

NC STATE UNIVERSITY

July 2023 Nominating Committee Meeting

Nominating Committee Meeting

July 10, 2023

Zoom Meeting

<https://go.ncsu.edu/botmeeting>

NC STATE UNIVERSITY

2023 Nominating Committee Meeting

Meeting Agenda

9:30 a.m.

1. Call to Order, Public Meeting Notice, Reading of Ethics Statement
Ed Stack, Chair

A. Ethics Statement

2. Executive Summary

A. Nominating Committee Executive Summary

3. Roll Call

Paula Gentius, Assistant Secretary

4. Review of Nominating Committee Guidelines

Ed Stack, Chair

A. 2023 Nominating Committee Guidelines

5. Recommendations for 2023-2024 Board Officers

Ed Stack, Chair

Item for
Committee/Full
Board Approval

6. Recommendation for 2023-2024 Assistant Secretary

Ed Stack, Chair

Item for
Committee/Full
Board Approval

7. Adjourn

Ed Stack, Chair



NORTH CAROLINA STATE ETHICS COMMISSION

SAMPLE¹

ETHICS AWARENESS & CONFLICT OF INTEREST REMINDER

(to be read by the Chair or his or her designee at the beginning of each meeting)

In accordance with the State Government Ethics Act, it is the duty of every [Board] member to avoid both conflicts of interest and appearances of conflict.

Does any [Board] member have any known conflict of interest or appearance of conflict with respect to any matters coming before the [Board] today?

If so, please identify the conflict or appearance of conflict and refrain from any undue participation² in the particular matter involved.

Rev. 1-16-07

¹ N.C.G.S. §138A-15 (e): “At the beginning of any meeting of a board, the chair shall remind all members of their duty to avoid conflicts of interest and appearances of conflict under [Chapter 138A].” There is no set language required by the Act. Specific language can and should be tailored to fit the needs of each covered board as necessary.

² “A public servant shall take appropriate steps, under the particular circumstances and considering the type of proceeding involved, to remove himself or herself to the extent necessary, to protect the public interest and comply with this Chapter, from any proceeding in which the public servant’s impartiality might reasonably be questioned due to the public servant’s familial, personal, or financial relationship with a participant in the proceeding.” See N.C.G.S. §138A-36 (c). If necessary, the Chairman or individual member involved should consult with his ethics liaison, legal counsel, or the State Ethics Commission to help determine the appropriate response in a given situation.



Executive Summary for
Nominating Committee Meeting
July 10, 2023

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Agenda Item: Recommendations for 2023-2024 Board Officers

Presenter: Ed Stack, Chair

Summary: The committee will consider recommendations for a slate of officers for 2023-2024. The officers are the Chair, Vice Chair, and Secretary.

Action: Committee/Full Board approval.

Agenda Item: Recommendation for 2023-2024 Assistant Secretary

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Presenter: Ed Stack, Chair

Summary: The committee will consider a recommendation for the position of Assistant Secretary.

Action: Committee/Full Board Approval.

NC STATE UNIVERSITY BOARD OF TRUSTEES

Nominating Committee Informational Materials and Guidelines

Updated June 2023

I. Duties of the Nominating Committee for Officers of the Board

Section 1.3.5 of the Bylaws of the Board of Trusteesⁱ addresses the duties of the Nominating Committee, which states:

1.3.5 A Nominating Committee shall be appointed on or after July 1 of each year by the Chair and shall consist of not less than three nor more than five members of the Board. The Chair shall not serve as a member of the Nominating Committee. The Nominating Committee shall be responsible for presenting a slate of nominees to the Board at its first regular meeting on or after July 1 of each year. The slate of nominees shall contain at least one nominee for each of the officers of Chair, Vice Chair, and Secretary. The guidelines for the Nominating Committee are set forth in the “BOT Delegations of Authority and Committee Responsibilities” document that is reviewed and updated by the Board of Trustees from time to time and is maintained by the Assistant Secretary of the Board of Trustees. To the extent that document is inconsistent with these Bylaws, these Bylaws control.

II. Section VI, Board of Trustees Delegations of Authorityⁱⁱ and Committee Responsibilities Policy 01.05.06 provides the following:

Nominating Committee Guidelines

- a) Select one or more nominees for Chair from Board of Trustee members.
- b) A trustee may serve as Chair for two consecutive one-year terms. Where possible, in order to promote a limited continuity of leadership, the Committee is encouraged to give deference to the current Chair for re-nomination for a second consecutive year. A Chair who is serving a second consecutive year as Chair is ineligible for reappointment as Chair until one year has elapsed from the end of the second consecutive year of service. Where appropriate, when nominating a Chair other than the re-nomination of the current Chair, the Committee is encouraged to give deference to the Vice Chair as a candidate.

III. Section 1.2. addresses the officers of the Board and states:

1.2 Officers

- 1.2.1 At the first meeting after June 30 of each year, the Board of Trustees shall elect from its membership a Chair, a Vice Chair, and a Secretary, each of whom shall

serve for a term of one year and until a successor is elected. A Chair who is serving a second consecutive year as Chair is ineligible for reappointment as Chair until one year has elapsed from the end of the second consecutive year of service. If a vacancy occurs in any of these officers, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board of Trustees.

- 1.2.2 The Board of Trustees may also elect an Assistant Secretary, from among the members of the Chancellor's staff as recommended by the Chancellor. Copies of all minutes, papers and documents of the Board of Trustees may be certified by its Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the Board.

ⁱ POL 01.05.01 Board of Trustees (BOT) Bylaws (amended November 4, 2022), <https://policies.ncsu.edu/policy/pol-01-05-01/>

ⁱⁱ Policy 01.05.06 Board of Trustees Delegations of Authorityⁱⁱ and committee Responsibilities (amended November 4, 2022) <https://policies.ncsu.edu/policy/pol-01-05-06/>