



MEETING OF THE BOARD OF GOVERNORS
Committee on University Governance

March 22, 2018 at 9:30 a.m.
University of North Carolina Wilmington
Burney Center, Ballroom A
Wilmington, North Carolina

AGENDA

OPEN SESSION

- A-1. [Approval of the Minutes of January 25, 2018](#)Steve Long
- A-2. [Elections Policy](#)Bill Webb
- A-3. [Section 302 B of *The Code*, Officers of Standing Committees](#)..... David Powers
- A-4. [Nomination to the North Carolina Arboretum Board of Directors](#)Steve Long
- A-5. [Nomination to the Vidant Medical Center Board of Trustees](#).....Steve Long

CLOSED SESSION

- A-6. Approval of the Closed Session Minutes of May 18, 2017, and January 25, 2018.....Steve Long
- A-7. Legal Affairs Report Tom Shanahan

OPEN SESSION

- A-8. Other Business.....Steve Long
 - a. Duties and Authorities of Boards of Trustees Update
 - b. Boards of Trustees Appointment Schedule
 - c. Other Board Vacancies
- A-9. Adjourn

DRAFT MINUTES

January 25, 2018
University of North Carolina System
Center for School Leadership Development, Room 119
Chapel Hill, North Carolina

This meeting of the Committee on University Governance was presided over by Chair Steve Long. The following committee members, constituting a quorum, were also present in person: Phil Byers, Frank Grainger, David Powers, Randy Ramsey, and Bill Webb. The following committee members were absent: Ann Maxwell.

Chancellors participating were Robin Cummings, Alison Morrison-Shetlar, and Todd Roberts.

Staff members present included Andrea Poole, Tom Shanahan, and others from the UNC System Office.

1. Call to Order and Approval of OPEN Session Minutes (Item A-1)

Chair Long called the meeting to order at 12:00 p.m. on Thursday, January 25, 2018, and called for a motion to approve the open session minutes of December 15, 2017.

MOTION: Resolved, that the Committee on University Governance approve the open session minutes of December 15, 2017.

Motion: Bill Webb

Motion carried

2. Process and Schedule for Board of Governors Officer Elections (Item A-2)

The chair called on Senior Vice President and General Counsel Tom Shanahan to explain the current process and schedule for Board of Governors Officer Elections and the proposed resolution. Mr. Shanahan explained that proposed resolution establishes the procedures and schedule for the election of board officers for the 2018-2020 term by aligning election-related activities with the Board's 2018 meeting schedule.

MOTION: Resolved, that the Committee on University Governance approve Item A-2 and recommend it to the full Board of Governors for a vote.

Motion: Frank Grainger

Motion carried

The chair expressed a need for a change in policy after this election cycle and proposed that an Elections Policy Subcommittee be formed to propose new policy for approval by the committee in March. The Elections Policy Subcommittee will be chaired by Mr. Webb and comprised of Mr. Byers, Mr. Long, and Mr. Powers.

3. Update on Title IX Working Group (Item A-3)

The chair called on Mr. Webb and Mr. Shanahan to provide the committee with an update on the Title IX Working Group. Discussion by the committee followed.

4. Closed Session

MOTION: Resolved, that the Committee on University Governance move into closed session to prevent the disclosure of information that is privileged or confidential under Article 7 of Chapter 126 of the North Carolina General Statutes, or not considered a public record within the meaning of Chapter 132 of the General Statutes. And, to consult with our attorney to protect the attorney-client privilege; and to consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action for the following case: Carcaño, et al. v. Cooper, et al. This is pursuant to North Carolina General Statute 143-318.11(a)(1) and (3).

Motion: Frank Grainger

Motion carried

THE MEETING MOVED INTO CLOSED SESSION.

(The complete minutes of the closed session are recorded separately.)

MOTION: Resolved, that the Committee on University Governance return to open session.

Motion: David Powers

Motion carried

THE MEETING RESUMED IN OPEN SESSION.

5. Other Business (Item A-6)

The chair called on Ms. Poole to provide the committee with an update on the duties and authorities of boards of trustees. Chair Long provided the committee with an update on two board vacancies at Vidant Medical Center Board of Trustees and UNC Press Board of Governors that will be before the committee in March and May, respectively. The chair called on Mr. Powers, who brought up two items for new business: to reevaluate the current chancellor search process policy, and the prohibition of the chair of a standing committee from serving as chair or vice chair of another standing committee.

Discussion by the committee on the UNC Health Care Board of Directors followed. Mr. Powers and Mr. Webb both recused themselves from the discussion due to conflicts of interest.

There being no further business, the meeting adjourned at 1:08 p.m.

Ann Maxwell, Secretary

AGENDA ITEM

A-2. Elections Policy..... William Webb

- Situation:** Section 201 of *The Code* provides for election of board officers (chair, vice chair, and secretary) from the voting membership of the Board at the last regular meeting before July 1 in each even-numbered year. The general procedures for nominations and elections of board members to board offices are prescribed in Section 200.2 of the UNC Policy Manual.
- Background:** Section 200.2 of the UNC Policy Manual, which was last amended in June 2013, provides a schedule of election-related activities that corresponds to the Board's prior practice of holding regular meetings on a monthly basis.
- Assessment:** The proposed amendments to Section 200.2 of the UNC Policy Manual, reflected in the attached materials, simplifies nomination and election processes to occur entirely during the Board's last regular meeting before July 1 in each even-numbered year. The simplified procedures are consistent with *Robert's Rules of Order*.
- Action:** This item requires a vote by the committee, with a vote by the full Board of Governors through the consent agenda at the next meeting.

Election Procedures

~~1.~~ Officers

~~.~~ In accordance with Section 201 of *The Code*, a chair, a vice chair, and a secretary (Board offices) shall be elected. ~~Candidacy, n~~Nominations, and elections for Board offices shall be conducted pursuant to the schedule set forth in this policy, in the following order: ~~chair, vice chair, and secretary.~~

~~2.~~ Candidates

~~II.~~ General Provisions for Board Full Terms Office Elections

~~A.~~ Nominations and elections of for regular full terms of Board Offices shall take place ~~be scheduled to occur during the Board's last regular meeting before July 1 in each even-numbered year. Alternatively, the Board may schedule a special meeting for the purpose of conducting nominations and election of Board officers before July 1 of an even-numbered year. Nominations and elections for partial terms shall occur only in the event of a vacancy and will be conducted consistent with Section 201 of The Code.~~

~~a.~~ Board

~~A.~~ B. Only voting members should avoid discussions of potential nominees and candidates ~~the Board may make nominations for full terms of any board office until the February Board meeting of the year in which the election for full terms of that board office will take place.~~

~~b.~~ Any board member who wishes to offices, be nominated for ~~a full term of any board office shall notify the secretary of the board member's candidacy prior to the April meeting of the Board of Governors~~ offices, vote for Board offices, or be elected to a Board offices.

~~c.~~ The secretary shall announce the names of candidates for nomination to full terms of each board office during the new business portion of the agenda at the April board meeting.

~~d.~~ Candidates for full terms of the offices of chair and vice chair shall, by the end of the April meeting, submit a brief written statement to the secretary describing their vision and goals for the office. The secretary shall distribute copies of the statement to board members immediately following the April board meeting.

~~3~~

~~C.~~ A voting member may hold only one Board office at a timesimultaneously.

~~III.~~ Nominations

~~a~~

~~A.~~ Subject to the requirements of section ~~2II.~~ of this policy, any voting member of the ~~board~~Board may be nominated for any office unless prohibited from serving by *The Code*. Self-nominations are permitted by voting members.

~~b~~

~~B.~~ Any voting member of the ~~board~~Board may orally nominate any ~~board~~voting Board member for any office. No "second" to the nomination will be permitted or required. The board ~~board~~ member making the nomination may offer remarks in support of the nomination that do not exceed five minutes. Nominations may be declined by the nominated voting member.

Once a ~~board~~Board member is nominated for an office, no additional nominations for the ~~board~~Board member with respect to that office will be received or registered.

~~c. Each nomination for a full term of the offices of chair, vice chair, and secretary shall be made at the June board meeting, from the slate of candidates for that office as announced by the secretary at the April board meeting.~~

~~d.~~

~~C.~~ Nominations shall be made in open session.

~~e.~~ Every ~~person~~voting member so nominated shall be a candidate for that office, unless the voting member has declined the nomination.

~~f.~~

~~D.~~ Nominees~~Candidates~~ for the offices of chair, vice chair, and secretary may offer remarks in support of their candidacies. ~~Candidates~~Nominees for each office who choose to offer remarks shall be recognized in alphabetical order by last name and may speak for no more than ~~ten (10)~~ minutes.

4

IV. Election

a

A. Written ballots for each office shall be distributed by the Office of the Secretary to each member of the ~~board~~Board who shall cast one vote from the list of candidates for that office. ~~Voting~~Nominations and vVoting shall be completed for each office separately and in succession, in the order of chair, vice chair, and secretary.

~~B.~~ After the first and each succeeding ballot, if no candidate receives the requisite majority and when votes are received for three or more candidates, the name of the candidate receiving the smallest number of votes shall be dropped from the list of nominated members and shall cease to be a candidate.

~~c.~~

~~C.~~ All written ballots for each office shall be signed by the member casting the ballot. A committee consisting of no fewer than two chancellors appointed by the chair shall tally the ballots for each office and announce the results to the ~~board~~Board. The ballots shall be collected and retained by the assistant secretary of the Board of Governors for disposition under ~~North Carolina General Statutes §G.S.~~ 143-318.13(b).

~~d.~~

~~D.~~ If the chair is a candidate for re-election, the vice chair shall preside over the election portion of the meeting. If the chair and the vice chair are both candidates for re-election, the chair shall designate another individual to preside over the election portion of the meeting.

~~e.~~ A sample ballot is attached.

5. Procedure

~~f.~~

V. Procedures. Except as above modified, the procedure shall be under Section ~~202C~~202 C(4) of *The Code and Robert's Rules of Order*.

VI. Other Matters

A. Effective Date. The requirements of this policy shall be effective on the date of adoption of this policy by the Board of Governors July 1, 2018.

B. Relation to Federal and State Laws. The foregoing policy as adopted by the Board of Governors is meant to supplement, and does not purport to supplant or modify, those statutory enactments which may govern or relate to the subject matter of this policy.

~~Board of Governors~~

~~Election Ballot~~

1. ~~Officer~~

~~[] Chairman~~

~~[] Vice Chairman~~

~~[] Secretary~~

2. ~~I vote for:~~

~~_____~~

~~_____~~

~~Signature~~

~~_____~~

~~Date~~

200.2

Adopted 07/27/84

Amended 06/14/13

Amended __/__/18

Election Procedures

I. Officers. In accordance with Section 201 of *The Code*, a chair, a vice chair, and a secretary (Board offices) shall be elected. Nominations and elections for Board offices shall be conducted pursuant to the schedule set forth in this policy, in the following order: chair, vice chair, and secretary.

II. General Provisions for Board Office Elections

A. Nominations and elections for regular full terms of Board offices shall take place during the Board's last regular meeting before July 1 in each even-numbered year. Alternatively, the Board may schedule a special meeting for the purpose of conducting nominations and election of Board officers before July 1 of an even-numbered year. Nominations and elections for partial terms shall occur only in the event of a vacancy and will be conducted consistent with Section 201 of *The Code*.

B. Only voting members of the Board may make nominations for Board offices, be nominated for Board offices, vote for Board offices, or be elected to Board offices.

C. A voting member may hold only one Board office at a time.

III. Nominations

A. Subject to the requirements of section II., of this policy, any voting member of the Board may be nominated for any office unless prohibited from serving by *The Code*. Self-nominations are permitted.

B. Any voting member of the Board may orally nominate any voting Board member for any office. No "second" to the nomination will be permitted or required. The Board member making the nomination may offer remarks in support of the nomination that do not exceed five minutes. Nominations may be declined by the nominated voting member. Once a Board member is nominated for an office, no additional nominations for the Board member with respect to that office will be received or registered.

C. Nominations shall be made in open session. Every voting member so nominated shall be a candidate for that office, unless the voting member has declined the nomination.

D. Nominees for the offices of chair, vice chair, and secretary may offer remarks in support of their candidacies. Nominees for each office who choose to offer remarks shall be recognized in alphabetical order by last name and may speak for no more than 10 minutes.

IV. Election

A. Written ballots for each office shall be distributed by the Office of the Secretary to each member of the Board who shall cast one vote from the list of candidates for that office. Voting shall be completed for each office separately and in succession, in the order of chair, vice chair, and secretary.

B. After the first and each succeeding ballot, if no candidate receives the requisite majority and when votes are received for three or more candidates, the name of the candidate receiving the smallest number of votes shall be dropped from the list of nominated members and shall cease to be a candidate.

C. All written ballots for each office shall be signed by the member casting the ballot. A committee consisting of no fewer than two chancellors appointed by the chair shall tally the ballots for each office and announce the results to the Board. The ballots shall be collected and retained by the assistant secretary of the Board of Governors for disposition under G.S. 143-318.13(b).

D. If the chair is a candidate for re-election, the vice chair shall preside over the election portion of the meeting. If the chair and the vice chair are both candidates for re-election, the chair shall designate another individual to preside over the election portion of the meeting.

V. Procedures. Except as above modified, the procedure shall be under Section 202 C(4) of *The Code* and *Robert's Rules of Order*.

VI. Other Matters

A. Effective Date. The requirements of this policy shall be effective on July 1, 2018.

B. Relation to Federal and State Laws. The foregoing policy as adopted by the Board of Governors is meant to supplement, and does not purport to supplant or modify, those statutory enactments which may govern or relate to the subject matter of this policy.

AGENDA ITEM

A-3. Section 302 B of *The Code*, Officers of Standing Committees David Powers

Situation: Section 302 of *The Code* authorizes the chair of the Board of Governors to designate a chair, vice chair, and secretary of each of the Board's standing committees.

Background: Per Section 302 of *The Code*, the chair of the Board of Governors shall designate a chair, vice chair, and secretary of each standing committee for a one-year term starting at the first meeting after July 1 of the year and continuing until their successors are appointed.

Assessment: The proposed amendment to *Code* Section 302 clarifies that members serving as the chair or vice chair of a standing committee may not serve as the chair or vice chair of another standing committee during the same term. The proposed amendment to *Code* Section 302 is reflected in the attached materials.

Action: This item requires a vote by the committee and a vote by the full Board of Governors at the next meeting.

CHAPTER III- COMMITTEES OF THE BOARD OF GOVERNORS

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SECTION 302. GENERAL PROVISIONS CONCERNING STANDING COMMITTEES.

302 B. Officers of Standing Committees.

A chair, vice chair, and secretary of each standing committee shall be designated by the chair of the Board of Governors for a one-year term starting at the first meeting after July 1 of the year and continuing until their successors are appointed. No standing committee chair or vice chair may concurrently serve as chair or vice chair of another standing committee. No person may serve more than four successive terms as chair of the same standing committee.

AGENDA ITEM

A-5. Nomination to the North Carolina Arboretum Board of Directors.....Steve Long

Situation: The North Carolina Arboretum has one partial-term vacancy on its Board of Directors for a term ending June 30, 2019.

Background: The NC Arboretum Board of Directors has 17 members, with eight appointed by the Board of Governors. Terms are for four years and a person may be reelected for successive terms with a service limit of two full terms. Western Carolina University Chancellor David Belcher resigned from this board, effective January 11, 2018, while serving in his second-term ending June 30, 2019.

Assessment: Western Carolina University Acting Chancellor Alison Morrison-Shetlar is recommended to fill this partial term.

Action: This item requires a vote by the committee and a vote by the full Board of Governors.

Alison-Morrison Shetlar

Alison-Morrison Shetlar has served as the Acting Chancellor at Western Carolina University since January 1, 2018. Morrison-Shetlar previously served as provost, vice chancellor of academic affairs and a tenured biology professor at WCU. Morrison-Shetlar arrived at Western Carolina University in 2014 from Elon University, where she had served as dean of the College of Arts and Sciences from 2010 until her appointment as WCU provost. A native of Scotland, she holds a doctorate in biomedical science from Dundee College of Technology, where she also earned her bachelor's degree in biology and chemistry. She received a management and leadership in higher education certificate from the Graduate School of Education at Harvard University.

AGENDA ITEM

A-5. Nomination to the Vidant Medical Center Board of TrusteesSteve Long

Situation: There is one vacancy on the Vidant Medical Center Board of Trustees, effective March 1, 2018.

Background: Ms. Mary Pauline Johnson, occupying seat number 7, was appointed to the Vidant Medical Center Board in March 2013. This term has been completed.

Assessment: It is recommended that Ms. Johnson be reappointed for a five-year term. This recommendation has the support of Vidant Medical Center Board of Trustees Chairwoman Shirley Carraway, Vidant Health CEO Dr. Michael Waldrum, and ECU Chancellor Cecil Staton.

Action: This item requires a vote by the committee and a vote by the full Board of Governors.

Mrs. Mary Pauline Johnson

Ms. Mary Pauline Johnson, occupying Seat Number 7 on the Vidant Medical Center Board of Trustees, was appointed to the Board in March of 2013. She is now eligible for reappointment to a five-year term. Ms. Johnson is currently serving as chairman of the Board of Quality Improvement Committee. This recommendation has the support of Vidant Medical Center Board of Trustees Chairwoman Shirley Carraway, Vidant Health CEO Dr. Michael Waldrum, and ECU Chancellor Cecil Staton.

Ms. Johnson previously served as president and CEO of the N.C. Foundation for Nursing Excellence, executive director of the North Carolina Board of Nursing, as well as worked with the North Carolina Association for Home Care. She also worked as a nurse and clinical coordinator at the North Carolina Memorial Hospital in Chapel Hill.