

COMMITTEE ON UNIVERSITY GOVERNANCE

Thursday, November 10, 2011

Draft Minutes

The Committee on University Governance met Thursday, November 10, 2011, at 3:30 p.m. in Conference Room C of the Spangler Center.

Committee members present included Chairman Daughtride, Mr. Grainger, Mr. Harrelson, Mr. Powers, and Dr. Roseman. Chancellor Ballard was in attendance. President Ross, Vice President and General Counsel Fjeld, and Secretary Corgnati attended as staff.

Approval of Minutes

Upon motion of Dr. Roseman, and seconded by Mr. Grainger, the committee voted to approve the minutes of the October 6, 2011, meeting of the committee.

2010-2011 Annual Report

Upon motion of Dr. Roseman, and seconded by Mr. Grainger, the committee voted to approve its 2010-2011 Annual Report, presented as Appendix A.

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, 2013, on the University of North Carolina at Charlotte Board of Trustees. Action was deferred.

There is a partial term ending June 30, 2013, on the North Carolina School of Science and Mathematics Board of Trustees, representing Congressional District 3. Action was deferred.

There is a partial term ending June 30, 2013, on the North Carolina School of Science and Mathematics Board of Trustees, representing Congressional District 11. This vacancy will be announced.

There is a partial term ending June 30, 2012, on the State Advisory Council on Indian Education. This vacancy results from the resignation of Dr. Zoe W. Locklear of Pembroke. This vacancy will be announced.

Committee on University Governance
November 10, 2011
Minutes

There are three terms ending February 28, 2017, on the Pitt County Memorial Hospital Board of Trustees. Thomasine S. Kennedy of Chinquapin, A. Ray Rogers of Greenville, and Jeffrey B. Turner of Pink Hill are the incumbents and all are eligible for reappointment. These vacancies will be announced

UNC Health Care System Board of Directors

The Committee received notice from President Ross appointing William G. Lapsley of Hendersonville and Roger L. Perry of Chapel Hill to serve as members of the UNC Health Care System Board of Directors. Upon motion by Dr. Roseman and seconded by Mr. Powers, the committee voted to recommend the ratification of the president's appointments to the Board of Governors. Their short biographies are presented as Appendix B.

Other Business

Chairman Daughtridge reminded the committee of the need for volunteers to represent the University at the upcoming winter commencements.

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

ANNUAL REPORT for 2010-2011

COMMITTEE ON UNIVERSITY GOVERNANCE

The Committee on University Governance is responsible for reviewing and making recommendations with respect to proposed changes in *The Code* and the Delegations of Duty and Authority, for nominating individuals for election to the seventeen institutional boards of trustees and other University related boards, and for appellate review of certain campus actions and decisions. This report summarizes the work of the Committee from November 2010 through October 2011.

The list below shows the membership of the committee at the beginning of this period.

November 2010

R. Steve Bowden, Chairman
Clarice Cato Goodyear, Vice Chairman
Dudley E. Flood, Secretary
Peaches G. Blank
Peter D. Hans
Adelaide D. Key
Franklin E. McCain
J. Bradley Wilson, *Emeritus*
Chancellor John F. Mauceri, *Ex Officio*

Effective August 11, 2011, the committee is now composed of the following members:

Bill Daughtridge, Jr., Chairman
Franklin E. McCain, Vice Chairman
Irvin A. Roseman, Secretary
H. Frank Grainger
Thomas J. Harrelson
William Edwin McMahan
David M. Powers
Chancellor John F. Mauceri, *Ex Officio*

Appointments to Institutional Boards of Trustees

During 2010-2011, the committee considered a number of nominations for election to the boards of trustees at the seventeen constituent campuses.

Pursuant to the committee's recommendation, the Board of Governors made the following appointments:

Institution	Trustee	Term Ending
NCSSM	Marjorie Benbow	6/30/2011
NCSSM	Michael Dougherty	6/30/2013
UNCA	Ronald A. Paulus	6/30/2013
UNCA	Cissie Stevens	6/30/2013

Pursuant to the Committee's recommendation, with terms ending June 30, 2015, the Board of Governors made the following regular biennial appointments in 2011:

APPALACHIAN STATE UNIVERSITY

H. Martin Lancaster
Michael A. Steinback
G. A. Sywassink
Brenda White Wright

EAST CAROLINA UNIVERSITY

Robert G. Brinkley
Deborah W. Davis
Carol M. Mabe
Kieran Joseph Shanahan

ELIZABETH CITY STATE UNIVERSITY

Timothy Ray Bellamy
Norma M. James
Abdul SM Rasheed
Julius Walker, Jr.

FAYETTEVILLE STATE UNIVERSITY

Edward E. Dickerson IV

John R. Griffin, Jr.

Vedas Neal

Donald L. Porter

NORTH CAROLINA A&T STATE UNIVERSITY

Spence H. Broadhurst

Pamela M. Buncum

Karen J. Collins

Patricia Miller Zollar

NORTH CAROLINA CENTRAL UNIVERSITY

John A. Barbee

George R. Hamilton

Dwight D. Perry

Avon L. Ruffin

NORTH CAROLINA STATE UNIVERSITY

Philip G. Freelon

Barbara H. Mulkey

John P. Sall

Susan P. Ward

UNIVERSITY OF NORTH CAROLINA AT ASHEVILLE

Sue McClinton

Audrey Byrd Mosley

N. King Prather

Virgil Lamar Smith

UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL

W. Lowry Caudill

Phillip L. Clay

J. Alston Gardner

Sallie Shuping Russell

UNIVERSITY OF NORTH CAROLINA AT CHARLOTTE

Robert F. Hull, Jr.

Dhiaa M. Jamil

Joe L. Price

Laura A. Schulte

UNIVERSITY OF NORTH CAROLINA AT GREENSBORO

Charles K. Blackmon

Susan M. Safran

Harriet Jean Twiggs Smalls

Martin P. Weissburg

UNIVERSITY OF NORTH CAROLINA AT PEMBROKE

Kellie Hunt Blue

Robert E. Caton

Dwight Pearson

Paul Willoughby

UNIVERSITY OF NORTH CAROLINA AT WILMINGTON

Wilma W. Daniels

Carlton Fisher

Wendy F. Murphy

H. David Swain

NORTH CAROLINA SCHOOL OF THE ARTS

Lee A. Chaden

Claire C. Christopher

Don Flow

Barbara Lyons Goodmon

WESTERN CAROLINA UNIVERSITY

Carolyn Lloyd Coward

Patricia Blanton Kaemmerling

Wardell C. Townsend, Jr.

Teresa Williams

WINSTON-SALEM STATE UNIVERSITY

Marin B. Davis
Susan Henderson
Keith W. Vaughn
Chuck Wallington

NORTH CAROLINA SCHOOL OF SCIENCE AND MATHEMATICS

Lavonia I. Allison
Brian D. Bailey
Marjorie Benbow
Shirley T. Frye
Sallie D. Johnson
Henry D. Kuo
D. Carr Thompson
Thomas J. Williams

Appointments to Other Boards

Pursuant to the committee's recommendations for affiliated entities to the University, the Board of Governors made the following appointments or confirmations:

Institution	Name of Board	Member	Term Ending
NCA	Board of Directors	David O. Belcher	6/30/2015
NCA	Board of Directors	John F.A.V. Cecil	6/30/2015
NCA	Board of Directors	Dumont Clark IV	6/30/2015
NCA	Board of Directors	Perry Howard	6/30/2103
NCA	Board of Directors	Lynne Scott Safrit	6/30/2015
PCMH	Board of Trustees	Janice H. Faulkner	2/29/2016
PCMH	Board of Trustees	David H. Womack	2/29/2016
UNC Press	Board of Governors	Nina S. Allen	6/30/2016
UNC Press	Board of Governors	Gillian Cell	6/30/2016
UNC Press	Board of Governors	Linda Hanley-Bowdoin	6/30/2016
UNC CPTV	Board of Trustees	Sabrina DeFonce Bengel	6/30/2014
	UNC Umstead Review Panel	Ray S. Farris	6/30/2014
	UNC Umstead Review Panel	H. D. Reaves, Jr.	6/30/2014

2011 Trustee Selection Process

In October 2010, the Committee formally began the 2011 trustee selection process when correspondence was sent to each chancellor and each chairman of the institutional boards of trustees seeking nominations for trustees with terms beginning July 1, 2011.

Campus Liaison Assignments / Responsibilities

The Committee continued its focus on defining campus liaison responsibilities and the importance of using the trustee nomination form in the trustee selection process. The committee underscored the requirement that the form is to be officially signed by the chancellor/board chairman. The form can also be used for others who wish to make a nomination.

Appeals

In October 2011, the Committee received background information regarding the appeal of a student at North Carolina State University. The Board of Governors approved the Committee's recommendation that the appeal be remanded to the NCSU Board of Trustees with instructions that the Board of Trustees remand the matter to the Vice Chancellor for Student Affairs.

Also in October the Committee received background information regarding the appeal of a student at the University of North Carolina at Greensboro. The Board of Governors approved the Committee's recommendation that the campus decision of expulsion be affirmed.

Litigation Requests / Settlements

In February 2011, the Committee considered the request from East Carolina University to initiate litigation in the name of the University of North Carolina, on behalf of ECU against HealthyPirates.com. Under its authority delegated in 1998, the Committee approved the request to file a Lanham Act complaint in federal court to enjoin HealthyPirates.com's unauthorized use of the mark, as recommended by counsel.

In June 2011, the Committee considered the request from NC State University to settle litigation in the name of the University of North Carolina, on behalf of NC State against Olverd. Under its authority delegated in 1998, the Committee approved the request and authorized the campus to settle the litigation for an amount not to exceed \$400,000, as recommended by counsel.

Also in June, the Committee considered the request from the University of North Carolina at Chapel Hill to take legal action in state or federal court so as to establish its ownership of certain inventions. Under its authority delegated in 1998, the Committee authorized the University of North Carolina at Chapel Hill to participate in or initiate litigation in order to secure its intellectual property rights, if any, after engaging in such due diligence, investigation, and evaluation of its intellectual property rights in certain computer technology.

In October 2011, the Committee considered the request from the University of North Carolina at Chapel Hill to approve the proposed settlement of caveat proceedings brought by heirs in the estate of John Christopher Wieters III. Under its authority delegated in 1998, the Committee authorized the University of North Carolina at Chapel Hill to settle.

Department of Defense Classified Research

The accreditation process for the University of North Carolina at Charlotte Closed Facility to meet the requirements of the National Industrial Security Program Operations Manual under which the campus will be conducting research involving Department of Defense classified information requires the Board of Governors to pass a resolution naming those members of the Board who will not have access to the information and therefore not be required to have personal security clearances. The Board of Governors approved the required resolution in August 2011.

UNC Health Care System

In October 2011, the Committee received President Ross' reappointment of D. Jordan Whichard III of Greenville to serve as a member of the UNC Health Care System Board of Directors. The Board of Governors approved the Committee's recommendation to ratify this reappointment.

Athletics Update

Periodically throughout the period of this annual report, the Committee received updates from Chancellor Holden Thorp and his staff on the UNC-Chapel Hill athletics program, from Chancellor Harold Martin and his staff on the North Carolina A&T State University athletics program, and from Chancellor Steve Ballard on the East Carolina University athletics program.

Task Force on Athletics and Academics

In August 2011, Chairman Daughtridge welcomed President Ross who gave an overview of the origin of the UNC Task Force on Athletics and Academics. Chancellor Ballard, Chairman of the Task Force, then discussed the Report on the Task Force in detail. He and members of the Task Force were available to respond to questions.

For the Committee on University Governance:

Bill Daughtridge, Jr., Chairman

PROSPECTIVE UNC HEALTH CARE SYSTEM BOARD MEMBERS
November 2, 2011

William G. Lapsley, PE

Bill Lapsley has been president and principal engineer for his firm, William G. Lapsley & Associates, PA, for the past 26 years and has 41 years experience in civil engineering projects. He is a graduate of the University of Wyoming in 1970.

His professional activities include the American Society of Civil Engineers and the N.C. Section of the American Water Works Association.

His local civic activities have included the Henderson County Chamber of Commerce (Past Board member & Chairman), Hendersonville Rotary Club (Past Board member & President), Henderson County Board of Social Services (Past Board member & Chairman), Four Seasons Hospice & Palliative Care (Past Board Member & Chairman), and the Henderson County Partnership for Economic Development (Past Board member & Chairman).

Bill was appointed by the Henderson County Board of Commissioners to the Board of Trustees of the Henderson County Hospital Corporation (dba Margaret R. Pardee Hospital) in November, 2006. He has recently completed a two-year commitment as Pardee's Board Chairman and was directly involved in the management agreement negotiations between Pardee & UNC Healthcare earlier this year.

Bill and his wife Joan have resided in Hendersonville for 37 years.

Roger Perry

Roger is President of East West Partners Management Company, Inc. and oversees and manages the day-to-day operations of the company, headquartered in Chapel Hill, North Carolina. He began his development career in 1972 when he joined the Sea Pines Company at River Hills Plantation near Charlotte. Four years later he joined the sales force at the Brandermill community near Richmond, Virginia. He later became senior vice president of sales and marketing. In 1983 Roger returned to North Carolina to develop Woodcroft, an 800-acre community located in Durham near Research Triangle Park. Since 1983 East West Partners has developed more residential real estate than any other company in North Carolina. In addition to Woodcroft, East West Partners has developed well known communities including East 54 and Meadowmont in Chapel Hill, Falls River in Raleigh, Davis Lake in Charlotte, Adams Farm in Greensboro, Cary Park in Cary and Downing Creek also in Chapel Hill. Roger is a graduate of the University of North Carolina at Chapel Hill and The Executive Program at UNC Kenan-Flagler Business School.

In 2002, Roger was appointed to the University's Board of Trustees where he served as Chair from 2007–2009. As Chair of the Buildings and Grounds Committee, he played an important role in the allocation of approximately \$2 billion in new construction for the University and in securing approval of the master plan of a new 250-acre research and mixed-use academic campus Carolina North.