

COMMITTEE ON UNIVERSITY GOVERNANCE

Thursday, May 10, 2007

Draft Minutes

The Committee on University Governance met Thursday, May 10, 2007, at 4:00 p.m. in Conference Room C of the General Administration Building, Chapel Hill. Committee members present included Chairman Davis, Dr. Key, Mr. Lail, Mr. Mills, Mrs. Robinson, and Dr. Roseman. Other Board of Governors members attending included Mr. Dixon and Mr. Smith. Member-elect Mrs. Goodyear and Chancellor Dubois also attended. Kimberly Potter, Assistant Attorney General and Camille Klutz-Leach, Special Assistant to the Chancellor for Legal Affairs at NCA&T State University, attended. Vice President Winner and Mr. Corgnati attended as staff.

Approval of Minutes

Upon motion of Dr. Roseman and seconded by Mr. Lail, the committee voted to approve the minutes of the March 15 and March 26, 2007, meetings of the committee.

Discussion of Vacancies on Boards and Councils

The committee discussed vacancies on councils and boards of trustees.

There is a partial term ending June 30, 2007, on the University of North Carolina at Charlotte Board of Trustees. This vacancy results from the resignation of Carl G. Belk of Charlotte. Action was deferred.

There is a partial term ending June 30, 2009, on the University of North Carolina at Charlotte Board of Trustees. Upon motion of Mr. Lail and seconded by Mr. Mills, the committee voted to recommend the provisional election of Karen A. Popp of Washington, D.C. to serve on the University of North Carolina at Charlotte Board of Trustees. See Appendix A.

There is a partial term ending June 30, 2009, on the Elizabeth City State University Board of Trustees. This seat was vacated by Teresa DeLoatch Bryant of Greensboro. This vacancy will be announced.

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There will be a partial term ending June 30, 2009, on the University of North Carolina at Greensboro Board of Trustees. This vacancy results from the resignation of Thomas W. Ross of Winston-Salem, effective June 30, 2007. This vacancy will be announced.

There is a partial term ending June 30, 2009, on the North Carolina School of Science and Mathematics Board of Trustees, representing Congressional District 7. This vacancy results from the resignation of Harold G. Troy, Sr., of Whiteville. Action was deferred.

There are three terms ending June 30, 2012, on the University of North Carolina Press Board of Governors. Upon motion of Mr. Mills and seconded by Dr. Key, the committee voted to recommend the appointment of Louise C. Maynor of North Carolina Central University and the reappointment of Dr. William E. Leuchtenburg and Dr. Barbara B. Moran to serve on the University of North Carolina Press Board of Governors.

2007 Trustee Selection Process

Upon motion of Mr. Davis and seconded by Mrs. Robinson, the committee voted to recommend the provisional election of Clare C. Christopher of Winston Salem to serve on the North Carolina School of the Arts Board of Trustees. Upon motion of Mr. Lail and seconded by Dr. Roseman, the committee voted to recommend the election of Norman R. Cohen of Charlotte to serve on the University of North Carolina at Charlotte Board of Trustees. The four-year term for each will begin July 1, 2007. See Appendices B and C.

Mr. Davis updated the committee on the status of the provisionally elected trustees approved by the Board of Governors at its March 16, 2007, meeting. Appendix D lists those trustees who have completed required orientation and submitted the Statement of Economic Interest (SEI) required by the new State Ethics Act. Upon motion of Dr. Roseman and seconded by Dr. Key, the committee voted to recommend the election of those provisionally elected trustees who have met all obligations. The committee agreed to offer the thorough review of orientation materials to those trustees who were unable to attend orientation as an alternate means to meet that obligation. Staff will continue to monitor the completion of orientation and the submission of the SEI.

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Mr. Davis expressed the need to improve the trustee selection process and Ms. Winner agreed to draft a policy for the committee to consider that would formalize the process.

Changes to *The Code*

Ms. Winner discussed proposed changes to *The Code* that move the responsibility for review of appeals from non-faculty employees who are exempt from the State Personnel Act from the Committee on University Governance to the Committee on Personnel and Tenure. Upon motion of Mr. Mills and seconded by Dr. Roseman, the committee voted to approve these changes and agreed to bring them to the full Board in June for consideration. See Appendix E.

Upon motion and duly seconded, the committee voted to go into closed session to consult with our attorney to consider and give instructions regarding a judicial action initiated by Dr. Googerdy against North Carolina A&T State University, pursuant to N.C. General Statute 143-318.11 (a) (6).

CLOSED SESSION

Upon motion of Mr. Lail and seconded by Mrs. Robinson, the committee voted to return to open session.

OPEN SESSION

Upon motion and duly seconded, the committee voted to adjourn.

OUR PROFESSIONALS

Karen A. Popp
Partner

Practice Areas

- Corporate Criminal Defense and Internal Investigations
- Health Care Fraud and Abuse
- Litigation
- Securities Enforcement

Admissions and Certifications

- U.S. Supreme Court, 1996
- U.S. Court of Appeals, 2nd Circuit, 1992
- U.S. Court of Appeals, 4th Circuit, 1988
- U.S. District Court, District of Columbia
- U.S. District Court, District of Maryland
- U.S. District Court, E.D. of New York
- U.S. District Court, S.D. of New York
- District of Columbia, 1989
- New York, 1987

Education

- University of North Carolina School of Law (J.D., 1985, cum laude, Order of the Coif)
- University of North Carolina - Charlotte (B.A., 1980, cum laude)

KAREN A. POPP is a partner in Sidley's Washington, D.C., office. She is a member of the firm's corporate criminal defense, internal investigations and commercial litigation practice groups. Ms. Popp has extensive experience in representing companies and individuals in high-profile matters that may contain legal, political and public relations risks. Ms. Popp's broad experience arises from her experiences in the government and private sectors.

Since joining Sidley, Ms. Popp has represented clients in a wide range of matters involving allegations of criminal, civil and ethical wrongdoing. Her practice also includes advising corporate compliance and ethics departments. She has worked on a number of confidential internal investigations and defended clients in matters alleging securities fraud, accounting irregularities, bribery, corruption, kickbacks, OFAC and FCPA violations, tax fraud and other commercial fraud. Her clients are from a diverse range of industries, including finance, retail, pharmaceutical, healthcare, communications, technology, insurance, charitable groups, transportation, labor and the government.

Amongst those matters is her representation of a labor-related company with regard to certain corporate transactions in various government investigations, including Congressional, DOJ and SEC investigations. Ms. Popp also represented a former officer at McKesson HBOC in the accounting irregularity investigation by the SEC and the U.S. Attorney's Office in San Francisco. Ms. Popp was also part of the team on a yield burning case. The case involved the State of Pennsylvania refunding efforts and allegations of securities violations.

Ms. Popp has been retained to conduct internal investigations into allegations of fraud, misuse of corporate assets, false claims, OFAC violations and other commercial wrongdoing. In addition, she represents clients in performing world-wide internal investigations in the organizations' global operations. Ms. Popp also currently represents companies and individuals in state, local and federal investigations for alleged accounting irregularities, illegal market timing, commercial fraud and other misconduct. She previously represented a major psychiatric hospital corporation against several government investigations and in an effort to stop the airing of a 60 Minutes II program based upon a hidden camera in one of the psychiatric hospitals, defended a partner of a major accounting firm who was criminally and civilly investigated by the government for her work

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as a health care consultant and represented the president of a kidney dialysis and laboratory company against a government investigation into alleged criminal conduct.

Ms. Popp also represents clients in civil and ethics proceedings, including those parallel to criminal investigations. Her practice includes representing Fortune 500 companies in major commercial litigation. For example, Ms. Popp led a team of litigators, bankruptcy lawyers and securitization specialists in connection with representing two New York companies in a "cybersmearing" lawsuit in the securitization industry, the ensuing bankruptcy of the plaintiff company and the workout of the underlying three securitization transactions. The cyberlaw cases involved claims of securities fraud, defamation, misappropriated trade secrets, breach of contract and fiduciary duty, unfair trade practices and other commercial charges based upon the alleged posting of internet messages.

Prior to joining Sidley, Ms. Popp served as Associate Counsel to the President of the United States, where she advised President Clinton and the White House staff on Congressional and grand jury investigations. She also worked on various domestic policy issues, including law enforcement, anti-crime, health care and other matters. She worked with Senior Administration officials at various federal agencies and Congressional members and staffs on the Administration's policy initiatives.

Prior to joining the White House, Ms. Popp served in the Office of Legal Counsel at the U.S. Department of Justice where she advised Attorney General Janet Reno and the Department, the White House and other agencies of the Executive Branch on a wide range of legal matters, including constitutional, criminal and health care law. Before moving to Washington, D.C., Ms. Popp was an Assistant U.S. Attorney in the Organized Crime and Racketeering Section of the U.S. Attorney's Office for the Eastern District of New York. Her cases included RICO and other charges involving fraud, extortion, tax evasion, money laundering, obstruction of justice, witness tampering, and perjury.

Ms. Popp was a commercial litigator in New York City for five years before joining the government. While on Wall Street, Ms. Popp represented corporations and investment banking firms in a wide range of securities related litigation matters. In addition, she represented several clients who were either targets or aggressors in hostile corporate take-overs.

Ms. Popp graduated cum laude from the University of North Carolina School of Law in 1985. She served as an editor on the *North Carolina Law Review* and was a member of the Order of the Coif. Upon graduation from law school, Ms. Popp clerked for the Honorable Sam J. Ervin III of the U.S. Court of Appeals for the Fourth Circuit. She received her undergraduate degree from the University of North Carolina at Charlotte, where she graduated cum laude in 1980 and thereafter studied law at Oxford University before attending law school in this country.

Ms. Popp is currently a member of the UNC Law School Campaign Committee and a member of the UNC Charlotte Foundation Board of Directors. She is also a member of the Edward Bennett Williams American Inn of Court (White Collar) and co-founder of the Women's White Collar Defense Bar of Washington, D.C. Ms. Popp is an instructor with the NITA Program at Georgetown Law School and currently serves on the programs Advisory Board. Ms. Popp was an Adjunct Professor at Fordham Law School where she taught a Criminal Prosecution Clinic from 1993-95, and a Visiting Instructor in Business Law at N.C. State University in 1985.

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Claire C. Christopher

A graduate of Sweet Briar College, Claire Christopher has spent many years as an active arts patron and volunteer, serving on the boards of the the Children's Theatre of Winston-Salem, and Southeastern Center for Contemporary Art, among others. She currently serves on the boards of the North Carolina Botanical Garden in Chapel Hill, working on a project to build the first "green" building on a UNC system campus. She was also a founder of Horizons Residential Care Center, a private, nonprofit program providing comprehensive interdisciplinary services for persons with developmental disabilities. Claire is a member of the Cannon (towels) family.

Prior to retirement in 1989, Hudnall Christopher, Claire's husband, was executive vice president of R.J. Reynolds Tobacco Co. He is a community leader; has served as a member of the N.C. Board of Transportation, head of the Piedmont Triad Airport Authority, and the board of trustees at UNC-G (1997-99).

NCSA Affiliations:

- Recipient of honorary doctorates at 2006 NCSA commencement ceremony.
- Member of NCSA Foundation board since 2005.
- Member of Founders Society (endowed gifts of \$25,000+)
- Member of Giannini Society since 1994.
- Former co-chair (with husband) of Giannini Society Advisory Committee from 2000-2004 (during which time membership grew to more than 500 from about 350 and a new program was launched to encourage unrestricted gifts to NCSA at higher levels)
- In addition to their own generous unrestricted gifts and gifts to special projects, the Christophers have given to all five arts schools at NCSA. They are particularly fond of drama and film.
- Avid audience members, often attend special events and have participated in numerous NCSA trips – to NYC, Los Angeles and to London.



UNC CHARLOTTE
Prospect Profile
Confidential
University Development

Appendix C

Name	Norman R. Cohen "Norm"	Spouse	Natalie A. Cohen
Home Address	9055 Winged Bourne Road Charlotte, NC 28210		
Home Phone	704-556-9555		
Birth Year	1937 (Brooklyn, New York native)		

Education	MBA, Seton Hall University BS, Philadelphia College of Textile and Sciences
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UNC Charlotte Activities & Affiliations	Donor (Chancellor's Society) Vice Chair, UNC Charlotte Board of Trustees Member, Charlotte Research Institute Board Member, Chemistry Department Industrial Advisory Board Former Member, Commercialization Committee Board Former Member, Cameron Applied Research Center Member
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UNC Charlotte Giving	
<i>Lifetime Recognition Total</i>	
<i>Mr. & Mrs. Cohen</i>	\$40,257.88
<i>Goulston Technologies, Inc.</i>	\$15,500.00
<i>Unitec, Inc</i>	\$ 250.00
Total	\$56,007.88

Gifts of Note	In 2002, the Cohens established a lectureship in the Charlotte Research Institute with a \$25,000.00 pledge, now fulfilled.
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Business	Retired CEO, Goulston Technologies, Inc. Retired President and CEO, Unitec, Inc
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Cohen, Norman

Directorships, Trustees & Memberships

Vice Chair, North Carolina Board of Science and Technology
Co-Founder and Past President, The Textured Yarn Association of America (TYAA)
Former Board Member, Charlotte Institute for Technology Innovation , the North Carolina Science , Mathematics
Former Director, North Carolina Science and Mathematics Education Foundation
Former Director, Presbyterian Hospital Foundation
Former Director, Entrepreneurial Circle, McColl School of Business
Past Chair, Competitive Enterprises Committee of the Commission for a Competitive North Carolina
Former Board Member, Governor's Economic Development Cabinet
Former Principal and Director, Devan Chemicals NV/SA (Belgium)

Honors

Honorary Membership, The Textured Yarn Association of America, 2003
Long Leaf Pine Award recipient conferred by Governor Martin in 1991 and Governor Hunt in 1999

Children

Andrew Cohen
David L. Cohen

Profile Updated

12/13/06

Completed by

Sonya Chambliss

2007 Provisionally Elected Trustees

Appendix D

5/11/07

	Campus	Last	First	Orientation	SEI
1.	ASU	Steinback	Michael A.	Yes	Yes
2.	ASU	Sywassink	G. A.	Yes	Yes
3.	ECSU	James	Norma M.	Yes	Yes
4.	ECSU	Rasheed	Abdul Sm	Yes	Yes
5.	ECU	Brinkley	Robert G.	Yes	Yes
6.	ECU	Mabe	Carol M.	Yes	Yes
7.	FSU	Allan	Linda Lee	Yes	Yes
8.	NCA	Cecil	John F.A.V.	N/A	Yes
9.	NCA	Morris, Jr.	James J.	Yes	Yes
10.	NCA&T	Broadhurst	Spence H.	Yes	Yes
11.	NCA&T	Buncum	Pamela M.	Yes	Yes
12.	NCA&T	Miller	Patricia L.	Yes	Yes
13.	NCCU	Ruffin	Avon L.	Yes	Yes
14.	NCSA	Chaden	Lee A.	Yes	Yes
15.	NCSA	Goodmon	Barbara	Yes	Yes
16.	NCSSM	Crawford	Sophia G.	Yes	Yes
17.	NCSSM	Johnson	Sallie D.	Yes	Yes
18.	NCSU	Mulkey	Barbara H.	Yes	Yes
19.	NCSU	Sall	John P.	Yes	Yes
20.	UNCA	Smith	Virgil L.	Yes	Yes
21.	UNCC	Clark	Ranjana B.	Yes	Yes
22.	UNCCH	Gardner	J. Alston	Yes	Incomplete
23.	UNCCH	Russell	Sallie S.	Yes	Yes
24.	UNCG	Carlisle	Linda	Yes	Yes
25.	UNCW	Daniels	Windell	Yes	Yes
26.	WCU	Williams	Teresa	Yes	Yes
27.	WSSU	Burr	Brooke F.	Yes	Yes
28.	WSSU	Caldwell	Lisa J.	Yes	Yes
29.	WSSU	Davis	Martin	Yes	Yes
30.	WSSU	Vaughan	Keith W.	Yes	Yes

UNC CODE

SECTION 301. THE STANDING COMMITTEES' JURISDICTION.

301 A. The standing committees of the Board of Governors shall be: the Committee on Budget and Finance; the Committee on Educational Planning, Policies, and Programs; the Committee on Personnel and Tenure; the Committee on University Governance, the Committee on Public Affairs, and the Audit Committee.

301 B. The Committee on Budget and Finance shall consist of seven voting members. The committee shall advise and consult with the president concerning budget policy and preparation. The committee shall consider the budget proposed by the president and, upon its approval, shall submit the budget to the Board of Governors for final action. The committee shall make recommendations to the board for the allocation of funds appropriated to the board. It shall also advise and assist the president, and submit recommendations to the board, with respect to real property transactions, investments, endowments, and other fiscal and property matters in accordance with valuation limits established in board policy and within the jurisdiction of the Board of Governors.

301 C. The Committee on Educational Planning, Policies, and Programs shall consist of nine voting members. It shall receive the advice and recommendations of the president and make recommendations to the board in all areas pertaining to the development of a coordinated system of higher education in North Carolina, including: (a) the definition of mission and assignment of functions of each constituent institution; (b) the review of requests for the initiation of new degree programs and recommendations for the termination of existing programs; (c) the provision of supportive services, facilities, and other resources for the instructional, research, and public-service programs of the constituent institutions; (d) the review of policies affecting educational programs and academic affairs; (e) matters concerning the involvement of students in the University and in university life; (f) review of matters concerning health affairs in the University; and (g) review of matters concerning the utilization of information technology in furtherance of the University's mission. The committee shall also advise and assist the president and the board in maintaining close liaison with the State Board of Education, the State Board of Community Colleges, and the private colleges and universities, including the review of all requests for state aid to the private institutions. It shall further recommend to the board procedures and standards for the licensing of non-public educational institutions.

301 D. The Committee on Personnel and Tenure shall consist of seven voting members. Upon recommendation of the president, it shall review and make recommendations to the board with respect to the appointment and compensation of all vice chancellors, senior academic and administrative officers, and persons with permanent tenure. Notwithstanding the provision above, the committee shall not review or recommend the appointment and compensation of vice chancellors, senior academic and administrative officers, and persons with permanent tenure for those campuses delegated the authority to appoint and set compensation for such employees so long as the boards of trustees act consistently with the policy and compensation ranges established by the Board of Governors. Further, the committee shall advise and assist the president in the review and evaluation of tenure policies and regulations which the president shall periodically conduct, and it shall review all appeals from faculty members of the constituent institutions which involve an institution's decision to not to reappoint a faculty member, to deny tenure, to discharge a tenured faculty member, or to impose a serious sanction pursuant to the provisions of Chapter VI of this *Code*. It shall also review all appeals from non-faculty

employees of the University who are exempt from the State Personnel Act pursuant to Section 609 C of this *Code*.

301 E. The Committee on University Governance shall consist of seven voting members. It shall keep under continuous review the application and interpretation of *The Code of the University of North Carolina* and all delegations of authority under that code, and it shall make such recommendations to the Board of Governors for the amending of *The Code* or delegations of authority as may seem appropriate for the effective and efficient operation of the University of North Carolina and its constituent institutions. The committee shall make nominations to the Board of Governors for elections to the boards of trustees of the constituent institutions. The committee shall receive all requests from students of the constituent institutions for appellate review by the Board of Governors pursuant to Section 502 D(3) of this *Code*.

Deleted: and from non-faculty employees of the University who are exempt from the State Personnel Act pursuant to Section 609 C of this *Code*

301 F. The Committee on Public Affairs shall consist of a number of voting members to be determined by the chair of the board. A voting member serving on this committee shall also serve on one or more other standing committees. The Committee on Public Affairs shall assist the President in maintaining a positive relationship with the Governor, the North Carolina General Assembly, the United States Congress, and other governmental entities which affect the ability of the University to carry out its mission. The committee will review all state and federal non-budget legislative priorities of the University.

301 G. The Audit Committee shall consist of a number of voting members to be determined by the chair of the board. A voting member serving on this committee shall also serve on one or more other standing committees. The Audit Committee shall develop and maintain a system wide code of ethics, review annual and other audit reports of the constituent institutions and affiliated entities of the University, review a summary of the internal audit plans and work of the audit committees of the constituent institutions, review annual financial audit reports and management letters on University associated entities, meet with the State Auditor annually, and take such other actions as are necessary or appropriate to assure the integrity of the finances of the University.