BOARD OF TRUSTEES
NORTH CAROLINA STATE UNIVERSITY
Telephone Meeting of the
Nominating Committee
4:30 p.m., Wednesday, April 18, 2012

Mr. Jim Owens, Chair
(Freelon, Mattocks, Sall)

AGENDA

CALL TO ORDER AND ETHICS STATEMENT

1. Review of Nominating Committee Guidelines
   Mr. Jim Owens, Chair

2. Recommendations for Board Officers
   Chair
   First Vice Chair
   Second Vice Chair
   Secretary
   Assistant Secretary

ADJOURN
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 participation\(^2\) in the particular matter involved.

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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.
NC STATE UNIVERSITY BOARD OF TRUSTEES
Nominating Committee Informational Materials and Guidelines

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

Section 1.3.5 of the Bylaws of the Board of Trustees addresses the duties of the Nominating Committee:

1.3.5  “A Nominating Committee shall be appointed 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 last meeting before the beginning of each University fiscal year. The slate of nominees shall contain at least one nominee for each of the offices of Chair, First Vice Chair, Second Vice Chair, and Secretary. The guidelines for the Nominating Committee are contained in Appendix I to these Bylaws.”

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 First Vice Chair, a Second 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.
II. Appendix I, Section VI, of Board Policy 01.05.10 provides the following
Nominating Committee Guidelines concerning the procedures of the Committee:

Nominating Committee Guidelines

a) Select one or more nominees for Chair from Board of Trustee members in their second consecutive (and last) term of appointment.

b) Where possible, ensure that each nominee for Chair corresponds to the guideline of limited continuity of leadership: a term as Chair of at least two years. 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.

Current Slate of Trustees Officers

Chair: Barbara Mulkey
First Vice Chair: Norris Tolson
Second Vice Chair: Ben Jenkins
Secretary: Jack Cozort
Assistant Secretary: P.J. Teal
February 29, 2012

MEMORANDUM

TO: NC State Board of Trustees Nominating Committee
    Dr. Jim Owens, Chair
    Mr. Phil Freelon
    Mr. John Sall

FROM: Chancellor W. Randolph Woodson

SUBJECT: Assistant Secretary to the Board of Trustees

NC State Board of Trustees' bylaws, section 1.2.2, state that the Board may elect an Assistant Secretary, from among the members of the Chancellor's staff as recommended by the Chancellor.

Consistent with the Board’s request for my input, I recommend Ms. PJ Teal continue to serve the Board as Assistant Secretary.

WRW/kam

cc: Barbara Mulkey, Chair of the Board