



**OPEN SESSION**

1. **Convene Meeting**  
*David L. Boliek Jr., Chair*
2. **National Anthem**  
*Sanya Shah, Undergraduate Student, Morehead Cain Scholar*
3. **Roll Call**  
*Malcolm Turner, Secretary*
4. **Statement of Ethics**  
*David L. Boliek Jr., Chair*
5. **Consent Agenda**
  - Approval of Open and Closed Session Minutes of July 27-28, 2022 Meeting
  - Ratification of Tier II SAAO Appointments
  - Designer Selection: School of Law Building
  - Site Approval: Global Leadership Center
  - Advance Planning Spending Authority: Administrative Office Building Roof Replacement
  - Advance Planning Spending Authority: New Ackland Art Museum
  - Excess Sale of Land
6. **Revisions to Bylaws**  
*David L. Boliek Jr., Chair*
7. **UNC Policy on Naming University Facilities and Units**  
*Dr. Chris Clemens, Provost*
8. **Board of Trustees Chair's Remarks**  
*David L Boliek Jr., Chair*
9. **Student Body President's Remarks**  
*Taliajah Vann, Student Body President*
10. **Chancellor's Remarks**  
*Dr. Kevin Guskiewicz, Chancellor*
11. **Report of the Audit, Compliance, and Risk Management Committee**  
*Marty Kotis, Committee Chair*
12. **Report of the Budget, Finance, and Infrastructure Committee**  
*John Preyer, Committee Chair*



**CLOSED SESSION**

13. **\*Report of the External Relations Committee**  
*Allie Ray McCullen, Committee Chair*
14. **\*Report of the University Affairs Committee**  
*Rob Bryan, Committee Chair*
15. **\*Legal Update**  
*Charles Marshall, Vice Chancellor and General Counsel*

**OPEN SESSION**

16. **Report of the University Affairs Committee**  
*Rob Bryan, Committee Chair*
17. **Report of the External Relations Committee**  
*Allie Ray McCullen, Committee Chair*
18. **Adjournment**  
*David L. Boliek Jr., Chair*

\*Some of the business to be conducted is authorized by the N.C. Open Meetings Law to be conducted in closed session.

**SAAO Tier II Appointments for Ratification**  
*(Approved via ballot since July BOT Meeting)*

<b>Name</b>	<b>School/Division</b>	<b>Title</b>	<b>Salary</b>	<b>Approved</b>	<b>Notes</b>
Cain, Robert	UNC Health Foundation	Senior Executive Director of Development, Advancing Health	\$175,000	August	
Craigen, Amanda	EHS Central Account	Biological Safety Officer/Manager	\$105,000	August	
Everett, Marlena	Dean of Students	Associate Dean of Students	\$90,000	August	
Farling, Katherine Lindsay	VC Finance & Operations	Executive Director, Financial Policy & Data Analysis	\$222,525	August	
Hunton, Paul	WUNC Radio	President & General Manager	\$258,000	September	Ballot sent - Approval Pending
Johnson, Teresa	UNC Health Foundation	Assistant Director of Events	\$68,500	August	
Lundblad, Christian	Kenan-Flagler Business School	Senior Associate Dean for Faculty and Research	\$60,000	September	Ballot sent - Approval Pending
Nelson, Jessa	Kenan-Flagler Business School	Associate Director of Individual Giving	\$79,566	August	
Robinson, Donita	School of Medicine: Department of Psychiatry	Associate Dean for Graduate Education	\$30,000	August	Secondary Appointment
Thomas, Henry	University Counsel	Associate University Counsel	\$160,000	August	
Thornton, Laura Holland	University Counsel	Director of Legal Operations and Strategy	\$110,000	August	
Wiedemann, Barbara	School of Social Work	Assistant Dean for Strategic Communications and Marketing	\$100,000	August	
Wiesman, John	Gillings School of Global Public Health	Associate Dean for Practice	\$20,000	August	Secondary Appointment



**BYLAWS OF THE BOARD OF TRUSTEES  
OF  
THE UNIVERSITY OF NORTH CAROLINA  
AT CHAPEL HILL**

Adopted July 21, 1972  
[Amended October 25, 1991]  
[Amended November 21, 1997]  
[Amended March 23, 2000]  
[Amended September 26, 2002]  
[Amended August 1, 2019]  
[Amended March 24, 2022]  
[\[Amended September 30, 2022\]](#)

**ARTICLE I – ORGANIZATION**

Section 1.01 - Membership

a. The University of North Carolina at Chapel Hill shall have a Board of Trustees composed of thirteen persons chosen as follows:

- i. Eight elected by the Board of Governors of The University of North Carolina;
- ii. Four appointed by the General Assembly, two of whom shall be appointed upon the recommendation of the President Pro Tempore of the Senate, and two of who shall be appointed upon the recommendation of the Speaker of the House of Representatives; and
- iii. The President of the Student Government ex officio.

In every odd-numbered year, the Board of Governors shall elect four persons to the Board of Trustees and the General Assembly shall appoint two persons to the Board of Trustees; and the term of office of all such elected or appointed trustees (excluding the ex officio trustee) shall be four years, commencing on July 1 of such odd-numbered year.

[A person appointed or elected to the Board of Trustees is duly qualified as a trustee upon taking the oath of office. Persons who have been appointed or elected to the Board but have not yet taken the oath of office are entitled to notice of meetings and a copy of the agenda and materials, subject to all confidentiality requirements established by state or federal law.](#)

b. Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the General Assembly, it shall be the duty of the Secretary or Assistant Secretary of the Board of Trustees to inform the General Assembly of the existence of such vacancy, and the vacancy shall be filled as provided in N.C.G.S. 120-122, and whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the Secretary or Assistant Secretary of the Board of Trustees to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the unexpired term. 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 of Trustees, that person's place as a member shall be deemed vacant.

c. Any person who has served two full four-year terms in succession as a member of the Board of Trustees shall, for a period of one year, be ineligible for election or appointment to the Board but may be elected or appointed to the board of another institution.

d. No member of the General Assembly or officer or employee of the State or any constituent institution of The University of North Carolina or spouse of any such member, officer or employee shall be eligible for election or appointment as a member of the Board of Trustees. Any trustee who is elected or appointed to the General Assembly or who becomes an officer or employee of the State or of any constituent institution of The University of North Carolina or whose spouse is elected or appointed to the General Assembly or becomes such officer or employee shall be deemed thereupon to have resigned as a member of the Board of Trustees.

e. No person may serve simultaneously as a member of the Board of Trustees and as a member of the Board of Governors. Any trustee who is elected or appointed to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that his or her term commences as a member of the Board of Governors.

#### Section 1.02 - Officers of the Board of Trustees

a. At the first regular 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 his or her successor is elected. In no event shall officer elections take place before July 1, or before the swearing in of new Board members whose terms commence on July 1. Any member of the Board of Trustees who is or who shall be duly appointed and sworn in at the time of the election shall be eligible to serve as an officer, regardless of length of service on the Board. Elections shall be conducted such that each member of the Board of Trustees, including newly appointed members, can fully participate in the nomination, consideration, and election of officers. A nominating committee convening prior to July 1 to determine a slate of officer candidates may include members who have been appointed but have not yet been sworn in, but may not include current members whose terms end June 30 and who have not been reappointed. Each elected officer shall serve until his or her successor is elected. If the term of the Chair expires before his or her successor as Chair is elected, then the Vice Chair shall become the interim Chair until the Chair's successor is elected. In the event that any officer of the Board of Trustees is unable or unwilling to serve for any period of time, the Board of Trustees may elect from its membership an interim officer for such position. If a permanent vacancy occurs in any of these offices, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term.

b. The Board of Trustees may also elect an Assistant Secretary, from among the members of the Chancellor's staff. 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.

#### Section 1.03 - Committees

a. Advisory Committees. The Chair may create any number of advisory committees, each consisting of two or more trustees, to make recommendations to the Board. The Chair shall appoint and remove the members of advisory committees. Whenever any vacancy shall occur in the membership of an advisory committee, the Chair may appoint a member to fill the vacancy.

Advisory committees may not exercise the authority of the Board.

b. Delegated Committees. The Board of Trustees may, by resolution adopted by a majority of the trustees then in office, create, appoint members to, and remove members from, any number of delegated committees, each consisting of two or more trustees and each of which shall be delegated, and may exercise, such authority of the Board as is specified in the adopting resolution, except the authority to:

- i. Elect officers of the Board;
- ii. Set the dates of regular meetings of the Board;
- iii. Create, appoint members to, or remove members from, committees of the Board; or
- iv. Amend or repeal these bylaws or adopt new bylaws.

c. Committee Officers. The Chair shall name a Committee Chair and a Committee Vice Chair from among the members of each committee, to serve for a one-year term. For avoidance of doubt, the terms "Chair" and "Vice Chair" in these bylaws shall refer to the Chair and Vice Chair, respectively, of the Board of Trustees, not of its committees. No member may serve as a chair or vice chair of more than one committee at a time. No member may serve as chair of the same committee more than twice during the member's term.

d. No limitation. The fact that a committee has not considered, advised upon, or acted on a matter committed to it shall not limit the Board's ability to consider and act on such matter by vote of a majority of the members present at a meeting of the Board at which a quorum is present.

## **ARTICLE II – MEETINGS**

### Section 2.01 - Regular Meetings

a. There shall be six regular meetings of the Board of Trustees each year. These meetings shall be held on the fourth Thursday and the preceding Wednesday in the months of January, March, May, July, September, and November, unless otherwise determined by the Board. Regular meetings of committees of the Board may be called by the Chair of the committee or the Chair of the Board~~and held within one day of regular meetings of the Board, but are not required.~~

b. A notice specifying the time and place of each regular meeting shall be provided electronically by the Secretary or Assistant Secretary to each member of the Board at least ten days in advance of the meeting date. Under appropriate circumstances, the Chair, in his or her sole discretion, may authorize one or more members of the Board or committee to attend a regular meeting by telephone, video conference or other electronic means so long as (i) all members of the Board or committee attending the meeting can communicate simultaneously with one another, including the member or members not physically present, and (ii) the arrangements for such a meeting comply with the applicable State laws concerning the conduct of electronic meetings of public bodies. Any matter of business may be considered at a regular meeting.

### Section 2.02 - Special and Emergency Meetings

a. A special meeting of the Board of Trustees or of any of its committees may be called by the Chair, and shall be called by the Secretary or Assistant Secretary upon the written request of

not fewer than six members of the Board. A special meeting called by the Secretary or Assistant Secretary shall be held within ten days of receipt by the Secretary or Assistant Secretary of the sixth written request for such special meeting. A notice specifying the time and place of a special meeting shall be provided-sent electronically by the Secretary or Assistant Secretary to each member of the Board at least forty-eight hours in advance of the meeting date. Any matter of business may be considered at a special meeting.

b. Emergency meetings. An emergency meeting of the Board or any of its committees may be called by the Chair when generally unexpected circumstances require immediate consideration by the board. A notice specifying the time and place of an emergency meeting may be given by telephone or other method in sufficient time for a majority of the board or committee to reasonably be expected to attend the meeting., but less than forty eight hours' notice may be given by telephone when, in the opinion of the Chair, an emergency exists. One or more members of the Board or committee may attend any special or emergency meeting by telephone, video conference or other electronic means so long as (i) all members of the Board or committee attending the meeting can communicate simultaneously with one another, including the member or members not physically present, and (ii) the arrangements for such a meeting comply with the applicable State laws concerning the conduct of electronic meetings of public bodies. Any matter of business may be considered at a special meeting, but Only business connected with the emergency may be considered at an emergency meeting.

One or more members of the Board or committee may attend any special or emergency meeting by telephone, video conference or other electronic means so long as (i) all members of the Board or committee attending the meeting can communicate simultaneously with one another, including the member or members not physically present, and (ii) the arrangements for such a meeting comply with the applicable State laws concerning the conduct of electronic meetings of public bodies.

### Section 2.03 - Agenda

a. At least seven days prior to each regular meeting, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to the meeting, shall be provided electronically to each member by the Secretary or Assistant Secretary. Insofar as is practicable, a copy of the agenda of each special meeting shall be provided electronically to each member at least four days in advance of the special meeting; however, if such advance distribution is not practicable, the agenda for a special meeting may be presented to the members as the first order of business at the meeting.

b. The agenda for every meeting shall be prepared by the Chancellor or the 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 Chancellor sufficiently far in advance of the meeting to permit a determination to be made by the Chancellor with respect to the propriety and practicability of including that item on the agenda for the meeting.

c. Any member may present to any regular or special meeting, and the Board or a committee may take action on, any item whether or not the same is on the agenda of the meeting.

### Section 2.04 - Conduct of Business



a. A quorum of the Board of Trustees shall consist of a majority of the trustees then in office. A quorum of any committee of the Board of Trustees shall consist of a majority of the members of the committee. Any voting member who is present at a meeting of the board or of a committee, or who attends a special or emergency meeting of the board or any meeting of a committee by telephone, video conference, or other electronic means that allows for two-way voice interaction, will be counted as present for purposes of determining a quorum.

b. Except as otherwise provided by law or in these bylaws, an act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Board or committee.

c. The Chair shall preside over all meetings of the Board of Trustees and the Committee Chair shall preside over all meetings of a committee. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, a presiding officer shall be elected by and from the membership of the Board of Trustees, or the committee for a committee meeting.

d. All members of the Board of Trustees may vote on all matters coming before the Board for consideration. Any member who attends any committee meeting or a special or emergency meeting by telephone, video conference, or other electronic means that allows for two-way voice interaction may cast his/her vote by that electronic means. No member may vote by proxy.

e. Except as otherwise provided in these bylaws or by specific rules and regulations enacted by the Board of Trustees, *Robert's Rules of Order Newly Revised* (latest edition) ("Robert's Rules") shall constitute the rules of the parliamentary procedure applicable to all meetings of the Board of Trustees and its several committees. No action of the Board or any of its committees that is otherwise valid shall be invalidated because of a failure to adhere to Robert's Rules.

f. Between regular meetings of the Board of Trustees, routine matters of business within the authority of the Board or its committees may be dealt with by written ballot and without a meeting if such is deemed appropriate by the Chair. Any action taken by this method must be ratified by the Board at its next regular meeting and recorded in the minutes of such regular Board meeting.

#### Section 2.05 - Minutes

a. The Secretary or Assistant Secretary shall keep minutes of all meetings; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; shall be custodian of all records of the Board; and, when required, shall attest the execution of all legal documents and instruments of The University of North Carolina at Chapel Hill.

b. The Secretary or Assistant Secretary shall transcribe the minutes of all meetings of the Board and its delegated committees and provide them electronically to each member of the Board prior to the next regular meeting of the Board.

#### Section 2.06 - Executive Session

By vote of a majority of the members present at any meeting of the Board of Trustees or any of its committees, as applicable, the meeting may be closed to the public, subject to the requirements of State law concerning access to such meetings.

#### Section 2.07 - Keeping Board of Governors Informed

The Secretary of the Board of Trustees, or the Assistant Secretary of the Board of Trustees on the Secretary's behalf, shall keep the Board of Governors, through the Secretary of The University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees and its committees, including notice of any changes in the membership of the Board or in its committee structure or bylaws, and notices of meetings.

### **ARTICLE III – POWERS AND DUTIES**

#### Section 3.01 - General Powers and Duties

The Board of Trustees shall promote the sound development of The University of North Carolina at Chapel Hill within the functions prescribed for it, helping it to serve the people of 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. The Board of Trustees shall serve as advisor to the Board of Governors on matters pertaining to The University of North Carolina at Chapel Hill and shall also serve as advisor to the Chancellor concerning the management and development of the institution.

#### Section 3.02 - Other Powers and Duties

The Board of Trustees shall have such other powers and duties, not inconsistent with provisions of *The Code of The University of North Carolina* or with applicable provisions of State law, as are specified in said *Code* or as shall be defined and delegated by the Board of Governors.

The Board of Governors' Delegations of Duty and Authority to Boards of Trustees, as amended, are attached hereto as Appendix 1 and are hereby incorporated by reference.

### **ARTICLE IV – UNIVERSITY OFFICERS**

#### Section 4.01 - Designation of University Officers

The officers of The University of North Carolina at Chapel Hill shall be the Chancellor and each Vice Chancellor. The University of North Carolina at Chapel Hill may also have such other officers as may be appointed by the Chancellor or the Vice Chancellor for Finance and Operations pursuant to Section 4.02 of this Article.

#### Section 4.02 – Appointment of Additional Officers

The Chancellor and the Vice Chancellor for Finance and Operations is each authorized to appoint additional officers of The University of North Carolina at Chapel Hill for the purpose of executing documents that require the signature of an officer of the University. Such appointments may be made only of University employees holding the title of Associate Vice Chancellor or Assistant Vice Chancellor, and shall terminate upon the individual's resignation or

removal from such position. The Vice Chancellor for Finance and Operations may appoint officers only from among the members of his or her staff. The Chancellor or the Vice Chancellor for Finance and Operations shall promptly inform the Board of Trustees of any appointment made pursuant to this Section.

## **ARTICLE V – AMENDMENT OF BYLAWS**

### Section 5.01 - Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the trustees then in office if the substance of the amendment has been filed in writing with the Secretary or the Assistant Secretary and a copy has been provided electronically to each member of the Board at least seven days prior to the meeting at which the amendment is to be voted upon.

## **ARTICLE VI – SUBORDINATION TO UNIVERSITY CODE**

### Section 6.01 - Subordination to University Code

To the extent that any of these bylaws may be inconsistent with *The Code of The University of North Carolina*, as the same may be amended from time to time, said *Code* shall control.

**Appendix 1**

**Delegations of Duty and Authority to Boards of Trustees, as amended**

*Link:* <http://www.northcarolina.edu/apps/policy/index.php?pg=vs&id=4210&added=1>

# Policy on Naming University Facilities and Units

Tags [University-Policy](#) [Board-of-Trustees](#) [Permanent-Outdoor-Memorials-and-Markers-on-Campus](#)  
Title

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The University of North Carolina at Chapel Hill Board of Trustees Policy on Naming University Facilities and Units

## Introduction

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### Scope of Applicability

This Policy applies to all UNC-Chapel Hill facilities and units.

## Policy

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### Section 1: Responsibility and Procedure for Naming Facilities and Units

#### A. Naming Responsibility

The act of naming a facility or unit shall be that of the Board of Trustees, acting after receiving the recommendation of the Chancellor. Benefactors or honorees should be informed throughout the naming discussions that final naming approval for all University facilities and units rests with the Board of Trustees.

#### B. Chancellor's Responsibility

Subject to the responsibilities of the Board of Trustees, the Chancellor shall have responsibility and authority with respect to and is an essential participant in all naming actions.

1. No facility or unit may be named without the early knowledge and prior approval of the Chancellor. The Chancellor shall endeavor to determine that the proposed action is consistent with the interests of the University, ~~to~~ assure that the amount of the contribution warrants the action proposed, and to maintain equity in the relationship of donations for similar naming actions.
2. For academic units, the Chancellor shall also seek and receive the advice of representative members of the faculty, staff, and students of the unit that is directly affected by the proposed naming action before acting on the proposal.
3. The Chancellor may recommend exceptions to any of the following naming policies, subject to approval of the Board of Trustees and after consultation with University leadership when appropriate.

#### C. Procedure

Proposed contribution levels for naming facilities and units, as well as information about potential benefactors or honorees, must be routed through the responsible Dean or equivalent officer to the Chancellor's Advisory Committee on Naming University Facilities and Units **before** naming opportunities and/or gift levels have been discussed with prospective benefactors or honorees.

1. Detailed instructions for submitting naming requests to the Committee are available from the Office of University Development.
2. After a naming has received final approval from the Board of Trustees, the requesting school or unit should immediately contact the University's Office of Space Management Team in Facilities Planning to ensure that the naming is communicated to University data systems and to the emergency response groups that serve the University.
3. Depending upon the nature and scope of the naming of a facility or unit, a broader communications plan may need to be initiated by the requesting school or unit to ensure that other units on campus are aware of the new or changed name. If the message is to be communicated broadly externally, the requesting school or unit should coordinate with the Office of University Relations.
4. Exterior and/or interior signs for a naming must follow the University's official guidelines for signage. If a naming is part of new construction or a major renovation, the designated contact in Facilities Planning and Construction will obtain signs. Otherwise, Facilities Services will produce and install regulation signs.

## D. Review

The naming policy shall be reviewed periodically by the Office of University Advancement with all recommended changes requiring approval by the Chancellor and Board of Trustees.

# Section 2: The Chancellor's Advisory Committee on Naming Facilities and Units

## A. Establishment and Source of Authority

Consistent with the Board of Governors' Delegation of Duty and Authority to Boards of Trustees, which delegates to the Board of Trustees the authority to approve the names of all individuals and organizations on whom it is proposed that an honorary distinction be conferred by the University, and as a means of guiding the development of recommendations to the Board of Trustees for naming University facilities and units, the Chancellor's Advisory Committee on Naming University Facilities and Units (hereinafter referred to as "the Committee") is hereby established as a permanent committee.

## B. Membership

The Committee shall consist of not fewer than six nor more than twelve members, the majority of whom shall be appointed from among current or former members of the University faculty, staff, and administration, and all of whom shall be persons with a thorough knowledge of the University and a wide familiarity with the kinds of individuals and organizations that are likely to be subjects of proposed naming actions.

### 1. Selection and Terms

All members of the Committee shall be appointed by the Chancellor. Members, except as described below, shall be appointed for a regular term of two years. Initial terms shall be so arranged that not all terms will expire in the same year. Each appointment to a regular term shall become effective on 1

July of the appropriate year. Each member shall serve for the term for which appointed and until a successor is appointed. A member who is appointed to fill a vacancy occurring before the expiration of the term of a regular member shall serve for the remainder of that term. Any member may be appointed to serve successive terms, not to exceed two successive terms. The Chancellor may remove any committee member at his/her discretion.

#### **(a) Chair**

The Chair of the Committee shall be appointed by the Chancellor and shall serve permanently unless otherwise directed by the Chancellor. In the absence of the Chair, the Vice Chancellor for University Advancement shall preside.

#### **(b) Ex-officio Members**

There are three ex-officio members as follows:

1. The Vice-Chancellor for University Advancement serves permanently and is a voting ex officio member of the Committee.
2. A representative from the Office of Engineering Information Services who serves permanently unless otherwise directed by the Chancellor and who is a non-voting member of the Committee and
3. A representative from the Office of University Development who serves permanently unless otherwise directed by the Chancellor and who is a non-voting member of the Committee.

#### **(c) Committee Support**

The Secretary of the Committee shall be a representative of the Office of the Vice Chancellor for University Advancement and shall provide support for the committee's activities, including preparing meeting materials, taking minutes, and preparing naming requests for the Board of Trustees. The Secretary is not a voting member of the Committee. The Committee may call upon any University employee for assistance in the performance of its duties.

### **C. Function**

#### **1. Role**

The Committee shall be an advisory body to the Chancellor and shall have no policy making or administrative authority.

#### **2. Duties**

The Committee shall advise the Chancellor in confidence with respect to proposals to name or change the name of University facilities and units, consistent with the policy and procedures set out in Section 3, below.

#### **3. Meetings**

The Committee shall meet at such times and places as required to efficiently perform its duties. Meetings shall be called by the Chair. A simple majority of the membership of the Committee shall constitute a quorum. No proxy shall be recognized in any meeting of the Committee.

## **Section 3: Naming Facilities and Units**

### **A. Purpose, Propriety, and Due Diligence**

The act of naming a University facility or unit for a person, a family, or an organization is the conferral by the University of a high and conspicuous honor, bestowed upon those who have made a substantial and sustained contribution to the University or who; have brought special distinction to the University, to the State, or to society at large by services rendered. A University facility or unit may also be named to commemorate a significant event in the University's history. The act of naming a facility or unit is to be taken discreetly, advisedly, soberly, and with concern for how that action will be viewed in the retrospect of decades. In recommending the conferral of a naming honor on individuals or organizations, the Chancellor's Advisory Committee on Naming Facilities and Units shall evaluate the whole legacy of those individuals or organizations on the basis of standards relevant to the honoree's own time. In the case of historical persons or entities, it is constructive also to view the proposed naming by contemporary standards to ensure that the naming is appropriate.

1. It is the policy of the University that facilities or units of the University may be named for individuals or organizations in consideration of financial contributions made to the University.
2. A facility or unit may be named for a University faculty member, staff member, administrator, alumnus or trustee; for a public servant or elected official, who is being honored solely for services rendered to the University, State, nation, or society-at-large; or to commemorate a significant event in the University's history. Great care must be exercised in bestowing this honor because of the large number of facilities and units that require the private financial support that ordinarily generates a naming honor. Moreover, the consideration for a naming solely for service shall not be undertaken by the Committee until that person (1) shall have been deceased for not less than one year or (2) shall have been retired, resigned, or otherwise separated from service of or to the University for not less than one year. If, however, a proposed naming under the provisions of this paragraph is in response to a financial contribution, the requirement of a delay shall not apply.

## B. Naming Facilities

1. "Facility" means every building, addition to a building, space in a building, outdoor space (such as garden, court, plaza, memorial, or marker), street, and other tangible and relatively permanent feature located on University property.
  - a. Naming opportunities may include (1) **new** facilities that are to be constructed or acquired, (2) **existing** facilities that are undergoing major or minor renovations, or (3) **existing** facilities that are not undergoing renovations.
  - b. If the facility is a permanent **outdoor memorial or marker** to honor persons ~~and~~, organizations, or University historical events, the requesting school or unit shall be governed by the [Policy On Standards And Procedures For Authorization And Placement Of Permanent Outdoor Memorials And Markers On Campus](#).
2. Corporate or other organization names may be used to name any University facility. As with individuals honored with facility namings at the University, corporations or organizations proposed for facility namings should have a positive image and demonstrated integrity.
  - a. In the instance of corporate or organizational namings of facilities, additional due diligence should be taken to avoid any appearance of commercial influence or conflict of interest.
  - b. Signage reflecting a corporate or organizational naming of a facility must conform to all University signage guidelines and may not include the organization logo or other components of branding.
3. A gift for naming a facility ordinarily should equal:
  - a. At least one-third of the total project cost for constructing or acquiring the new facility; or
  - b. At least one-third of the total project cost for renovating an existing facility; or



- c. At least one-third of the portion of the total project cost that is to be raised from the private sector if State or other funds are funding a portion of the project cost for a new or renovated existing facility; or
  - d. At least one-third of the replacement cost of an existing facility not undergoing renovation. Typically, but not always, three-fourths of a gift to name an existing facility not undergoing renovation will be in the form of endowment, preferably unrestricted endowment, to the University unit.
- 4. When a facility to be named is closely related to a school or department, representative members of its faculty, staff, and students shall be consulted before the Committee, Chancellor or Board of Trustees acts on the naming proposal.
- 5. Financial contributions resulting in the naming of a facility may be made to an affiliated foundation, but these contributions-excluding expendable contributions, which are temporarily held in University money market accounts -shall be invested in and managed by the University of North Carolina at Chapel Hill Foundation Investment Fund, Inc. If the University is constructing or renovating a facility, then funds will be transferred to the University.

### C. Naming Units

- 1. "Unit" means every school, department, center, institute and other organizational entity of the University.
- 2. Corporate or other organization names **may not be used** to name a University unit.
- 3. A gift for naming a unit ordinarily should:
  - a. Equal at least three-fourths endowment for the benefit of that unit, preferably with a portion of that amount in the form of unrestricted endowment, and
  - b. Be determined by the size, operating budget, national ranking, and visibility of the unit, as well as naming amounts of peer units in the discipline or on the University campus when available, and
  - c. Be substantial and significant, even transformative in nature, enabling the unit to improve its competitiveness or distinction, or perhaps enabling the establishment of a new program within an existing unit.
- 4. When a unit to be named is closely related to a school or department, representative members of its faculty, staff, and students shall be consulted before the Committee, Chancellor or Board of Trustees acts on the naming proposal.
- 5. Financial contributions resulting in the naming of a unit may be made to an affiliated foundation, but these contributions - excluding expendable contributions, which are temporarily held in University money market accounts - shall be invested in and managed by the University of North Carolina at Chapel Hill Foundation Investment Fund, Inc.

### D. Status of Contribution at the Time of Naming

- 1. When a facility or unit is to be named in consideration of a financial contribution, the gift shall have been received by the University or affiliated foundation, or its future receipt shall be assured through the appropriate signed gift agreement, before a naming action shall be taken, as follows:
  - a. **Pledges** to be paid over a period of time, typically up to five years, are acceptable for current naming of facilities and units when at least 50% of the pledged amount has been received and a signed pledge payment agreement for the remainder is also in hand.
    - 1. If the pledged donation is to name new construction, renovation, or other projects with cash-flow considerations, the timing of the pledge payments

should be such that sufficient current dollars are available to cover project costs.

- b. **Irrevocable planned gifts** may generate current naming of facilities and units if current cash flow considerations are not an issue for the requesting facility or unit. Irrevocable planned gifts will be credited at their present value and particular emphasis will be given to the predictability of the long-term value of the irrevocable deferred gift.
- c. **Combinations of revocable planned gifts and cash** may occasionally generate current naming opportunities under the right circumstances. Each combination request must be explained fully to the Committee and a case made for the appropriateness of the naming given the specifics of a particular gift. Particular emphasis will be given to the cash flow requirements of the requesting facility or unit, the predictability of the long-term value of the revocable deferred gift component, and the predictability of its receipt.

## E. Duration and Modification of Namings

1. The duration of a benefactor's or honoree's name on any facility or unit ordinarily continues for as long as the facility or unit is used in the same manner or for the same purpose for which the naming occurred. Upon demolition, replacement, substantial renovation, redesignation of purpose, or similar modification of a named facility or unit, the University may deem that the naming period has concluded.
  - a. The appropriate University representative will make all reasonable efforts to inform in advance the original benefactors or honorees or their surviving family members when the naming period is deemed to have concluded.
  - b. The University may, but is not required to, provide for the appropriate perpetuation of the previous name. Perpetuation of the original name in an equivalent naming is not required. Appropriate perpetuation of previous names may include, for instance, a plaque in or adjacent to new and renovated facilities.
  - c. In the event of a corporate or organization naming of a facility, if the corporate or organization name changes, the University may deem that the naming period has concluded. For additional considerations when corporate or organization name changes occur see Section E.5., below.
2. **Renaming.** When the benefactor's or honoree's naming period has concluded, the facility or unit may be renamed, with the original name removed, in recognition of new gifts, subject to any specific terms and conditions set forth in the original naming agreement and subject to the guidelines in Section E.1., above.
3. **Joint or Hyphenated Naming.** In exceptional circumstances, additional names may be added to a facility or unit in recognition of an additional gift even if the prior benefactor's or honoree's naming period has not concluded, subject to any specific terms and conditions set forth in the original naming agreement. Hyphenation is one method for jointly naming a facility or unit.
4. **Term Naming.** In appropriate instances, most often involving a corporate benefactor, a naming may be granted for a pre-determined fixed term, usually 3-5 years. At the end of the term, the name of the facility or unit shall expire but may be renewed with the same or a new name. The gift agreement should clearly specify the period of time for which the facility or unit will be named.
5. **Benefactor or Honoree Name Changes.** If a benefactor or honoree requests a change to the name of a facility or unit (e.g., due to divorce or corporate merger), the University will consider the request. If approved, all replacement signage and other related costs shall be at the donor's or honoree's expense. For additional considerations when corporate name changes occur, see also E.1 .c., above.

6. **Revocation of naming approval or conferral.** In certain circumstances, the University reserves the right, on reasonable grounds, to revoke and terminate its obligations regarding a naming, with no financial responsibility for returning any received contributions to the benefactor. These actions, and the circumstances that prompt them, may apply to an approved naming that has not yet been acted upon or to a conferred naming.
  - a. If the benefactor's or honoree's reputation changes substantially so that the continued use of that name may compromise the public trust, dishonor the University's standards, or otherwise be contrary to the best interests of the University, the naming may be revoked. However, caution must be taken when, with the passage of time, the standards and achievements deemed to justify a naming action may change and observers of a later age may deem those who conferred a naming honor at an earlier age to have erred. Namings should not be altered simply because later observers would have made different judgments.
  - b. If the benefactor fails to maintain payments on a pledge upon which the naming was bestowed, the naming may be revoked.
  - c. If a planned gift upon which the naming was bestowed does not result in the value agreed upon, the naming may be revoked.

## Section 4: Effective Date

This revised policy shall become effective September 23, 2010 for all namings except that:

1. Sections 3.B.3 and 3.C.3. (related to gift amounts and gift designations) and Section 3.D. (related to the status of contribution) do not apply to any namings that have been approved by the Board of Trustees as of the effective date or that are currently in negotiation as of the effective date.
2. Section 3.E (related to the duration and modification of namings) applies retroactively to all existing namings at the University unless the provisions of Section 3.E. conflict with the terms of a previously-signed naming agreement for a facility or unit.