

**Item 10:      Annual Report of the Committee on University Governance**

**Situation:**      An annual report on the activities of the Committee **on University Governance** is presented to the Board of Governors.

**Background:**      Under the UNC Policy Manual, the Code Chapter III, Section 302E, “Each standing committee shall make a written report to the Board of Governors at least annually, reviewing the work of the committee during the preceding year.”

**Assessment:**      The Annual Report on the activities of the Committee **on University Governance** for fiscal year 2013-2014 is presented.

**Action:**      This item is for information only

**ANNUAL REPORT FOR 2013-2014**  
**COMMITTEE ON UNIVERSITY GOVERNANCE**

The Committee on University Governance is responsible for reviewing and making recommendations with respect to proposed changes to *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 July 2013 through June 2014.

The list below shows the membership of the committee for this period:

David Powers, Chairman  
Leroy Lail, Vice Chairman  
Tommy Harrelson, Secretary  
Frank Grainger  
Ann Maxwell  
Ed McMahan  
Joan Perry  
Bob Rippy  
Chancellor James Anderson  
Chancellor Charles Becton  
Chancellor Kyle Carter

Appointments to Institutional Boards of Trustees

During 2013-2014, 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 Governors made the following appointments:

<b>Institution</b>	<b>Trustee</b>	<b>Term Ending</b>
ASU	Carole P. Wilson	6/30/2017
UNCG	Brad Hayes	6/30/2015
UNCSA	Greer Cawood	6/30/2015
UNCW	Yvonne (Gidget) Kidd	6/30/2015
WSSU	Pradeep Sharma	6/30/2017

### 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:

Name of Board	Member	Term Ending
State Advisory Council on Indian Education	Heather Dial Sellers	6/30/2016
Vidant Medical Center Board of Trustees	Carlester T. Crumpler	2/28/2017
Vidant Medical Center Board of Trustees	William P. Hodges	2/28/2017
Vidant Medical Center Board of Trustees	Peter Jacobson	2/28/15
Umstead Review Panel	Robert Warwick	6/30/2018
Umstead Review Panel	Ray S. Farris	6/30/2018
Umstead Review Panel	H.D. (Cobby) Reaves	6/30/2018
UNC Press Board of Governors	Vincas Steponaitis	6/30/2019
UNC Press Board of Governors	James Johnson	6/30/2019
UNC TV Board of Trustees	Caroline Foy Welch	6/30/2018
UNC TV Board of Trustees	Sabrina DeFonce Bengel	6/30/2018
UNC TV Board of Trustees	Laura C. Bingham	6/30/2018
UNC TV Board of Trustees	Eric M. Teal	6/30/2018

### Campus Liaison Assignments/Responsibilities

The Committee had a discussion on defining campus liaison responsibilities and updated the campus liaison assignments. Ms. PJ Teal, Secretary of the University at NC State University, met with the Committee and provided a campus perspective on how the campus liaisons can work most effectively with the Boards of Trustees. She distributed a list of the Campus Liaison Responsibilities, for the Committee to consider using to set expectations for both the Committee Liaisons and the Boards of Trustees.

Additionally, the Staff Assembly Chair suggested that the campus liaisons might enjoy the opportunity to attend employee appreciation event on their assigned

campuses, and a schedule of campus Employee Appreciation events was distributed.

Review of *The Code*, UNC Policy Manual (Policies, Regulations and Guidelines)

Throughout the year, the Committee held ongoing discussion in areas of the UNC Policy Manual that need to be updated, amended or reviewed.

The Committee discussed several revisions to policies governing political activities of employees and office holding by employees including UNC Policies 300.5.1, 300.5.2, 300.5.3, 300.5.4 and 300.5.5 and related issues such as conflict of interest policies. Following discussion at the November and January Board of Governors meetings, the Governance Committee determined that it would propose revisions to policies governing political activity and office holding in order to provide additional clarity, bring policies up to date, and eliminate confusion caused by an accumulation of policies in the policy manual. The committee recommended revisions to policies 300.5.1 and 300.5.2 to consolidate the policies and the Board approved the change.

Per *The Code*, the Committee considered a change to Section 202.A, Meeting Schedule, proposed by Board Chairman Hans. A proposed new meeting schedule for the Board of Governors would shift from the current set-month schedule to an every-six-week schedule. The Committee recommended and the Board approved the change.

Chairman Hans also requested that the Committee consider the possibility of changes to Section 1.D, Appendix 1 related to Chancellor Section. The current section on Chancellor Selection requires the campus BOT to forward at least two names to the President; the better practice is to require that the BOT forward no less than three names. The Committee recommended and the Board approved the change.

At its June 14, 2013, meeting the Board of Governors asked the President to review the student organization recognition policies of the constituent institutions, with a particular focus on the importance of protecting the freedoms of expression, inquiry, and association, consistent with the First Amendment, and the need to maintain an educational environment free of discrimination on bases prohibited by

applicable law and policy. The President reported to the Board of Governors at its February meeting that the campuses have policies that permit student organizations to condition membership or participation on the commitment of members to a set of beliefs. Acting on the sentiment that the Board of Governors should reinforce the University's commitment to First Amendment principles by adopting its own such policy for system-wide application, the Governance Committee voted to adopt a new policy related to recognition of student organizations, 700.9.1, *Recognition of Student Organizations*. The Board approved the new policy.

#### Board of Trustees Workshop

UNC General Administration held a Board of Trustees on Wednesday, November 6, 2013 at the NC State Campus at the Hunt Library. The objective of the workshop was for all the trustees to understand the role of the Boards and the University structure – the awareness of advocacy vs. trustee – and the expectations of each trustee. The Committee developed a proposed agenda and recommended panelists/speakers for the workshop. A system-wide workshop had not been conducted since 2007.

A need identified from the Trustees Workshop was the development of a template for trustee orientation. Carla Davis-Castro, a summer intern in the Office of the Secretary, was brought in to work on this project, and provided briefings to the Committee. With the support of the Governance Committee, President Ross and the Secretary's office will be working with the Chancellors to implement this template in readiness for the new class of Trustees that will begin in 2015.

#### Recommendation of BoardVantage

The committee received a demonstration of BoardVantage, an online portal. Ms. Dawn Long, Staff in the Office of the Secretary, demonstrated the functionality of BoardVantage. Ms. Lemmon explained the process by which the Board notebooks have been produced. The Board is seriously considering implementing the portal to replace the paper version of the Board notebooks. The cost associated with implementing the technology was discussed. Many of the Committee members were in favor of implementing the technology, and recommended a discussion among the full Board.

Litigation Requests/Settlements

The Committee considered a range of requests to initiate or settle litigation and heard updates on pending disputes from its counsel.

Department of Defense Classified Research

The Committee passed a Resolution on Clearance Requirements, which is an annual requirement related to Department of Defense contracts. Department of Defense regulations permit the exclusion from the personnel clearance requirements of certain members of the Board of Governors and other officers, provided that this action is recorded in the corporate minutes. This item was included in the Consent Agenda.