

## COMMITTEE ON UNIVERSITY GOVERNANCE

UNC School of the Arts  
School of Music Complex

### Minutes for September 17, 2015

Attendees: Presided by Chair MacNeill. Other members present: Mr. Byers, Mr. Hinton, Ms. Maxwell, Mr. Parrish, Mr. Rippy, Mr. Webb, Chancellor Belcher, Chancellor Robinson, and staff to the Committee: Ms. Lemmon, Mr. Shanahan. Absent: Chancellor Saunders-White. Other members of the Board of Governors also attended portions of the meeting.

1. Approval of the Minutes of August 6, 2015 .....Joan MacNeill  
The minutes of the Thursday May 21, 2015 meeting of the committee were reviewed and approved.
2. Review and Discussion of Risk Management/Compliance Project Policies: .....Tom Shanahan and Lynne Sanders  
Proposed revisions to *The Code* and the UNC Policy Manual
  - a. Jurisdiction of Standing Committee on Audit, Risk Management and Compliance (CARMC) (Section 301G of *The Code*)
  - b. University Risk Management and Compliance Policy (UNC Policy Manual Section 1300.7)
  - c.  
The Audit Committee joined the Governance committee for an update on the work being done to establish a UNC-system level Enterprise Risk Management and Compliance program. Following this discussion, the Governance Committee voted to recommend for review by the full Board, proposed revisions to *The Code* and the UNC Policy Manual for Jurisdiction of Standing Committee on Audit, Risk Management and Compliance (CARMC) (Section 301G of *The Code*) and University Risk Management and Compliance Policy (UNC Policy Manual Section 1300.7).

After a proper motion and second, the Committee moved into closed session.

#### Closed Session

3. Approval of the Closed Session Minutes of August 6, 2015 .....Joan MacNeill
4. Legal Update .....Tom Shanahan

#### Open Session

5. Legal Update .....Tom Shanahan

There was no legal update in Open Session

6. Other Business .....Joan MacNeill

a. Campus Liaisons

A revised list of Committee campus liaison assignments were reviewed. The committee will be looking for assistance from the BOG membership in designating “assistant” liaisons. Ms. Maxwell will identify buddies.

b. Technical Review of policy Manual

The Committee heard a report from James Whalen, a presidential intern, who is conducting a review for technical corrections to the *Code* and Policy Manual.

Mr. Kotis raised to the Committee the value of a Board retreat. Mr. Hinton began a discussion on the process for nominating and electing officers of the Board.

There being no further discussion, the Committee was properly adjourned.

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**Joan G. MacNeill, Chairman**  
**Committee on University Governance**

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**Doyle Parrish, Secretary**  
**Committee on University Governance**