



Committee on Trustees and Governance Charter

Purpose

The duties of the Committee on Trustees and Governance shall include reporting to the Board and providing policy advice on items delegated to the Board of Trustees pursuant to the following sections of the UNC Policy Manual under [100.1 Appendix 1 - DELEGATIONS OF DUTY AND AUTHORITY TO BOARDS OF TRUSTEES](#):

The Committee also makes recommendations to promote efficient, effective, and ethical Board operations. Areas of oversight include:

- Board governance, leadership, meeting dates, and bylaws;
- Board development, including trustee recruitment, orientation, and self-assessment;
- Authorization and continuation of any special committees of the board
- Trustee responsibilities and impact;
- Ethics compliance;
- The selection of representatives for matters requiring Board representation.
- The presentation of a slate of Board officers.

The Committee is designated as the standing committee responsible for determining whether a Trustee's potential conflict is a permissible or impermissible activity. This Committee also makes recommended findings as to whether UNC policy 200.1-Dual Memberships and Conflicts of Interest has been violated.

The Committee shall annually select a subcommittee which shall have authority to present a slate of nominees to the Board to fill the offices of Chairperson, Vice Chairperson, and Secretary. Existing officers shall recuse themselves from serving on the subcommittee. Board voting on the slate of nominees cannot occur before June 30.

The Board Chair and the Chancellor shall select and forward recommendations for Trustee appointments from a pool of nominees from the Committee.

The Committee shall also have oversight of administrative matters under the Board's authority not specifically delegated to another Committee.

Meetings

The Committee on Trustees and Governance meets as necessary between regular Board meetings.

Membership

The Committee on Trustees and Governance shall be comprised of at least five (5) but no more than seven (7) members as determined by the Board Chairperson.

Adopted: March 3, 2025