

Memorandum

To: John Preyer
Chair
UNC Chapel Hill Board of Trustees

Lee Roberts
Interim Chancellor
UNC Chapel Hill

From: Randy Ramsey 
Chair
UNC Board of Governors

Peter Hans 
President
UNC System Office

Date: January 12, 2024

RE: UNC Chapel Hill Board of Trustees and Delegations of Authority

This Administrative Memorandum implements requirements for the University of North Carolina at Chapel Hill (“UNC Chapel Hill”) board of trustees’ deliberations; and simultaneously with the commencement of his service, provides direction and delegation of authority to the interim chancellor to execute certain personnel actions.

The boards of trustees of the constituent institutions of the UNC System provide collective core oversight for each of our seventeen campuses. Their campus-specific role is critical to our success. Collective core oversight manifests itself in monitoring and asking appropriate questions about executive action taken by chancellors and the executive officers who report to them. Each campus’s unified chain of command headed by a chancellor who is responsive to the board of trustees ensures that chancellors can lead and control the campus administration for which they are ultimately accountable. Indeed, in light of that chain of command, [UNC Policy 200.7 Section III\(C\)\(1\)\(3\)](#) provides that board members shall refrain from directing matters of administration or executive action except through the chancellor. This alignment of accountability with authority vested in the position of chancellor avoids situations where a campus appears to speak with more than one voice whether via the chancellor, the board of trustees, campus communications departments, deans or department chairs, or situations where indecision produces a leadership vacuum. Instead, a single voice—in the form of a chancellor—should and must answer his or her board of trustees directly and decisively. By the same token, boards of trustees must directly communicate with the campus administration through the chancellor or else the power of that core oversight is diluted and the benefit of the board of trustees’ role is lost. See [The Code Chapter V, Section 502C\(4\)](#).

These important actions are taken simultaneously to empower the interim chancellor to lead UNC Chapel Hill and act decisively in the best interests of the University. While these actions necessarily rebalance the roles and responsibilities of the Office of Chancellor and the role of the Board of Trustees, empowering the interim chancellor by treating UNC Chapel Hill similarly to every other campus within the University System is an important step to maintain the excellence of UNC Chapel Hill.

Agenda Setting and Notice Requirements

The role of the constituent institution boards of trustees is to promote the sound development of the institution by serving in an advisory capacity to the Board of Governors and the chancellor.

N.C.G.S. § 116-33. The role of the chancellor of the institution is to be the administrative and executive head of the institution. N.C.G.S. § 116-34(a). Accordingly, the agenda for every board of trustees meeting shall be prepared by the interim chancellor or the interim chancellor's staff in consultation with the chair of the board of trustees and with committee chairs as appropriate. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the interim chancellor sufficiently far in advance of the meeting to permit a determination to be made by the interim chancellor with respect to the propriety and practicability of including that item on the agenda for the meeting. See Bylaws of the Board of Trustees of the University of North Carolina at Chapel Hill Section 2.03(b)("UNC Chapel Hill BOT Bylaws") A similar agenda-setting requirement exists for the Board of Governors. See The Code Chapter II, Section 202B(2). We expect the UNC Chapel Hill board chair and the interim chancellor to work together to implement these best practices.

Further, UNC Chapel Hill BOT Bylaws Section 2.03(a) generally provides that the agenda for each regular meeting shall be made available *at least seven days* prior to each regular meeting and the agenda for each special meeting shall be made available *at least four days* prior to each special meeting. Appropriately, the bylaws contemplate narrow circumstances where this may not be practicable and allow for members to present at any regular or special meeting any item, whether or not the item is on the agenda.

To foster continued collaboration among UNC Chapel Hill, the Board of Governors, and the System Office during this transition period, until such a time as to be determined by the Chair of the Board of Governors and the President, the Board of Governors and the System Office will only consider action by the UNC Chapel Hill board of trustees if it was noticed, and distributed through the UNC Chapel Hill board of trustees' agenda, *at least seven days prior* the regular meeting where the item was considered, or *at least four days* prior to the special meeting where the item was considered.

Updated Delegation of Authority

As provided in UNC Policy 600.3.4 the Board of Governors delegated authority to the President to manage the University of North Carolina's human resources program and grant management flexibility to the constituent institutions. Under UNC Policy 600.3.4 the President previously delegated to UNC Chapel Hill's board of trustees the authority to execute certain personnel actions, including the appointments and salary adjustments for EHRA employees, excluding SAAO Tier I employees ("Tier I SAAOs"), which may be further delegated by the board of trustees. Currently, the UNC Chapel Hill board of trustees has not further delegated each of these authorities.

Under UNC Policy 600.3.4 the President has the authority to modify, suspend, or limit any of its delegations of authority in the President's discretion by administrative

memorandum. To better align UNC Chapel Hill's delegations of authority regarding personnel actions with the rest of the UNC System, this administrative memorandum suspends and modifies UNC Chapel Hill's delegation of authority under [UNC Policy 600.3.4](#) to provide that, notwithstanding any previous delegation made to UNC Chapel Hill's board of trustees, the interim chancellor, or the interim chancellor's designee, shall have the authority to execute the following personnel actions for EHRA employees:

- EHRA APPOINTMENTS. Permanent and temporary appointments for EHRA employees within the salary ranges established by the UNC System Office, excluding Tier I SAAOs. For clarity, this shall include but is not limited to appointment or reappointment of a faculty member to a tenure-track position, appointment or reappointment of a faculty member holding a special faculty appointment, appointment of an associate or assistant dean, appoint of a department head or chair, appointment of an associate or assistant vice chancellor, appointment of members of the chancellor's professional staff, appointments of all SAAO Tiel II employees, and appointments of other IRIT/EHRA employees.
- NON-TIER I & II SALARY ADJUSTMENTS WITHIN SALARY RANGE ADJUSTMENTS. Permanent non-promotional salary adjustments within the salary ranges established by the UNC System Office for all EHRA non-faculty employees excluding Tier I and Tier II SAAOs and head coaches, associate coaches, and assistant coaches for which delegations are otherwise specified herein.
- TIER II SALARY ADJUSTMENTS WITHIN SALARY RANGE ADJUSTMENTS. Permanent non-promotional salary adjustments within the salary ranges established by the UNC System Office for Tier II SAAOs up to a new base salary of \$125,000 and that do not exceed 10 percent of the June 30 base salary as of the most recent fiscal year or that do not exceed the 75th percentile of the salary range regardless of amount of increase.
- COACH SALARY ADJUSTMENTS. Non-promotional salary increases for head coaches, associate coaches, and assistant coaches that do not exceed 25 percent of the June 30 base salary as of the most recent fiscal year and do not exceed \$25,000.
- TEMPORARY SALARY ACTIONS FOR CHAIRS AND DEPARTMENT HEADS. Temporary salary actions for the duration of an appointment as an academic department chair or academic department head not greater than \$50,000 annually above the total compensation in effect at the end of the last fiscal year. For clinical department chair, clinical department head, or clinical division head appointments within a School of Medicine or Dentistry, this delegated authority is not greater than \$75,000 annually for the duration of such appointment.
- NON-CHAIR AND DEPARTMENT HEADS. All other temporary salary adjustments related to interim, acting, or other time limited assignments or appointments with a duration of up to 36 months or up to \$50,000 annually above the base salary in effect at the end of the last fiscal year, excluding such actions for Tier I SAAOs. This

delegated authority does not permit exceeding the relevant salary range established by the UNC System Office for the position in which an individual is serving in an interim or acting capacity.

- FACULTY RANK PROMOTIONS. Faculty rank promotions but excluding conferral of tenure which shall remain the responsibility of each of the boards of trustees. All such faculty rank promotions must fall within the established salary range for the role.
- TIER I SAAO SELECTION. Simultaneous with the President's authorization of UNC Chapel Hill's management flexibility plan, the board of trustees is delegated authority to take further personnel action upon recommendation of the chancellor, including: (1) permanent and temporary appointments and non-salary compensation for Tier I SAAOs, with the exclusion of the chancellor, within the salary ranges established by the UNC System Office; (2) conferral of tenure; and (3) permanent non-promotional salary adjustments for Tier I SAAOs within the salary ranges established by the UNC System Office, subject to certain caps. Each of these authorities requires a recommendation from the chancellor. Until such a time as a new permanent chancellor is selected, any recommendation made to UNC Chapel Hill board of trustees for the aforementioned personnel actions shall be upon the recommendation of the interim chancellor.

In addition, to streamline this effort, the interim chancellor shall be responsible for developing the job duties for Tier I SAAOs, appointing the search committee, providing a budget and staff support for search committee activities, participating in finalists' interviews, determining the proposed salary and conditions of employment, and making the hiring decision, subject to the board of trustees' approval. The chancellor may delegate to the provost the responsibility for conducting searches for Tier I SAAO positions reporting directly to the provost. The chancellor, however, shall retain authority for all Tier I SAAO hiring decisions.

All other delegations of authority contained in [UNC Policy 600.3.4](#) remain unchanged. It is imperative that all campus stakeholders work toward these ends in a collaborative manner. Accordingly, please distribute this memorandum to the members of the UNC Chapel Hill board of trustees, and other key stakeholders as appropriate. We look forward to continuing to work with the UNC Chapel Hill leadership to stay apprised of these efforts.