

MINUTES  
MEETING OF THE BOARD OF TRUSTEES VIA CONFERENCE CALL  
APPALACHIAN STATE UNIVERSITY

Wednesday, December 15, 2021  
10:00 a.m.

CALL TO ORDER: The Board of Trustees of Appalachian State University met via conference call at the call of the Chair and the Chancellor on Wednesday, December 15, 2021, at 10:00 a.m. Chair Kimberly M. Shepherd presided and called the meeting to order.

MEMBERS PRESENT ON THE CALL: James M. Barnes  
John M. Blackburn  
J. Jeffries Chesson  
Fairley Bell Cook  
James E. Harris  
Scott K. Lampe  
James K. Reaves  
Mark E. Ricks  
E. Bonnie Schaefer  
Kimberly M. Shepherd  
R. Thomas Sofield  
Steven D. Wyatt

MEMBERS ABSENT: Bailey K. Gardin

OTHERS PRESENT ON THE CALL: Dawn Antonucci  
C. Philip Byers, UNC Board of Governors Liaison  
Sheri Everts, Chancellor  
Hank Foreman  
Doug Gillin  
Megan Hayes  
Paul Meggett

MEDIA PRESENT ON PUBLIC LINE: Moss Brennan, *Watauga Democrat*

All votes were taken by roll call (see Attachment 1).

CONFLICT OF INTEREST NOTICE: Chair Shepherd read the following statement:

"Under the State Government Ethics Act, all voting members of the Board of Trustees have a duty to avoid conflicts of interest and appearances of conflicts. Looking at the agenda for today's meeting, does anyone know that you have a conflict of interest or an interest that would give rise to the appearance of a conflict of interest? If so, please let me know now."  
None reported.

Chair Shepherd also read the following: As we begin the business portion of the meeting, I would like to remind everyone of the Board's expectations for conduct at our meetings. We ask that those attending today remain respectful of fellow attendees and the Board. Those attending an official meeting may not engage in conduct that is inconsistent with our bylaws or that interferes with the rights of others to observe and listen to the proceedings. Any individual who disrupts the meeting will be asked to leave and may be subject to arrest.

ROLL CALL: Chair Shepherd asked Dawn Antonucci to call roll to verify all participants joining the meeting.

RECOGNITION OF VISITORS: Chair Shepherd welcomed guests and press in attendance as confirmed during the roll call.

APPROVAL OF ABSENCES: Chair Shepherd stated Trustee Bailey Gardin was not able to attend due to personal reasons. Upon motion duly made and seconded the absence was approved as presented.

CLOSED SESSION: Chair Shepherd announced that she would entertain a motion for the Board to convene in closed session. Chair Shepherd asked that the voting Trustees, Chancellor Everts, Governor Byers, Vice Chancellor and Chief of Staff, General Counsel, Chief Communication Officer, Athletic Director, and the Assistant Secretary join the voting members in closed session.

Chair Shepherd stated the secondary telephone line would be closed to conduct closed session business. Should participants like to attend once open session is reconvened they can simply stay on the line and the host will reopen at the appropriate time.

Upon motion duly made, seconded and approved, the Board convened in closed session to:

prevent the disclosure of privileged or confidential-information pursuant to N.C.G.S. § 126-24, in accordance with N.C.G.S. § 143-318.11(a)(1);

for the purpose of consulting with the University's attorney in order to preserve the attorney-client privilege, [in accordance with N.C.G.S. §143-318.11(a)(3)];

to discuss matters relating to the location or expansion of industries or other businesses in the area served by this Board, in accordance with N.C.G.S § 143-318.11(a)(4);

to establish or instruct the staff or an agent concerning the position to be taken by or on behalf of this Board in negotiating the price and other material terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease, in accordance with N.C.G.S § 143-318.11(a)(5); and

to consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or

employee or prospective public officer or employee, in accordance with N.C.G.S § 143-318.11(a)(6).

PUBLIC SESSION RECONVENED: Upon motion duly made, seconded and verified by roll call vote, the Board reconvened in open session at 10:31 a.m.

Employment Agreement for Football Head Coach

Chair Shepherd recognized Trustee Sofield for this item. Trustee Sofield stated the Athletics Committee presented the second amendment to Employment Agreement for Head Football Coach Shawn Clark. The coach's materials were included in the closed session materials for the Board's review.

Upon motion duly made, and seconded, the employment agreement was approved as presented (see Attachment 2).

Revised Delegated Authority

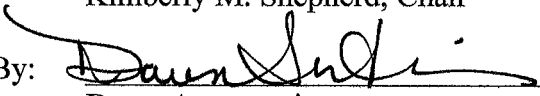
Chair Shepherd stated that she would entertain a motion to approve the revised Delegation of Authority as presented. Materials were provided in advance for the Trustees review.

Upon motion duly made, and seconded, the revised Delegated Authority was approved as presented (see Attachment 3).

ADJOURNMENT: There being no further business, the meeting adjourned by roll call vote at 10:33 a.m.

Kimberly M. Shepherd, Chair

By:

  
Dawn Antonucci  
Assistant Secretary

Appalachian Board of Trustees  
Roll Call Record of Votes in open Session  
December 15, 2021

Roll Call Vote to Approve Absences:

Motion was made by: James Barnes

Seconded by: James Reaves

James Barnes - yes

John Blackburn - yes

Jeff Chesson - yes

Failey Bell Cook - yes

Bailey Gardin - absent

James Harris - yes

Scott Lampe - yes

James Reaves - yes

Mark Ricks - yes

Bonnie Schaefer - yes

Kim Shepherd - yes

Thomas Sofield - yes

Steven Wyatt - yes

Roll Call Vote to Convene in Closed Session:

Motion was made by: Mark Ricks

Seconded by: Bonnie Schaefer

James Barnes - yes

John Blackburn - yes

Jeff Chesson - yes

Failey Bell Cook - yes

Bailey Gardin - absent

James Harris - yes

Scott Lampe - yes

James Reaves - yes

Mark Ricks - yes

Bonnie Schaefer - yes

Kim Shepherd - yes

Thomas Sofield - yes

Steven Wyatt - yes

Roll Call Vote to Reconvene in Open Session:

Motion was made by: Scott Lampe

Seconded by: Bonnie Schaefer

James Barnes - yes

John Blackburn - yes

Jeff Chesson - yes

Failey Bell Cook - yes

Bailey Gardin - absent

James Harris - yes

Scott Lampe - yes

James Reaves - yes

Mark Ricks - yes

Bonnie Schaefer - yes

Kim Shepherd - yes

Thomas Sofield - yes

Steven Wyatt - yes

Roll Call Vote to Approve Employment Agreement for Football Head Coach:

Motion was made by: Thomas Sofield

Seconded by: John Blackburn

James Barnes - yes

John Blackburn - yes

Jeff Chesson - yes

Failey Bell Cook - yes

Bailey Gardin - absent

James Harris - yes

Scott Lampe - yes

James Reaves - yes

Mark Ricks - yes

Bonnie Schaefer - yes

Kim Shepherd - yes

Thomas Sofield - yes

Steven Wyatt - yes

Roll Call Vote to Approve Revised Delegated Authority:

Motion was made by: Bonnie Schaefer

Seconded by: James Harris

James Barnes - yes

John Blackburn - yes

Jeff Chesson - yes

Failey Bell Cook - yes

Bailey Gardin - absent

James Harris - yes

Scott Lampe - yes

James Reaves - yes

Mark Ricks - yes

Bonnie Schaefer - yes

Kim Shepherd - yes

Thomas Sofield - yes

Steven Wyatt - yes

**SECOND AMENDMENT TO  
EMPLOYMENT AGREEMENT FOR FOOTBALL HEAD COACH**

**THIS SECOND AMENDMENT TO THE EMPLOYMENT AGREEMENT FOR HEAD FOOTBALL COACH (“Second Amendment”)** is made by and between Appalachian State University (“**Appalachian**”) and Shawn C. Clark (“**Coach**”), collectively referred to as the “**Parties**,” and shall be effective as of December 15, 2021. This Second Amendment is to modify and supplement the Employment Agreement between Appalachian and Coach with effective date December 13, 2019 and as amended on August 1, 2021 (collectively, the “**Agreement**”).

For and in consideration of the mutual promises and covenants set forth herein, the Parties agree as follows:

**1. Section 2.0 of the Agreement is replaced in its entirety by the following:**

2.0 Term:

2.1 The employment conferred herein is for a stated, definite term commencing as of the Effective Date and terminating on December 31, 2026 (the “Term”), subject to the EHRA Policies and the conditions stated herein.

**2. Section 3.1.1 of the Agreement is replaced in its entirety by the following:**

3.1.1 Annual salary: The annual salary for the work performed in this position during the stated term is payable in approximately equal monthly installments, less customary and applicable deductions and withholdings. Subject to all necessary approvals required by University policies the total annual salary shall be as follows:

i.	January 1, 2022 – December 31, 2022:	\$425,000
ii.	January 1, 2023 – December 31, 2023:	\$425,000
iii.	January 1, 2024 – December 31, 2024:	\$425,000
iv.	January 1, 2025 – December 31, 2025:	\$425,000
v.	January 1, 2026 – December 31, 2026:	\$425,000

**3. Section 3.2 of the Agreement is replaced in its entirety by the following:**

3.2 Retention Bonus: Beginning with the month in which the Effective Date of this Agreement occurs, and for each month of each succeeding calendar year of the Agreement (January 1 – December 31 calendar year, also referred to herein as a “Contract Year”), while Coach (i) is actively employed on the fifteenth (15th) day of a month during the Contract Year, (ii) has not given notice that he intends to terminate this Agreement without cause pursuant to Section 7 of this Agreement, and (iii) has performed the essential functions of his job as set forth herein, Appalachian will pay Coach a monthly retention bonus as follows:

i.	Monthly retention bonus – Contract Year 2022	\$22,085.00/Month
ii.	Monthly retention bonus – Contract Year 2023	\$22,085.00/Month

**IN WITNESS WHEREOF**, the Parties, having represented and warranted their authority to enter into and execute this Second Amendment, have executed this Second Amendment effective as of December 15, 2021.

**APPALACHIAN STATE UNIVERSITY**

**COACH**

\_\_\_\_\_  
Douglas P. Gillin  
Director of Athletics

\_\_\_\_\_  
Shawn C. Clark

\_\_\_\_\_  
Sheri Everts  
Chancellor

**APPROVED by the Board of Trustees of Appalachian State University at its meeting on December 15, 2021.**

\_\_\_\_\_  
Kimberly M. Shepherd, Chair  
Board of Trustees of Appalachian  
State University

\_\_\_\_\_  
Date



**Addendum for Head Football Coach Shawn C. Clark**  
**Incentive Compensation**

**1. Academic Performance of Football Team**

1.1. In years in which Appalachian's Football Team's Academic Progress Rate (APR) is greater than or equal to 950, Coach will receive additional compensation from Appalachian in the amount of Twenty Thousand Dollars (\$20,000).

1.2. Coach shall receive additional compensation of Twelve Thousand Five Hundred Dollars (\$12,500) for each semester (fall term and spring term) that the aggregate football team grade point average is equal to or above 3.0 as determined by the Director of the Academic Support Program for Student-Athletes. The maximum amount is Twenty-Five Thousand Dollars (\$25,000) per year.

1.3. Coach shall receive additional compensation of Seven Thousand Five Hundred Dollars (\$7,500) for each semester (fall term and spring term) that the aggregate football team grade point average is equal to or above 2.7 and below 3.0, as determined by the Director of the Academic Support Program for Student-Athletes. The maximum amount is Fifteen Thousand Dollars (\$15,000) per year.

1.4. During each academic year, only additional compensation may be earned under either section 1.2 or 1.3, but not both, each semester.

**2. Competitive Scheduling**

2.1. In years in which Appalachian's Football Team plays a "guarantee" game against an NCAA Division I Football Team from the SEC, ACC, Big 12, Big Ten or PAC 12 conferences, or their respective successor conferences, at the opponent's stadium, in addition to the compensation specified above, Coach will receive additional compensation from Appalachian in the amount of Twenty Thousand Dollars (\$20,000).

**3. Competitive Team Success**

3.1. In years in which Appalachian's Football Team advances to a post-season football bowl or playoff game, in addition to the compensation specified above, Coach will receive additional compensation from Appalachian for participations and wins in the respective amounts set forth in the table below:

<b>Bowl Game Participation and Wins</b>	<b>Amount</b>
Non-New Year's Six Bowl Appearance	\$30,000
Win Non-New Year's Six Bowl Game	\$20,000
New Year's Six Bowl Appearance (non- CFP)	\$30,000
Win New Year's Six Bowl Game (Non-CFP)	\$15,000
CFP Playoff Appearance	\$75,000
CFP Playoff Win	\$50,000
CFP National Champion	\$75,000

3.2 In years in which Appalachian's Football Team wins their division championship and appears in the Conference Championship, in addition to the compensation specified above, Coach will receive additional compensation from Appalachian in the amount of Thirty Thousand Dollars (\$30,000).

3.3 In years in which Appalachian's Football Team wins outright the conference championship game in addition to the compensation specified above, Coach will receive additional compensation from Appalachian in the amount of Sixty Thousand Dollars (\$60,000).

3.4 In years in which Coach is named the Conference Coach-of-the-Year or the National Coach-of-the-Year, in addition to the compensation specified above, Coach will receive additional compensation in the amount of Twenty-Five Thousand Dollars (\$25,000) for each award.

3.5 In years in which Appalachian's Football Team wins eight (8) or more games, in addition to the compensation specified above, Coach will receive compensation from Appalachian in the amount of Twenty-Five Thousand Dollars (\$25,000).

3.6 In years in which Appalachian's Football Team wins nine (9) or more games, in addition to the compensation specified above, Coach will receive compensation from Appalachian in the amount of Thirty-Five Thousand Dollars (\$35,000).

3.7 During each academic year, only additional compensation may be earned under either section 3.5 or 3.6, but not both.

#### **4. Gross Ticket Revenue**

4.1 In years when the number of tickets sold for all home football games exceeds the number sold for all home football games in the preceding year by more than five percent (5%), in addition to the compensation specified above, Coach will receive additional compensation from Appalachian in the amount of Fifteen Thousand Dollars (\$15,000). For purposes of this Agreement, the number sold for each year shall be the amount verified by an auditor selected by Appalachian in its sole discretion or otherwise agreed by the parties.

#### **5. Compensation Subject to Withholding**

All supplemental compensation paid under the provisions of this Addendum will be subject to payroll withholding for State and federal income taxes and other items required by applicable laws or regulations.

#### **6. Time of Payment**

All amounts owed to Coach pursuant to this Addendum shall be paid within sixty (60) days of the close of the Sport Team's season or the satisfaction of the condition stated if such condition occurs after the close of the season.

**Resolution to Amend and Restate Delegated Authority  
from the Board of Trustees of Appalachian State University**

**WHEREAS**, the Board of Trustees of Appalachian State University (“Board of Trustees”) has a duty to promote the sound development of Appalachian State University 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 University of North Carolina institutions and aiding it to perform at a high level of excellence in every endeavor; and

**WHEREAS**, the Board of Trustees serves as an advisor to the University of North Carolina Board of Governors on matters pertaining to Appalachian State University and serves as an advisor to the Chancellor concerning the management and development of Appalachian State University; and

**WHEREAS**, the Board of Trustees’ powers and duties are defined by the Board of Governors through the Board of Governors delegating certain authorities and responsibilities to the Board of Trustees; and

**WHEREAS**, the Board of Governors’ approval of the “Resolution to Amend and Restate Constituent Institution Board of Trustees Delegations,” dated July 22, 2021, directs each board of trustees of the constituent institutions to identify and restate in one binding resolution all instances in which the board of trustees of each respective constituent institution has delegated all or some of its delegated authority from whatever source to any committee, person, agency, or entity; and

**WHEREAS**, the Board of Trustees has identified a list of its delegated authority from the relevant sources (see attached Exhibit B, “Delegated Authority Table”) in order to respond to the Board of Governors’ direction contained in the July 22, 2021 resolution; and

**WHEREAS**, the Board of Trustees previously adopted by resolution dated September 24, 2021 delegations of authority for governance and operations at Appalachian; and

**WHEREAS**, the President of the UNC System, by letter dated October 13, 2021, requested that the Board of Trustees resolution dated September 24, 2021 be amended to include certain additional information to be included in the documentation of governance and operations at Appalachian; and

**WHEREAS**, Appalachian’s Board of Trustees hereby rescinds, amends, and restates the terms of its resolution dated September 24, 2021, to include the additional terms requested by the President of the UNC System.

**NOW THEREFORE**, the Board of Trustees hereby identifies or restates, as appropriate, the following delegations of authority:

1. Pursuant to N.C. Gen. Stat. § 116-40.5, the Board of Trustees has been delegated the authority to establish a campus law enforcement agency, employ campus police officers, and enter joint agreements with any municipality, county, or other constituent institution to extend law enforcement jurisdiction under specified circumstances. The Board of

Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Vice Chancellor for Business Affairs.

2. Pursuant to N.C. Gen. Stat. § 116-40.22(b), the Board of Trustees has been delegated the authority to, on recommendation of the Chancellor, appoint and fix the compensation of all vice-chancellors, senior academic and administrative officers, and any person having permanent tenure at Appalachian State University. The Board of Trustees delegates this authority with regards to persons having permanent tenure to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Provost and Executive Vice Chancellor.
3. Pursuant to N.C. Gen. Stat. § 116-40.22(d), the Board of Trustees has been delegated the authority to establish policies and rules governing the planning, acquisition, implementation, and delivery of information technology and telecommunications at Appalachian State University. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Chief Information Officer.
4. Pursuant to N.C. Gen. Stat. § 116-143.6(a), the Board of Trustees has been delegated the authority to consider as residents of North Carolina all persons who receive full scholarships (except for full athletic scholarships) to Appalachian from entities recognized by Appalachian and attend the University as undergraduate students. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Associate Vice Chancellor for Enrollment Management.
5. Pursuant to *The Code of the Board of Governors of the University of North Carolina, Section 502C*, the Chancellor has been delegated the authority to submit reports to the Board of Trustees on the operation of Appalachian State University and its needs, as the Chancellor may deem wise or the Board may require. The Board of Trustees acknowledges that the Chancellor has further delegated this reporting, at her discretion, to various University administrative staff, as appropriate.
6. Pursuant to *The Code of the Board of Governors of the University of North Carolina Appendix 1, Section I(A)(1)*, the Board of Trustees has been delegated the authority to, upon recommendation of the Chancellor, appoint, promote, and set the compensation for all positions exempt from the State Human Resources Act (except the position of the Chancellor), consistent with the policies and salary ranges set by the Board of Governors and the regulations and guidelines established by the Office of the President. The Board of Trustees delegates this authority to the Chancellor. The Chancellor hereby is authorized to further delegate this authority to the Vice Chancellors and the Provost and Executive Vice Chancellor.
7. Pursuant to *The Code of the Board of Governors of the University of North Carolina Appendix 1, Section I(C)*, the Board of Trustees has been delegated the authority to adopt

operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Director of Athletics.

13. Pursuant to *The Code of the Board of Governors of the University of North Carolina Appendix 1, Section XV*, the Board of Trustees has been delegated the authority to maintain campus security, subject to applicable provisions of State law and such policies as may be adopted by the Board of Governors. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Director of Public Safety/Chief of Police of the Appalachian Police Department.
14. Pursuant to *The Code of the Board of Governors of the University of North Carolina Appendix 1, Section XVI*, the Board of Trustees has been delegated the authority to adopt policies applicable to and the control and supervision of campus electric power plants and water and sewer systems, other utilities and facilities, and child development centers. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Vice Chancellor for Business Affairs.
15. Pursuant to the UNC Policy Manual 200.1(5)(c)(iv)(5) (Dual Memberships and Conflicts of Interest), the Board of Trustees has been delegated the power to provide guidance to Appalachian to ensure that the University avoids conflicts of interest and even the appearance of partiality or undue influence. The Board of Trustees delegates this authority with respect to potential individual conflicts of interest and commitments and institutional conflicts of interest involving University employees to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Vice Provost for Research.
16. Pursuant to the UNC Policy Manual 200.1(5)(d)(i) (Conflicts of Interest), the Board of Trustees shall designate a standing committee to determine whether a potential conflict is a permissible or impermissible activity and to make recommended findings as to whether this policy has been violated. The Board of Trustees designates the Executive Committee of the Board to carry out this function.
17. Pursuant to the UNC Policy Manual 300.1.2 (Evaluation of Positions for Designation as Senior Academic and Administrative Officer), the Board of Trustees has been delegated the power to appoint and fix the compensation of all persons nominated to fill chancellorships, vice chancellorships, and deanships. With respect to other positions designated by the Board as senior academic and administrative officers, the authority to make appointments and determine salaries shall be delegated to the chancellor. The Board of Trustees delegates this authority to the Chancellor.
18. Pursuant to the UNC Policy Manual 300.1.6 (Policy on Administrative Separation and/or Retreat to a Faculty Position), the Board of Trustees has been delegated the power to establish a policy governing separation and/or retreat of administrators. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees'

operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Provost and Executive Vice Chancellor.

19. Pursuant to the UNC Policy Manual 300.1.6[R] (Regulation on Administrative Separation (for individuals who began service in a covered position *on or after May 2, 2010*)), the Board of Trustees has been delegated the power to: i) approve any exception regarding separation from an administrative appointment for employees with faculty retreat rights; ii) any exception regarding separation from one administrative appointment and reappointment to another administrative role for employees without faculty retreat rights); and iii) any separation agreement that results in paying a former employee severance for a period longer than ninety (90) days.
20. Pursuant to the UNC Policy Manual 300.1.6[R] (Regulation on Administrative Separation (for individuals who began service in a covered position *prior to May 2, 2010*)), the Board of Trustees has been delegated the power to: i) approve agreements that would pay an administrator full or partial administrative pay for longer than one year where the administrator retreats to a faculty appointment after the removal of administrative duties; ii) approve agreements where an administrator does not have faculty retreat rights, but the Chancellor desires to pay the administrator his or her full administrative salary after moving the administrator to a position that would normally be lower paying, or if paid leave is to be granted; and iii) approve severance agreements pursuant to which the University would continue to pay the separated employee full salary for more than ninety (90) days).
21. Pursuant to the UNC Policy Manual 300.4.2 and 300.4.2.1[G], (Anti-Nepotism Reports), the Chancellor shall report annually to the Board of Trustees, at the regular meeting falling closest to the date of commencement, concerning all specific cases during the preceding year in which the terms of this policy were applied. The Chancellor hereby is authorized to further delegate this reporting to the Director of Human Resources.
22. Pursuant to the UNC Policy Manual 300.5.1 (Political Activities of Employees), the Board of Trustees has been delegated the power to adopt and amend policies governing political activities of employees, subject to approval by the President. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws.
23. Pursuant to the UNC Policy Manual 300.5.2(V)(C) (Candidacy for Elective Office; Officeholding (Elective and Appointive Public Office)), the Board of Trustees has been delegated the power to adopt and amend policies governing public officeholding by employees, subject to approval by the President. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws.
24. Pursuant to the UNC Policy Manual 500.2 (Patent and Copyright Policies), the Board of Trustees has been delegated the power to adopt patent procedures appropriate for Appalachian and that are consistent with UNC policies, including policies that determine the gross royalties derived from licensing or income from assignment or sale of each patent

resulting from an invention created by a University employee that is owned by Appalachian pursuant to those policies. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws.

25. Pursuant to the UNC Policy Manual 600.1.1.1[G] (Guideline on the Delegation of Authority to Execute Construction Contracts), the Chancellor has been delegated the authority and responsibility for execution of construction contracts, in conjunction with the performance by the Board of Trustees. The Chancellor hereby is authorized to further delegate this authority to the Vice Chancellor for Business Affairs.
26. Pursuant to the UNC Policy Manual 600.3.4 (Granting of Management Flexibility to Appoint and Fix Compensation), the Board of Trustees has been delegated the authority to execute the following personnel actions for faculty and EHRA non-faculty instructional, research, and public service (IRPS) employees: i) permanent and temporary appointments and salaries; ii) promotion, including faculty rank changes but excluding tenure; iii) permanent and temporary salary increases or stipends. iv) establish faculty salary ranges within different academic disciplines, based on relevant data; v) appoint and fix the compensation for faculty awarded the designation of Distinguished Professors; and vi) establish IRPS positions and salary ranges. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Provost and Executive Vice Chancellor.
27. Pursuant to the UNC Policy Manual 700.1.1.1[R] (Regulation on Minimum Eligibility Requirements for Undergraduate Admission for the University of North Carolina System), the Board of Trustees has been delegated the power to approve policies describing the admission of students requiring special consideration with regard to Minimum Course Requirements (MCR) or students for whom Chancellor's exceptions are made to Minimum Admission Requirements (MAR). Such policies must include faculty participation in the decision-making process. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Provost and Executive Vice Chancellor.
28. Pursuant to the UNC Policy Manual 700.1.1.2[R] (Regulation on Transfer Student Admission), the Board of Trustees has been delegated the power to approve policies describing the admission of transfer students for whom exceptions are made to MCR and/or MAR. Criteria pertaining to admissions exceptions shall be developed with faculty participation. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Provost and Executive Vice Chancellor.
29. Pursuant to the UNC Policy Manual 900.1[G] (Guideline on the Residence Status of Students Receiving Full Scholarships), the Board of Trustees has been delegated the power to adopt one or more resolutions approving the in-state residency status, for tuition and all other purposes, nonresident students who receive a full scholarship from entities recognized by Appalachian. The Board of Trustees delegates this authority to the

Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Associate Vice Chancellor for Enrollment Management.

30. Pursuant to the UNC Policy Manual 1000.2.2.1[R] (Regulation on the Waiver of Tuition and Fees for Faculty and Staff), the waiver of tuition for an employee shall be limited to three (3) courses per academic year. The Board of Trustees has the authority to approve the waiver of fees for an employee, as limited by institutional policy. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the Director of Human Resources and to the Vice Chancellor for Business Affairs.
31. Pursuant to the UNC Policy Manual 1100.1 (Intercollegiate Athletics), the Chancellor shall: i) submit an annual report regarding Appalachian's intercollegiate athletics programs to the Board of Trustees with a copy to the President, who will report to the Board of Governors. The annual report shall be designed according to criteria and format defined by the Office of the President and shall include specified elements; and ii) report to the Board of Trustees any student-athlete exceptions to the institution's undergraduate admissions criteria. The Chancellor hereby is authorized to further delegate this authority to the Director of Athletics.
32. Pursuant to the UNC Policy Manual 1100.1.1[R] (Regulation on Financial and Other Reporting for Intercollegiate Athletics), the Chancellor shall annually provide for the Board of Trustees' review: i) reports concerning the financial indicators contained in the NCAA Dashboard "Presidential View" for Appalachian. This "Presidential View" data shall include the most recent year's data as well as five-year trend data; and ii) the annual institutional budget for intercollegiate athletics, including major sources of revenue and expenses. This budget report shall include specified elements. The Chancellor hereby is authorized to further delegate the aforementioned reporting obligations to the Director of Athletics.
33. Pursuant to the UNC Policy Manual 1300.1 (Policy on Illegal Drugs), the Board of Trustees has the authority to adopt a policy on illegal drugs applicable to all students, faculty and staff of Appalachian. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws.
34. Pursuant to the UNC Policy Manual 1300.7 (University Enterprise Risk Management and Compliance), Appalachian shall establish an enterprise risk management process that aligns with the institution's programs, activities, and management systems and that supports the institution's strategic and other goals. The Board of Trustees delegates this authority to the Chancellor, pursuant to the Board of Trustees' operating Bylaws. The Chancellor hereby is authorized to further delegate this authority to the General Counsel.
35. Further, without limitations, all delegations of authority from the Board of Trustees (including authority to further delegate such authority) expressly indicated in Appalachian State University's Management Flexibility Plan and Delegated Authority Table are hereby



incorporated by reference as though fully set forth and attached as Exhibits A and B, respectively. In the event of a conflict between any exhibit and the text of this Resolution, the Resolution shall control.

36. In addition to the duties, responsibilities, and authorities assigned to the Chancellor by the Board of Governors through Section 502 of The Code of the University of North Carolina, and pursuant to N.C.G.S. § 116-31.10 (Powers of Board regarding certain purchasing contracts), the Board of Trustees hereby delegates to the Chancellor full authority, or affirms the Chancellor's inherent authority to sign or execute, or to designate University employees to sign or execute, agreements, contracts, leases, and other official documents with institutions, agencies, corporations, partnerships, individuals, and other legal entities, including all such agreements not required by law or administrative regulation to be otherwise executed; provided, however, that such agreements shall comply with the law of North Carolina, especially the North Carolina General Statutes 143 and 146, when applicable, and with The Code of the University of North Carolina, and policies determined by the Board of Governors or the Board of Trustees. Campus officials designed by the Chancellor to sign official documents on behalf of the University as of the date of this Resolution are listed in the document attached hereto as Exhibit C.

Notwithstanding any other provision authorized by the Board of Trustees, all authority that has been delegated to the Board of Trustees and has not been expressly identified and further delegated in this resolution is hereby vested in the authority of the Board of Trustees.

**ADOPTED AND APPROVED** this 15<sup>th</sup> day of December, 2021.

**THE BOARD OF TRUSTEES OF  
APPALACHIAN STATE UNIVERSITY**

\_\_\_\_\_  
(signature)  
Chair, Board of Trustees

\_\_\_\_\_  
(signature)  
Secretary, Board of Trustees