



MEETING OF THE BOARD OF GOVERNORS
Committee on University Governance

November 8, 2018 at 10:00 a.m.
University of North Carolina System Office
Center for School Leadership Development, Board Room
Chapel Hill, North Carolina

AGENDA

OPEN SESSION

- A-1. [Approval of the Minutes of October 5, 2018](#)..... David Powers
- A-2. [Overview of 2018-2019 Boards of Trustees Selection Process](#) David Powers
- A-3. [Policy on Waivers from University Policies, Regulations, and Guidelines](#)Andrea Poole
- A-4. [UNC-TV Board of Trustees Nominations](#)Michael Williford

CLOSED SESSION

- A-5. Approval of the Closed Session Minutes of October 5, 2018 David Powers
- A-6. Legal Affairs Report..... Tom Shanahan

OPEN SESSION

- A-7. Other Business David Powers
- A-8. Adjourn

DRAFT MINUTES

October 5, 2018
University of North Carolina System Office
C.D. Spangler Center, Conference Room C
Chapel Hill, North Carolina

This phone meeting of the Committee on University Governance was presided over by Chair David Powers. The following committee members, constituting a quorum, joined by phone: Pearl Burris-Floyd, C. Philip Byers, J. Alex Mitchell, Randy Ramsey, William Webb, and Michael Williford.

Chancellors participating were Robin Cummings and Frank Gilliam.

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)

The chair called the meeting to order at 12:00 p.m., on Friday, October 5, 2018, and called for a motion to approve the open session minutes of July 26, 2018, and September 12, 2018.

MOTION: Resolved, that the Committee on University Governance approve the open session minutes of July 26 and September 12, 2018, as distributed.

Motion: J. Alex Mitchell
Motion carried

2. 2017-2018 Committee Annual Report (Item A-2)

The chair called on Ms. Poole to review the committee's work from the 2017-2018 fiscal year. Ms. Poole briefly discussed the background of the report and summarized the committee's work.

MOTION: Resolved, that the Committee on University Governance approve the 2017-2018 Committee Annual Report for submission to the full Board of Governors.

Motion: William Webb
Motion carried

3. UNC Health Care System Board of Directors Nominations (Item A-3)

The chair called on Mr. Williford to provide background information to the committee on the nominations as well as the roles, responsibilities, and duties of the UNC Health Care System Boards of Directors.

MOTION: Resolved, that the Committee on University Governance approve Item A-3 and recommend it to the full Board of Governors for a vote.

Motion: Michael Williford

Motion carried

4. UNC-TV Board of Trustees Nominations (Item A-4)

The chair called on Mr. Williford to provide background information to the committee on the nominations as well as the roles, responsibilities, and duties of the UNC-TV Board of Trustees.

MOTION: Resolved, that the Committee on University Governance approve Item A-4 and recommend it to the full Board of Governors for a vote.

Motion: Michael Williford

Motion carried

5. State Advisory Council on Indian Education Nomination (Item A-5)

The chair provided background information to the committee on the nomination as well as the roles, responsibilities, and duties of the State Advisory Council on Indian Education. The chair called on Chancellor Cummings to provide the committee with any additional information on the nomination.

MOTION: Resolved, that the Committee on University Governance approve Item A-5 and recommend it to the full Board of Governors for a vote.

Motion: Pearl Burris-Floyd

Motion carried

6. Duties and Authorities of Boards of Trustees (Item A-6)

The chair gave an overview of the survey results regarding the duties and authorities of the boards of trustees that specifically fall under the jurisdiction of the Committee on University Governance. Discussion by the committee followed, and any specific policy changes will be addressed in November.

7. Discussion on Trustee Orientations (Item A-7)

The chair called on Ms. Poole to review current and past trustee orientation processes. Discussion by the committee followed on ways to improve the current system as the Board moves ahead into this year's trustee selection process.

8. Resolution on Security Clearance (Item A-8)

The chair called on Ms. Poole to review the resolution required annually to maintain a Facility Security Clearance in the performance of classified contracts. Discussion by the committee followed, and Mr. Ramsey asked that the resolution be amended to remove Chair Smith from the exempt list.

MOTION: Resolved, that the Committee on University Governance approve Item A-8, with the suggested amendment, and recommend it to the full Board of Governors for a vote through the consent agenda.

Motion: William Webb

Motion carried

9. Closed Session

Mr. Webb moved that the committee go 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. This is pursuant to G.S. 143-318.11(a)(1) and (3).

Motion: William Webb

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.

10. Other Business (Item A-8)

The chair opened the floor to the committee on any other business they would like to discuss.

There being no further business, the meeting adjourned at 1:26 p.m.

William A. Webb, Secretary

AGENDA ITEM

A-2. Overview of 2018-2019 Boards of Trustees Selection ProcessDavid Powers

- Situation:** Every two years, one-half of the UNC Board of Governors-elected board of trustee positions require either new elections or reelection.
- Background:** The Committee on University Governance, working with the campuses and the members of the Board of Governors, identifies candidates, reviews candidates, and makes recommendations to the full Board of Governors for elections or reelections.
- Assessment:** A proposed calendar for the 2018-2019 Boards of Trustees Selection Process is attached.
- Action:** This item is for discussion only.

2018 – 2019 BOARDS OF TRUSTEES SELECTION PROCESS

CALENDAR OF EVENTS

September 2018	<ul style="list-style-type: none">• Discuss priorities and trustee nomination and election process with the committee
September - December 2018	<ul style="list-style-type: none">• Committee members communicate with their assigned chancellors and board of trustee chairs about individual board of trustee needs• President and chancellors identify any key skills gaps on boards of trustees, and forward recommendations to liaison• Committee members solicit recommendations for nominations
December 2018	<ul style="list-style-type: none">• Committee members receive recommendations for their assigned campuses. Responses (on the attached form) are due no later than January 24, 2019
January 2019	<ul style="list-style-type: none">• Committee confers formally about trustee recommendations for the first time• Recommended nominees begin ethics compliance process
February/ March 2019	<ul style="list-style-type: none">• Committee continues conferring about trustee recommendations
May 2019	<ul style="list-style-type: none">• Committee to present finalized recommendations for new trustees to the Board of Governors
Summer/Fall 2019	<ul style="list-style-type: none">• New Trustee orientation

**University of North Carolina System
Board of Governors
Trustee Nomination Form**

Name of Institution: _____

Name of Governing/Advisory Board: _____

Legal Name of the Nominee: _____

Contact Information: _____

Street _____

City _____

State and Zip Code _____

Email _____

Term Beginning Date: _____ Term Ending Date: _____

Nominee is aware of:

UNC Policy Manual, Sections 400 to 403 of The Code, "Board of Trustees"	Yes	No
Board of Trustee Responsibilities (see below)	Yes	No
Attendance Requirements	Yes	No
Time Requirements	Yes	No
Conduct Requirements – UNC Policy 200.1	Yes	No
State Ethics Commission Requirements	Yes	No
Submission of the Statement of Economic Interest (SEI)		
http://www.ethicscommission.nc.gov/sei/blankForm.aspx		
Ethics Training Conducted by the State Ethics Commission		
http://www.ethicscommission.nc.gov/education/eduOnlineInst.aspx		

Biography (one-paragraph in length) is attached: Yes No

Please include a summary of the university's or the institution's activities that the nominee has been involved with to date.

Liaison has discussed candidate with Chancellor /Institution Director: _____
Liaison Initials

I acknowledge this submission (initial): _____ *Chancellor / Director*
I acknowledge this submission (initial): _____ *Chair of the Board of Trustees*

Board of Trustee Responsibilities

- Advocate, as appropriate, for campus policy views
- Be engaged in the University's activities
- Contribute constructively at meetings and during times of crisis
- Provide development contributions of time, effort, and resources, as appropriate
- Serve as an ambassador for the institution
- Be a willing resource when appropriate
- Use good judgment and be a good communicator

Please forward to:

Secretary of the University
University of North Carolina System
Post Office Box 2688
Chapel Hill, NC 27515-2688
arpoole@northcarolina.edu

AGENDA ITEM

A-3. Policy on Waivers from University Policies, Regulations, and GuidelinesAndrea Poole

Situation: The proposed policy would permit constituent institutions to seek waiver from University policies, regulations, and guidelines.

Background: In November 2017, the committee began a discussion on the duties and authorities of the boards of trustees. The discussion continued through May 2018, when each board of trustees responded to a survey regarding which duties and authorities might be more appropriately exercised by the boards of trustees.

The survey results collected from the boards of trustees indicated by constituent institutions may benefit from the ability to petition for waiver from requirements of University policies, regulations, and guidelines.

Assessment: The proposed policy provides constituent institutions the ability to request whole or partial waiver from requirements of the UNC Policy Manual. The policy creates a process for constituent institutions to submit waiver requests, and for the president and Board to review and act upon the requests. The policy also recognizes that constituent institution waiver requests may indicate that existing policy manual requirements are ripe for reevaluation.

Action: This item is for discussion only.

Policy on Waivers from University Policies, Regulations, and Guidelines

I. Purpose. The Board of Governors adopts this policy to permit constituent institutions to petition for waiver from the requirements of University policies, regulations, and guidelines. Based upon a demonstration of sufficient institutional capacity and the establishment by the UNC System Office of appropriate compliance and monitoring measures, constituent institutions may seek waivers in whole or in part of policies, regulations, and guidelines within the UNC Policy Manual.

II. Submission of Constituent Institution Waiver Request. The chancellor of a constituent institution may, after consulting the board of trustees, submit to the president a request for waiver from the requirements of a University policy, regulation, or guideline. Requests may seek waiver from a policy, regulation, or guideline in its entirety, or may seek limited waiver from specific requirement(s) within the policy, regulation, or guideline.

The president shall specify the format for and content of waiver requests consistent with this policy. Each request shall include, at a minimum, the following:

- A. An explanation of the need for the desired waiver;
- B. An explanation of the constituent institution's ability to otherwise achieve the purpose served by the policy, regulation, or guideline requirement being waived;
- C. A description of the constituent institution's capacity in relation to the subject matter covered by the policy;
- D. A proposed monitoring and reporting framework that can provide information to the president, the board of trustees, and the Board of Governors concerning the constituent institution's performance and effectiveness in relation to the subject matter and requirements of the waived requirement; and
- E. A declaration that the constituent institution's chancellor and board of trustees support the waiver request.

III. Evaluation by the President. The president shall receive and evaluate waiver requests submitted by constituent institutions. In evaluating requests, the president may choose to consult constituent institution and UNC System Office staff, request additional information to support the request, and recommend amendment of the requested waiver, including the institution's proposed monitoring framework.

The president may approve constituent institution requests for waiver from the requirements of University regulations and guidelines. The president shall refer requested waivers from University policy requirements to the Board committee of appropriate jurisdiction along with the president's recommendation concerning the disposition of the requested waiver. The president shall have an appropriate method for tracking requests and monitoring waivers.

IV. Board of Governors Review. Waiver requests referred to the Board by the president shall be considered by the standing committee with jurisdiction over the policy subject matter. Informed by the president's recommendation, the committee shall evaluate the waiver request and make a recommendation to the full Board for the request's acceptance or rejection. The full Board may then take action to accept or reject the waiver request in accordance with the Board's existing procedures for adoption or amendment of policies (Section 100.2.II.A., of the UNC Policy Manual).

V. Review of Requirements Subject to Multiple Waivers. Requests by constituent institutions for waiver from the requirements of University policies, regulations, or guidelines may indicate that existing requirements could be more effective or less burdensome in meeting their intended objective. In the event that multiple constituent institutions request waiver of the same policy, regulation, or guideline, the president shall evaluate the existing requirement(s) subject to multiple waiver requests and consider whether the requirement(s) should be amended or rescinded. If the president concludes that an existing policy should be amended or rescinded, the president shall formulate a proposal for improving the policy and refer the proposal to the Board committee with jurisdiction over the policy subject matter.

VI. Other Matters

A. Effective Date. The requirements of this policy shall be effective on the date of its adoption by the Board of Governors.

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.

C. Regulations and Guidelines. This policy shall be implemented and applied in accordance with such regulations and guidelines as may be adopted from time to time by the president.

AGENDA ITEM

A-4. UNC-TV Boards of Trustees Nominations Michael Williford

Situation:	UNC-TV Board of Trustees has two appointments on its Board of Trustees whose terms ended on June 30, 2018.
Background:	UNC-TV's Board of Trustees serves in a direct advisory capacity, assuring that public involvement and perspectives will have further influence on UNC-TV operations. The Board of Governors appoints 11 trustees, the governor appoints four, and the president <i>pro tempore</i> of the North Carolina Senate and speaker of the North Carolina House of Representatives each appoint one. Five serve <i>ex officio</i> : the president of the University of North Carolina System, the president of community colleges, the superintendent of public instruction, the secretary of health and human services, and the secretary of cultural resources.
Assessment:	Richard Craven and Bill West are recommended for reappointment with terms expiring June 30, 2022.
Action:	This item requires a vote by the committee and a vote by the full Board of Governors.

Richard Thomas Craven

Mr. Craven is a managing partner of Murray & Craven, LLP, a private practice firm in Fayetteville that was established in 1981 with a focus on insurance defense litigation. Mr. Craven is authorized to practice in the U.S. Supreme Court, the U.S. Court of Appeals for the Fourth Circuit, and in the Eastern District of North Carolina. A former Assistant District Attorney of Cumberland County, he is a member of numerous legal associations, including the Cumberland County Bar Association, NC State Bar, and NC Bar Association. He is also a former member of the NC Academy of Trial Lawyers. Mr. Craven has also been the president of both the Cumberland County Young Lawyers Association and the Cumberland County Bar Association. He earned a Bachelor of Arts in Political Science from the University of North Carolina at Chapel Hill and a Juris Doctorate from the Cumberland School of Law, Samford University in Birmingham, Alabama. He has also been involved in the community as president of the Exchange Club of Greater Fayetteville and as a member of the Methodist College Board of Visitors, the Cumberland County Mental Health Board, and the YMCA Board of Directors.

Bill West

Mr. West is the senior vice president and area manager for BB&T Insurance Services, a position he has held since 1992. In his current role, he has assisted with several acquisitions of property and casualty agencies. He has also developed a new area of employee benefits, which then led to the development of a self-funded administrative unit. Mr. West is a notable speaker for the National Insurance Convention, National Faculty of Certified Insurance Counselors, and the NC Department of Insurance, where he also serves as their continuing education instructor. His professional memberships include the following: chairman of the board for Medcost Benefit Services, LLC (TPA), board member of W.E. Stanley Insurance and NC and National Associations of Health and Life Underwriters. He has also participated as a board member of Professional Insurance Agents, Certified Insurance Counselors, and Independent Insurance Agents Association. His current civic and community involvement includes membership with the Pope Special Activity Committee; lifetime membership with the National Air Force Association; service as Vice President and Finance Chairman for the Cumberland County Auditorium Commission and on the Methodist College Board of Trustees; membership on the Fort Bragg Special Activities Committee; and service to the Fayetteville area metro Junior Golf Association as a founding member.