review and assess the adequacy of the Audit Committee Charter.



## EXHIBIT B

### Adoption of Charter

The Board of Trustees of the University of North Carolina at Asheville adopted this charter on the 14th day of November, 2006.

DRAFT FOR APPROVAL

# EXHIBIT B

## Budget and Finance Committee Charter

### Charter – Revised and Adopted, June 2019

At the direction and delegation of the Board Chair, the Budget & Finance (B&F) Committee will consider items and make recommendations to the Board of Trustees, including those traditionally within the purview of the University's Administration & Finance (A&F) Division.

The B&F Committee will advance the goals and core values reflected in the Strategic Plan, and, in conjunction with the Board of Trustees, evaluate the progress made on the Strategic Plan's directions, actions and outcomes. The B&F Committee shall encourage continuous improvement of the University's operational efficiencies, evolving and resilient organizational structures, inclusive and engaged decision-making, and highly effective communication and collaboration to achieve success relative to the Strategic Plan.

The B&F Committee shall oversee UNC Asheville's financial viability achieved through multi-pronged, innovative and visionary approaches consistent with the authority exercised by the Board of Trustees, the UNC Board of Governors and the General Assembly.

In collaboration with the Board of Trustees, the B&F Committee shall advise the Chancellor regarding budget development and administration, and oversee (1) the setting, billing, and collection of tuition and fees, (2) the design and construction of campus facilities, (3) acquisition and disposition of real property, (4) the preparation of a campus master plan, (5) operational functions traditionally delegated to the University's A&F Division (e.g. accounting and financial reporting, human resources, purchasing, information technology and facilities operations), and, subject to applicable state law and UNC Board of Governor's policy, (6) the fiscal stewardship of all funds under the University's custody and control.

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### Charter – Revised and Adopted, October 2017

At the direction and delegation of the Board Chair, the Administration & Finance (A&F) Committee will consider items and make recommendations to the Board of Trustees, including those traditionally within the purview of the University's A&F Division.

The A&F Committee will advance the goals and core values reflected in the Strategic Plan, and, in conjunction with the Board of Trustees, evaluate the progress made on the Strategic Plan's directions, actions and outcomes. The A&F Committee shall encourage continuous improvement of the University's operational efficiencies, evolving and resilient organizational structures, inclusive and engaged decision-making, and highly effective communication and collaboration to achieve success relative to the Strategic Plan.

The Administration and Finance (A&F) Committee shall oversee UNC Asheville's financial viability achieved through multi-pronged, innovative and visionary approaches consistent with the authority exercised by the Board of Trustees, the UNC Board of Governors and the General Assembly.

In collaboration with the Board of Trustees, the A&F Committee shall advise the Chancellor regarding budget development and administration, and oversee (1) the setting, billing, and collection of tuition and fees, (2) the design and construction of campus facilities, (3) acquisition and disposition of real property, (4) the preparation of a campus master plan, (5) operational functions traditionally delegated to the University's A&F Division (e.g. accounting and financial reporting, human resources, purchasing, information technology and facilities operations), and, subject to applicable state law and UNC Board of Governor's policy, (6) the fiscal stewardship of all funds under the University's custody and control.

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## EXHIBIT B

### Charter – Revised and Adopted, December 2009

The Finance & Real Property Committee will, at the direction of the Board Chair, consider items and make recommendations to the Board of Trustees on issues within the purview of the University's Finance and Operations Division.

In addition, specific authority and responsibility has been delegated by the UNC Board of Governors to the Board of Trustees. One or more of these related responsibilities may be assigned by the Board Chair to this committee for consideration, with a request to study the issue and make a recommendation to the full board. They include:

1. Select architects or engineers for construction and improvements to state-owned buildings as part of campus capital construction projects that have been approved by Board of Governors.
2. Approve building sites.
3. Approve construction plans and specifications.
4. Issue final acceptance of all completed buildings and projects.
5. Authorize any transactions involving the acquisition or disposition of any interest in real property which is valued at less than \$50,000.
6. Recommend to the Board of Governors any proposal involving the acquisition or disposition of any interest in real property which is valued in excess of \$50,000.
7. Recommend to the president those amounts to be charged for application, athletics, health services, student activities, educational and technology, course, debt service and other appropriate fees.
8. Advise the Chancellor with respect to the development, execution and administration of the budget for the institution (currently delegated to the campus).
9. Cause to be collected tuition, fees, deposits, and application fees from each student. Establish regulations concerning the acceptance of obligations of students in lieu of cash in payment of tuition & fees (currently delegated to the campus).
10. Prescribe regulations to administer all scholarships and other forms of financial aid which are limited to or supported from sources generated by the campus (currently delegated to the campus).
11. Adopt policies regarding the control and supervision of campus electric power plants and water and sewer systems, other utilities and facilities, and child development centers (currently delegated to the campus).

The committee membership will include trustees and members of the University administration, who may decide to include or consult with students, faculty members, and members of the Greater Asheville community, as appropriate.

# EXHIBIT B

## Student Affairs and Enrollment Committee Charter

### Charter – Revised and Adopted, June 2019

At the direction and delegation of the Board Chair, the Student Affairs and Enrollment Committee will consider items and make recommendations to the Board of Trustees, including those traditionally within the purview of the University's Student Affairs Division. Specific items currently delegated to the Student Affairs Committee include:

- 1.) Recommending to the Board of Trustees the type, level, and extent of student services to be developed and maintained for the purpose of advancing student success (currently delegated to the campus).
- 2.) Recommending to the Board of Trustees appropriate policies related to campus safety, traffic, parking, and associated fees.
- 3.) On behalf of the full Board, hear appeals of certain student conduct appeals when the sanction is suspension or expulsion, and when the student seeks appeal beyond University administration.
- 4.) Matters related to enrollment strategy and management. This topic may also be addressed jointly with other committees as appropriate.

The Student Affairs and Enrollment Committee will advance the goals and core values reflected in the Strategic Plan, and, in conjunction with the Board of Trustees, evaluate the progress made on the Strategic Plan's directions, actions and outcomes.

Consistent with the functions of the University's Student Affairs Division, the Student Affairs and Enrollment Committee shall also advise the Chancellor and the Board of Trustees on the Division's operations and other Student Affairs-related topics, including campus safety and security issues, and capacity planning for residential space.

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### Charter – Revised and Adopted, October 2017

At the direction and delegation of the Board Chair, the Student Affairs Committee will consider items and make recommendations to the Board of Trustees, including those traditionally within the purview of the University's Student Affairs Division. Specific items currently delegated to the Student Affairs Committee include:

- 5.) Recommending to the Board of Trustees the type, level, and extent of student services to be developed and maintained for the purpose of advancing student success (currently delegated to the campus).
- 6.) Recommending to the Board of Trustees appropriate policies related to campus safety, traffic, parking, and associated fees.
- 7.) On behalf of the full Board, hear appeals of certain student conduct appeals when the sanction is suspension or expulsion, and when the student seeks appeal beyond University administration.

The Student Affairs Committee will advance the goals and core values reflected in the Strategic Plan, and, in conjunction with the Board of Trustees, evaluate the progress made on the Strategic Plan's directions, actions and outcomes.

Consistent with the functions of the University's Student Affairs Division, the Student Affairs Committee shall also advise the Chancellor and the Board of Trustees on the Division's operations and other Student Affairs-related topics, including campus safety and security issues, and capacity planning for residential space.

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### Charter – Revised and Adopted, December 2009

The Student Affairs Committee will, at the direction of the Board Chair, consider items and make recommendations to the Board of Trustees on issues within the purview of the University's Student Affairs Division.

In addition, specific authority and responsibility has been delegated by the UNC Board of Governors to the Board of Trustees. One or more of these related responsibilities may be assigned by the Board Chair to this committee for consideration, with a request to study the issue and make a recommendation to the full board. They include:

## EXHIBIT B

- 1.) Determine the type, level, and extent of student services (e.g., health care, athletic programs, counseling, etc.) to be maintained for the benefit of students (currently delegated to the campus).

Other topics typical for this committee include: Campus safety and security issues, capacity planning for residential space, etc.

The committee membership will include trustees and members of the University administration, who may decide to include or consult with students, faculty members, and members of the Greater Asheville community, as appropriate.

DRAFT FOR APPROVAL

# EXHIBIT B

## University Advancement Committee Charter

### Revisions to Charter– December 15, 2017

At the direction and delegation of the Board Chair, the Advancement Committee will consider items and make recommendations to the Board of Trustees, including those traditionally within the purview of the University's Advancement Division.

The Advancement Committee will advance the goals and core values reflected in the Strategic Plan, and, in conjunction with the Board of Trustees, evaluate the progress made on the Strategic Plan's directions, actions and outcomes.

The Advancement Committee shall also play a visionary role in overseeing and facilitating ongoing philanthropic support for UNC Asheville through multi-channeled best practices and innovative approaches to fundraising. Governed by authority vested in the University's Board of Trustees and the UNC Board of Governors, the University Advancement Committee works in harmony with the UNC Asheville Foundation Board of Directors and the Endowment Fund Board of Trustees. The Advancement Committee shall encourage continuous improvement and expansion of the University Advancement Division's organizational capacity, so that the University's revenue streams are diverse and divisional plans and approaches evolve to adapt to the ever-changing philanthropic landscape.

In collaboration with the Board of Trustees and consistent with the operational functions of the University Advancement Division, the Advancement Committee shall be responsible for providing advice to the Chancellor regarding gift acceptance, fundraising goals and objectives, donor cultivation, and associated policies, in order to sustain the University's pursuit of its mission and strategic plan. In addition, the Committee will work with the Chancellor and Vice Chancellor for University Advancement on all comprehensive or capital campaigns, and participate in preserving, maintaining, and managing all properties, funds, and other things of value, which constitute all or any part of the University's endowment or trust funds. From time to time, the University's lead for communications, marketing and branding will update the Advancement Committee on work and efforts in these areas.

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### Charter – Revised and Adopted, December 2009

The University Advancement Committee will, at the direction of the Board Chair, consider items and make recommendations to the Board of Trustees on issues within the purview of the University's Advancement Division. Advise concerning fundraising goals, priorities, strategies and productivity; marketing and branding; trustee and alumni participation in donor cultivation; and other items approved by the Board of Trustees.

In addition, specific authority and responsibility has been delegated by the UNC Board of Governors to the Board of Trustees. One or more of these related responsibilities may be assigned by the Board Chair to this committee for consideration, with a request to study the issue and make a recommendation to the full board.

1. Preserve, maintain, and manage all properties, funds, and other things of value which constitute all or any part of the authorized endowment or trust funds for the benefit of the institution.

This responsibility is fulfilled by appointing members of the UNC Asheville Board of Trustees (University BOT) to the Board of Trustees of the Endowment Fund of UNC Asheville (Endowment BOT), as required by NCGS Section 116-36a. The powers and duties of the Endowment BOT are set forth in NCGS 116-36, -36.1, -36.2.

The voting membership of the Endowment BOT is set forth by the Board of Governors (Section 600.2 of The Code), and will include:

- Between six and nine members;
- The Chair of UNC Asheville Board of Trustees, serving, ex officio, as the Chair of the Endowment BOT;
- The Chancellor of UNC Asheville, ex officio;
- An officer of the University BOT or member of a University BOT committee, ex officio;

## EXHIBIT B

- Three-to-six additional members, elected by the University BOT, in staggered 3-year terms. Although there are no restrictions or requirements of affiliation for these additional members, they have traditionally been selected from the UNC Asheville Foundation Board of Directors.

## EXHIBIT C

### **University of North Carolina at Asheville Plan for Management Flexibility for Personnel Appointments Resubmitted: October 2002**

The University of North Carolina at Asheville (UNCA) seeks approval of its Institutional Plan for Management Flexibility pursuant to the University of North Carolina Board of Governors Policy for "Granting Management Flexibility To Appoint And Fix Compensation," policy number 600.3.4, adopted January 11, 2002 and amended July 12, 2002.

In accordance with policy number 600.3.4, the University of North Carolina at Asheville, Board of Trustees respectfully submits the Management Flexibility Plan for personnel appointments, including the authority to appoint and fix compensation for all levels of senior academic and administrative officer (SAAO) positions. The University is in compliance with all rules and regulations concerning equal employment opportunity and acts in recognition of funding availability and constraints within the institution's budget.

All appointments and salary decisions will be made within the boundaries set by the financial policies, rules, and regulations of the State and of the University of North Carolina Asheville, the Office of the President, the Board of Governors and the Board of Trustees.

#### **UNCA'S Institutional Plan for Management Flexibility for Personnel Appointments**

- 1. Policies and procedures for the recruitment and selection of Senior Academic and Administrative Officers. A campus policy for promotion and tenure that complies with the Code of the University of North Carolina and current federal law provides for periodic pre-tenure, tenure, and promotion review at multiple levels, and provides clear requirements for promotion and the conferral of permanent tenure.*

UNCA is an equal opportunity employer and seeks its workforce through a systematic recruitment, selection and promotion process. The University adheres to the rules and regulations of the Board of Governors, "The Code of The University of North Carolina" and all UNC Policies for Senior Academic and Administrative Officers. The EPA non-faculty and faculty recruitment and selection procedures are maintained and supported through the Human Resources Office and the Academic Affairs Office, respectively. Further, the University prohibits the use of discriminatory practices in its employment practices and seeks a diversified workforce. The Chancellor has assigned the responsibility of directing the EEO/AA Program for all areas of the University to the Director of Human Resources. Contained herein, are the policies and procedures for the recruitment and selection of both the SPA and EPA non-faculty as well as the faculty appointments.

The University is in the process of reviewing its Employment Policy that includes a five-step employment and promotion process with procedures for the recruitment and



## EXHIBIT C

selection of Senior Academic and Administrative Officers. Please refer to the Employment Policy for EPA Non-Faculty and SPA Positions (**Exhibit A**). This policy includes the following provisions:

- Position Vacancy and Request to Hire Process
- Advertising and Recruitment Process
- Application and Applicant Screening Process
- Search Committee and Interview Process
- Selection and Employment Offer Process

Please refer to the UNCA Faculty Handbook, Section 2.0 Hiring-Terminations: Ranks, Searches, Contracts, Benefits for the employment procedures applicable to faculty. Sections 2.2-2.7 outline the draft of faculty employment procedures. (**Exhibit B**) The University has enclosed its proposed policy for promotion and tenure that complies with the Code of the University of North Carolina and current federal law and provides for periodic pre-tenure, tenure, and promotion review at multiple levels. (**Exhibit C**)

The University's Faculty Senate adopted revisions to this policy in April of 2002 and in October 2002 in concert with the VCAA. The revised policy also complies with the above requirements while providing desired clarification.

*2. A schedule and process of periodic review of promotion and tenure policies and a process for amending promotion and tenure policies that includes review by the Office of the President.*

The practice at UNCA for review and amendment to promotion and tenure policies is to conduct reviews of such policies in concert with the Faculty Handbook. Amendments also occur when mandated by governing bodies. Such changes, once approved by the Faculty Senate in concert with the VCAA, are sent to the Chancellor with a recommendation for approval with the Board of Trustees and the Office of the President having final approval. The current policy is under review. The Office of Academic Affairs will review the promotion and tenure policies as needed and at least every five years.

*3. Salary ranges, based on relevant data, for vice chancellors, provosts, deans and other similarly situated administrators that are not included in the annual Board of Governors' study establishing salary ranges.*

Salary ranges for SAAO positions not included in the annual Board of Governors study were based on the annual administrative compensation survey compiled by the College and University Professional Association for Human Resources 2001-2002 (CUPA-HR). This report is sorted by university type and budget size. The sole SAAO position not included in the annual BOG study that exists on the UNCA campus is that of Director of Library Services.

## EXHIBIT C

The University strives to meet the Board of Governors stated goal of funding salaries at the 80<sup>th</sup> percentile of our defined peer institutions as approved by the Board of Governors, and CUPA-HR data when peer institution salaries are not available. The University considers 20% above or below the targeted amounts as an acceptable range, but recognizes that established ranges are one of many factors in making future salary recommendations. Current economic conditions hamper the University's ability to reach its goal. Attached is the comparative data provided through CUPA-HR as well as the applicable ranges for the University Librarian. **(Exhibit D)**

### *4. Evidence of comprehensive salary studies that establish salary ranges for tenured faculty within different disciplines based on relevant data.*

The University conducts and participates in multiple salary studies annually. Such studies provide relative data that is used to gauge institutional competitiveness within the University's defined peer group and provide a base line when addressing internal compensation issues and objectives for tenured faculty.

The University has found that salary studies within specific disciplines are not as comparable and meaningful as studies across all disciplines, primarily due to the University's unique mission and the relatively small size of UNCA and the defined peer institutions.

The University strives to meet the Board of Governors stated goal of funding salaries at the 80<sup>th</sup> percentile of our defined peer institutions as approved by the Board of Governors and considers 20% above or below the targeted amounts as an acceptable range, but recognizes that established ranges are one of many factors in making future salary recommendations. Current economic conditions hamper the University's ability to reach its goal. **(Exhibit E)**

### *5. Policies governing the compensation of faculty and non-faculty EPA (exempt from the State Personnel Act) from non-state sources such as grants, endowment funds, etc.*

It is the University's practice to abide by the terms, conditions and restrictions of specific funding sources, as well as applicable state and federal rules and regulations, when it is determined that compensation from non-state sources is necessary or desirable. **(Exhibit F)**

### *6. Policies governing any non-salary compensation of faculty and non-faculty EPA.*

UNCA has adopted a policy addressing the compensation of faculty and non-faculty EPA positions detailed in the attached policy. This policy includes a non-discrimination clause; in addition, it includes a statement that upon recommendation of the Chancellor, the Board of Trustees will approve any non-salary compensation to vice chancellors and other senior academic and administrative officers for whom the Board of Governors

## EXHIBIT C

established salary ranges. The President of the Office of the President approves compensation for the Chancellor. The Chancellor may approve such non-salary compensation either explicitly on a case-by-case basis or by approval of policies that pertain to EPA employees that are not subject to salary ranges established by the Board of Governors. **(Exhibit G)**

*7. Documentation that the campus has not had audit findings related to personnel practices, salary or payroll for the previous three years or evidence that any findings have been remedied.*

Review of the Financial Statement Audit Report of The University of North Carolina at Asheville issued by the Office of the State Auditor by Mr. William Styres, CPM Director of Internal Audit, verifies conditions required by this item for the management flexibility plan. **(Exhibit H)**

*8. Evidence of appropriate accountability procedures in the event that the Board of Trustees delegates the authority granted pursuant to this policy to the chancellor.*

The Appointment and Compensation Delegation Proposal Chart provides that for certain employment and compensation actions proposed to be delegated to the Chancellor, the Chancellor would make quarterly reports to the Board of Trustees. **(Exhibit I)**

The Appointment and Compensation Delegation Proposal Chart lists:

1. The relevant employment and compensation actions;
2. The EPA employees covered by each such action;
3. The current final authority for each such action;
4. Proposed alternatives for each such action;
5. The Chancellor's recommendation for changes to the final authority if granted management flexibility; and
6. The Chancellor's proposed accountability measures to the Board of Trustees if management flexibility is granted and the recommended changes to the final authority if such employment and compensation actions are approved.

# EXHIBIT C

Exhibit I  
8/22/02

## Approval Authority for Personnel Appointments, Promotions, and Compensation Actions Involving UNC Asheville Positions Exempt From the State Personnel Act (EPA)

ACTION	Position Type					
	Faculty	EPA Non-Faculty (Including EPA Instructional and EPA Research)	SAAO I <sup>1</sup>			SAAO II <sup>2</sup> (Assoc. & Asst. Vice Chancellor, Assoc. & Asst. Dean, etc.)
			Chancellor	Vice Chancellor & Provost	Dean & SAAO I positions for which the BOG does not establish salary ranges	
Establish or designate an EPA position	For information on the approval authority required to establish various types of EPA positions, refer to "Positions Exempt from the State Personnel Act: Approval Authority and Submission Process to Establish and Designate EPA Positions"					
Appointment	Chancellor	Chancellor	Board of Governors	Board of Trustees*	Chancellor	Chancellor
Temporary appointment	Chancellor	Chancellor	President	Chancellor	Chancellor	Chancellor
Promotion to position type (see above)	Chancellor	Chancellor	Board of Governors	Board of Trustees*	Chancellor	Chancellor
Tenure	Board of Trustees*	N/A	N/A	N/A	N/A	N/A
<u>Compensation actions</u> <sup>3</sup> <u>Salary increase &lt; 15%</u> -Annual adjustment Institutions with Management Flexibility	Chancellor	Chancellor	Board of Governors	Board of Trustees* <sup>4</sup>	Chancellor	Chancellor
-Mid-year adjustment	Chancellor	Chancellor	Board of Governors	Board of Trustees* <sup>4</sup>	Chancellor	Chancellor
<u>Salary increase &gt; 15% over previous 6/30 salary</u> (annual or mid-year)	Board of Governors	Board of Governors	Board of Governors	Board of Governors	Board of Governors	Board of Governors
<u>Temporary supplement/stipend</u>	Chancellor	Chancellor	Board of Governors	Board of Trustees* <sup>4</sup>	Chancellor	Chancellor

\* Boards of Trustees may not delegate the authority for these actions.

<sup>1</sup> As defined by UNC Policy 300.1.1, Section I.A.

<sup>2</sup> As defined by UNC Policy 300.1.1, Section I.B.

<sup>3</sup> Approval authority is the same regardless of source of funding (i.e. state and non-state funds).

<sup>4</sup> Increases that cause salaries to exceed the salary ranges established by the Board of Governors require prior approval by the Board of Governors.