

# COMMITTEE ON UNIVERSITY GOVERNANCE

Thursday, September 17, 2009

## Draft Minutes

The Committee on University Governance met Thursday, September 17, 2009, at 3:30 p.m. in Conference Room C of the Spangler Center, Chapel Hill.

Committee members present included Chairman Blank, Dr. Buffaloe, Dr. Flood, Mr. Fulton, and Dr. McCain. Chairman Gage, Mr. Blackburn, Dr. Locklear, and Mr. Mills were in attendance. Associate Vice President Waldrup and Secretary Corgnati attended as staff. Intern Chase Matson observed.

### Approval of Minutes

Upon motion of Dr. McCain and seconded by Dr. Flood, the committee voted to approve the minutes of the August 13, 2009, meeting of the committee.

### Campus Liaison Assignments / Responsibilities

Chairman Blank presented the campus liaison assignments for final review. The Committee then discussed liaison responsibilities and agreed to place this issue on the October committee meeting agenda along with trustee selection protocol. See Appendix A for the 2009-2010 Campus Liaison Assignments.

### Discussion of Vacancies on Boards and Councils

The committee discussed vacancies on councils and boards of trustees.

There are three terms ending June 30, 2013, on the North Carolina School of Science and Mathematics Board of Trustees, representing Congressional Districts 1, 2, and 5. Upon motion of Dr. Flood and seconded by Dr. McCain, the committee voted to recommend the appointment of Dr. Leslie Reynolds of Kinston to serve representing Congressional District 1. Action on Congressional Districts 2 and 5 was deferred. Appendix B.

Committee on University Governance  
September 17, 2009  
Minutes

There is a partial term ending June 30, 2011, on the University of North Carolina at Charlotte Board of Trustees. Upon motion of Dr. Flood and seconded by Dr. McCain, the committee voted to recommend the election of Laura Schulte of Charlotte to serve. Appendix C.

Center for International Understanding Advisory Board

The Board of Governors appoints one member of the Board to the Center for International Understanding Advisory Board. The Center is a public service entity of the University of North Carolina. Upon motion of Dr. McCain and seconded by Dr. Flood, the committee voted to recommend the appointment of Philip R. Dixon to serve.

Amendments to *The Code*

Mr. Waldrup briefed the Committee on proposed changes to Sections 604 and 605 of *The Code*. He reported that these changes, related to faculty issues, were reviewed and approved by the Committee on Personnel and Tenure earlier in the afternoon. Upon motion of Dr. Flood and seconded by Dr. McCain, the committee voted to recommend the approval of these amendments and the Committee will bring the changes to the Board for its consideration at the October meeting. Appendix D.

Other Business

Chairman Blank named two subcommittees to hear pending student appeals. Dr. Flood will chair one of the subcommittees and be supported by Mr. Bowden and Dr. Buffaloe. Mr. Fulton will chair the second subcommittee and be joined by Dr. McCain and Mrs. Sanders.

Action will be taken to update the 2010 Board of Trustee meeting schedule.

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

**CAMPUS LIAISON ASSIGNMENTS**  
**COMMITTEE ON UNIVERSITY GOVERNANCE**

**2009-2010**

**PEACHES G. BLANK**

**Appalachian State University  
Fayetteville State University  
North Carolina State University**

**R. STEVE BOWDEN**

**University of North Carolina at Greensboro  
North Carolina Arboretum**

**LAURA W. BUFFALOE**

**East Carolina University  
University of North Carolina at Wilmington**

**DUDLEY E. FLOOD**

**North Carolina Central University  
University of North Carolina at Pembroke  
Pitt County Memorial Hospital**

**PAUL FULTON**

**University of North Carolina at Chapel Hill  
University of North Carolina School of the Arts  
Winston-Salem State University**

**FRANKLIN E. McCAIN**

**North Carolina A&T State University  
University of North Carolina at Asheville  
University of North Carolina at Charlotte**

**ESTELLE W. SANDERS**

**Elizabeth City State University  
North Carolina School of Science and Mathematics**

**J. BRADLEY WILSON**

**Western Carolina University  
University of North Carolina Center for Public Television  
University of North Carolina Press**

9/23/2009

**Leslie Denise Reynolds, MD**  
**1100 Hardee Road Ste. 104**  
**Kinston, NC 28504**

**EDUCATION**

College: Hampton University  
Hampton, Virginia  
Degree: BA Biology (1983-7)

Graduate: Duke University  
Durham, North Carolina  
Degree: MD (1987-91)

East Carolina University  
Greenville, North Carolina  
Degree: MBA (2007-present)

Internship: University of Texas at San Antonio  
Floyd Curl Drive  
San Antonio, Texas  
Internal Medicine (1991-2)

Residency: SUNY at Stony Brook  
Stony Brook, New York  
Neurology (1992-4)

Fellowship: SUNY at Stony Brook  
Stony Brook, New York  
Epilepsy (1994-5)

Chief Resident in Neurology  
SUNY at Stony Brook  
Stony Brook, New York (1995-6)

**LICENSURE**

State of North Carolina #96-01701  
State of New York #194224-inactive

**BOARD CERTIFICATION**

American Board of Neurology and Psychiatry

**EXPERIENCE**

Staff Neurologist  
Kinston Medical Specialists, PA  
Kinston, North Carolina (2/97-5/99)

Neurologist-private solo practice  
Kinston Neuroscience, PA  
Kinston, North Carolina (6/99-present)

Staff Neurologist  
Lenoir Memorial Hospital  
Kinston, North Carolina (2/97-present)

Medical Director  
Lenoir Memorial Hospital Inpatient Rehab  
Kinston, North Carolina (2001-present)

**LESLIE DENISE REYNOLDS, MD**  
**PAGE 2**

**MEMBERSHIPS**

American Academy of Neurology (AAN)  
Graduate Education Subcommittee of the AAN  
Southern Clinical Neurological Association  
Board Member for Lenoir Memorial Hospital  
Vice Chair of Department of Medicine at LMH  
Board member for Lenoir County Historical Association

**INTERESTS/HOBBIES**

Tennis, gardening, holistic medicine, working with children

**WACHOVIA**

A Wells Fargo Company

## Corporate Profile

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### **LAURA SCHULTE**

#### **President Community Banking Eastern Region**

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Laura A. Schulte manages Wells Fargo's community banking activities in its Eastern Region, which includes Alabama, Connecticut, Delaware, Florida, Georgia, Maryland, Mississippi, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Tennessee, Virginia and Washington, D.C. and has 2,814 banking stores and 4,633 ATMs.

Prior to assuming her current position in Jan. 2009 when Wells Fargo's merger with Wachovia Bank became final, she was President of Wells Fargo's Western Region, which includes California, Oregon, Washington, Idaho, and Alaska and had more than 1,300 banking stores.

During her 26-year career with Wells Fargo, she has held a variety of management positions including internal auditor, regional finance manager, and chief financial officer for Norwest's Banking operations in Nebraska.

In 1996, Schulte was given responsibility for all community banking activities in Northern Nevada. With the merger of Norwest/Wells Fargo in 1998, she assumed responsibility for the statewide combined banking organization. In 2002, she was named regional president of both the Nevada and Utah/Southwestern Wyoming banking regions and later that year was named regional president for community banking in California, Nevada and the Mexican Border.

A native of Omaha, Nebraska, Schulte earned a bachelor's degree in accounting from the University of Nebraska at Lincoln, and graduated from the Stonier Graduate School of Banking.

Schulte is involved in various community and charitable organizations and has served on numerous boards. She is a member of the Young Presidents Organization and served on the boards of Children's Hospital-Los Angeles, California Chamber and United Way of Greater Los Angeles.

[THIS VERSION OF THIS SECTION IS EFFECTIVE FOR PERSONNEL ACTIONS TAKEN ON OR AFTER SEPTEMBER 1, 2009]

SECTION 604. APPOINTMENT, NONREAPPOINTMENT AND REQUIREMENTS OF NOTICE AND REVIEW FOR TENURE TRACK FACULTY.<sup>12.1</sup>

604 A. Notice of Reappointment or Nonreappointment.<sup>12-112.2</sup>

(1) The decision not to reappoint a faculty member at the expiration of a fixed term of service shall be made by the appropriate institutional faculty and administrative officers early enough to permit timely notice to be given.<sup>12.3</sup> For full-time faculty at the rank of instructor, assistant professor, associate professor, or professor, the minimum requirement for timely notice shall be as follows:

- (a) during the first year of service at the institution, the faculty member shall be given not less than 90 calendar days' notice before the employment contract expires; and
- (b) during the second year of continuous service at the institution, the faculty member shall be given not less than 180 calendar days' notice before the employment contract expires; and
- (c) after two or more years of continuous service at the institution, the faculty member shall be given not less than 12 months' notice before the employment contract expires.

(2) Notice of reappointment or nonreappointment shall be written. If the decision is not to reappoint, then failure to give timely notice of nonreappointment will oblige the chancellor thereafter to offer a terminal appointment of one academic year.

<sup>12.1</sup> Because of the unique character and mission of the University of North Carolina School of the Arts and of the North Carolina School of Science and Mathematics, regular faculty holding fixed-term contracts at those institutions are entitled to the rights afforded in this Section.

<sup>12-112.2</sup> **Prior to January 1, 2004, Section 604 A read as follows:**

(1) The decision not to reappoint a faculty member at the expiration of a fixed term of service shall be made by the appropriate institutional faculty and administrative officers early enough to permit timely notice to be given. For full-time faculty at the rank of instructor, assistant professor, associate professor, or professor, the minimum requirement for timely notice shall be as follows:

- (a) during the first year of service at the institution, the faculty member shall be given not less than 90 calendar days' notice before the employment contract expires;
- (b) during the second year of continuous service at the institution, the faculty member shall be given not less than 180 calendar days' notice before the employment contract expires; and
- (c) after two or more years of continuous service at the institution, the faculty member shall be given not less than twelve months' notice before the employment contract expires.

(2) Notice of reappointment or nonreappointment shall be written. If the decision is not to reappoint, then failure to give timely notice of nonreappointment will oblige the chancellor thereafter to offer a terminal appointment of one academic year.

<sup>12.3</sup> Faculty at the North Carolina School of Science and Mathematics shall be given notice no later than January 15 during the first year of continuous regular service and no later than December 15 during the second or any subsequent year of continuous regular service.

#### 604 B. Impermissible Reasons for Nonreappointment.

In no event shall a decision not to reappoint a faculty member be based upon (a) the exercise by the faculty member of rights guaranteed by the First Amendment to the United States Constitution, or by Article I of the North Carolina Constitution, or (b) the faculty member's race, color, sex, religion, creed, national origin, age, disability, veteran's status, or other forms of discrimination prohibited under policies adopted by campus Boards of Trustees, or (c) personal malice. For purposes of this section, the term "personal malice" means dislike, animosity, ill-will, or hatred based on personal characteristics, traits or circumstances of an individual. See Policy 101.3.1 II.B. for details.

#### 604 C. Repealed.

#### 604 D. Review of Nonreappointment Decisions.

(1) Campus Based Review. Subject to limitations contained in this Code and the Policies of the Board of Governors, each constituent institution shall have a procedure whereby a tenure track faculty member may seek review of the decision of the constituent institution not to reappoint the faculty member. Such procedures shall at a minimum provide for the following:

(a) A reasonable time of no less than 14 calendar days within which after receiving the notice of nonreappointment, the faculty member may request review of the decision by appropriate faculty committee and administrative officers. If the faculty member does not request review of the notice of non-reappointment in a timely fashion as specified by campus tenure policies, the nonreappointment is final without recourse to any further review by faculty committees, the institution, or the Board of Governors.

(b) If the faculty member files a request for review in a timely fashion, the chancellor shall ensure a process is in place so that a hearing is timely accorded before an elected standing committee of the institution's faculty.

(c) In reaching decisions on which its written recommendations to the chancellor shall be based, the committee shall consider only the evidence presented at the hearing and such written or oral arguments as the committee, in its discretion, may allow. The faculty member shall have the burden of proof. In evaluating the evidence the committee shall use the standard of preponderance of the evidence (which is the same as the greater weight of the evidence.)

(d) The purpose of the campus based review process is to determine (1) whether the decision was based on considerations that *The Code* provides are impermissible; and (2) whether the procedures followed to reach the decision materially deviated from prescribed procedures such that doubt is cast on the integrity of the decision not to reappoint.

(2) Appeal to the Board of Governors. If the chancellor concurs in a recommendation of the committee that is favorable to the faculty member, the chancellor's decision shall be final. If the chancellor either declines to accept a committee recommendation that is favorable to the faculty member or concurs in a committee recommendation that is unfavorable to the faculty member, the faculty member may appeal by filing a written notice of appeal with the Board of Governors, by submitting such notice to the President, by certified mail, return receipt requested, or by another means that provides proof of delivery, with 14 calendar days after the faculty member's receipt of the chancellor's decision. The notice must contain a brief statement of the basis for the appeal. The purpose of appeal to the Board of Governors is to assure (1) that the campus-based process for reviewing the decision was not materially flawed, so as to raise questions about whether the faculty member's contentions were fairly and reliably considered, (2) that the result reached by the chancellor was not clearly erroneous, and (3) that the decision was not contrary to controlling law or policy.<sup>\*§12.4</sup>

<sup>\*§12.4</sup>See Policy 101.3.1 for additional information



## SECTION 605. TERMINATION OF FACULTY EMPLOYMENT.

## 605 A. Definition.

The tenure policies and regulations of each institution shall provide that the employment of faculty members with permanent tenure or of faculty members appointed to a fixed term may be terminated by the institution because of (1) demonstrable, bona fide institutional financial exigency or (2) major curtailment or elimination of a teaching, research, or public-service program. "Financial exigency" is defined as a significant decline in the financial resources of the institution that is brought about by decline in institutional enrollment or by other action or events that compel a reduction in the institution's current operations budget. The determination of whether a condition of financial exigency exists or whether there shall be a major curtailment or elimination of a teaching, research, or public-service program shall be made by the chancellor, after consulting with the academic administrative officers and faculties as required by Section 605C (1), subject to the concurrence by the President and then approval by the Board of Governors. If the financial exigency or curtailment or elimination of program is such that the institution's contractual obligation to a faculty member may not be met, the employment of the faculty member may be terminated in accordance with institutional procedures that afford the faculty member a fair hearing on that decision.<sup>13</sup>

## 605 B. Timely Notice of Termination.

(1) When a faculty member's employment is to be terminated because of major curtailment or elimination of a teaching, research, or public-service program and such curtailment or elimination of program is not founded upon financial exigency, the faculty member shall be given timely notice as follows:

(a) one who has permanent tenure shall be given not less than 12 months' notice; and

(b) one who was appointed to a fixed term and does not have permanent tenure shall be given notice in accordance with the requirements specified in Section 604 A(1).

(2) When a faculty member's employment is to be terminated because of financial exigency, the institution will make every reasonable effort, consistent with the need to maintain sound educational programs and within the limits of available resources, to give the same notice as set forth in Section 605 B(1).

(3) For a period of two years after the effective date of termination of a faculty member's contract for any of the reasons specified in Section 605 A, the institution shall not replace the faculty member without first offering the position to the person whose employment was terminated. The offer shall be made by a method of delivery that requires a signature for delivery, and the faculty member will be given 30 calendar days after attempted delivery of the notice to accept or reject the offer.

605 C. Institutional Procedures.<sup>13.1</sup>

The institution shall establish regulations governing termination procedures. These regulations shall include provisions incorporating the following requirements:

(1) If it appears that the institution will experience an institutional financial exigency or needs seriously to consider a major curtailment or elimination of a teaching, research, or public-service program, the chancellor or chancellor's delegate shall first seek the advice and recommendations of the academic administrative officers and faculties of the departments or other units that might be affected.

(2) In determining which faculty member's employment is to be terminated for reasons set forth in Section 605 A, the chancellor shall give consideration to tenure status, to years of service to the institution, and to other factors deemed relevant, but the primary consideration shall be the maintenance

of a sound and balanced educational program that is consistent with the functions and responsibilities of the institution.

(3) An individual faculty member whose employment is to be terminated shall be notified of this fact in writing. This notice shall include a statement of the conditions requiring termination of employment, a general description of the procedures followed in making the decision, and a disclosure of pertinent financial or other data upon which the decision was based.

(4) A reconsideration procedure shall be provided that affords the faculty member whose employment is to be terminated a fair hearing on the termination if the faculty member alleges that the decision to terminate was arbitrary or capricious.

(5) The institution, when requested by the faculty member, shall give reasonable assistance in finding other employment for a faculty member whose employment has been terminated.

(6) A faculty member whose employment is terminated pursuant to this Section 605 may appeal the reconsideration decision to the board of trustees of the constituent institution.

<sup>13</sup> Because of the unique character and mission of the North Carolina School of Science and Mathematics, when the employment of a faculty member is to be terminated during or at the conclusion of a fixed-term contract because of major curtailment or elimination of a teaching, research, or public-service program that is not founded upon financial exigency, written notice shall be given no later than the November 1 prior to termination. When faculty employment is to be terminated during or at the conclusion of a fixed-term contract because of financial exigency, the School shall make every reasonable effort, consistent with the need to maintain sound educational programs and within the limits of available resources, to give notice no later than the November 1 prior to termination. Terminations at the end of a fixed term contract for the reasons stated above in this footnote are not subject to Section 604 of *The Code*, but instead are subject to Section 605.

<sup>13.1</sup> Prior to January 1, 2004, Section 605 C read as follows: (1) If it appears that the institution will experience an institutional financial exigency or needs seriously to consider a major curtailment or elimination of a teaching, research, or public-service program, the chancellor or chancellor's delegate shall first seek the advice and recommendations of the academic administrative officers and faculties of the departments or other units that might be affected. (2) In determining which faculty member's employment is to be terminated for reasons set forth in Section 605A, the chancellor shall give consideration to tenure status, to years of service to the institution, and to other factors deemed relevant, but the primary consideration shall be the maintenance of a sound and balanced educational program that is consistent with the functions and responsibilities of the institution. (3) An individual faculty member whose employment is to be terminated shall be notified of this fact in writing. This notice shall include a statement of the conditions requiring termination of employment, a general description of the procedures followed in making the decision, and a disclosure of pertinent financial or other data upon which the decision was based. (4) A reconsideration procedure shall be provided that affords the faculty member whose employment is to be terminated a fair hearing on the termination if the faculty member alleges that the decision to terminate was arbitrary or capricious. (5) The institution, when requested by the faculty member, shall give reasonable assistance in finding other employment for a faculty member whose employment has been terminated. (6) The faculty member may appeal the reconsideration decision in the manner provided by Section 501C (4).