



MEETING OF THE BOARD OF GOVERNORS  
Committee on University Governance

July 21, 2021 at 2:15 p.m.  
Via Videoconference and PBS North Carolina Live Stream  
University of North Carolina System Office  
Center for School Leadership Development, Room 128  
Chapel Hill, North Carolina

## AGENDA

### OPEN SESSION

- A-1. Approval of the Open Session Minutes of May 26, 2021 ..... David Powers
- A-2. NC Teaching Fellows Commission Appointments..... David Powers
- A-3. PBS North Carolina Board of Trustees Appointment..... David Powers
- A-4. Delegations of Authority..... Andrew Tripp
- A-5. Proposed Amendments to Section 301 of *The Code* ..... Andrew Tripp

### CLOSED SESSION

- A-6. Approval of the Closed Session Minutes of May 26, 2021 ..... David Powers
- A-7. Legal Affairs Report..... Andrew Tripp

### OPEN SESSION

- A-8. Adjourn

## Closed Session Motion

### Motion to 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.
- Consult with our attorney to protect attorney-client privilege; and

To consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action for the following cases:

- *Kadel et al. v. Folwell, et al.*
- *Staton v. East Carolina University*

**Pursuant to:** G.S. 143-318.11(a)(1) and (3).

**DRAFT OPEN MINUTES**

May 26, 2021

Via Videoconference and PBS North Carolina Live Stream  
University of North Carolina System Office  
Center for School Leadership Development, Board Room

This meeting of the Committee on University Governance was presided over by Chair David Powers. The following committee members, constituting a quorum, were present either in person or via videoconference: Pearl Burris-Floyd, C. Philip Byers, Mark Holton, and Terry Hutchens. The following committee member was absent: N. Leo Daughtry.

Chancellors participating either in person or via videoconference: Wesley Burks, Karrie Dixon, and Philip Rogers.

Staff members present included Andrew Tripp, Meredith McCullen, and others from the UNC System Office.

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

The chair called the meeting to order at 2:30 p.m., on Wednesday, May 26, 2021.

Chair Powers reminded all members of the committee of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflict of interest. The chair asked if there were any conflicts or appearances of conflict with respect to any matter coming before the committee. No members identified any conflicts at the time.

The chair next called for a motion to approve the open session minutes of April 21, 2021.

**MOTION:** Resolved, that the Committee on University Governance approve the open session minutes of April 21, 2021, as distributed.

**Motion:** C. Philip Byers

**Motion carried**

**2. North Carolina Arboretum Board of Directors Appointments (Item A-2)**

The chair provided background information to the committee on the four four-year-term nominations to The North Carolina Arboretum Board of Directors as well as the roles, responsibilities, and duties of the board.

**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:** Pearl Burris-Floyd

**Motion carried**

### **3. UNC Press Board of Governors Appointments (Item A-3)**

The chair provided background information to the committee on the two five-year-term nominations to the UNC Press Board of Governors as well as the roles, responsibilities, and duties of the board.

**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:** Mark Holton

**Motion carried**

### **4. Liability Insurance Trust Fund Council Appointment (Item A-4)**

The chair called on Mr. Tripp to provide background information to the committee on the nomination to fill a vacancy on the Liability Insurance Trust Fund Council as well as the roles, responsibilities, and duties of the council.

**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:** C. Philip Byers

**Motion carried**

### **5. 2021 Boards of Trustees Selection Process (Item A-5)**

The chair reviewed the process used for the 2021 selection of candidates to be recommended to the boards of trustees across the System. The committee approved a slate of nominees at its April meeting and the process was to be completed at today's meeting by considering appointments to the boards of trustees for Elizabeth City State University, North Carolina School of Science and Mathematics, and the University of North Carolina at Asheville.

Chair Powers, as liaison to Elizabeth City State University, spoke on the four nominees for that institution.

**MOTION:** Resolved, that the Committee on University Governance approve the slate of four nominees at Elizabeth City State University.

**Motion:** C. Philip Byers

**Motion carried**

The chair next spoke on the 15 nominees at the North Carolina School of Science and Mathematics.

**MOTION:** Resolved, that the Committee on University Governance approve the slate of 15 nominees at North Carolina School of Science and Mathematics.

**Motion:** Mark Holton

**Motion carried**

Chair Powers next called on Ms. Burris-Floyd to speak on the four nominees at the University of North Carolina at Asheville.

**MOTION:** Resolved, that the Committee on University Governance approve the slate of four nominees at the University of North Carolina at Asheville.

**Motion:** Pearl Burris-Floyd

**Motion carried**

## **6. Closed Session**

Chair Powers called on Mr. Byers for the closed session motion. Mr. Byers 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; to consult with our attorney to protect attorney-client privilege; and to consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action for the following cases: *Lannan v. UNC Board of Governors* and *Dieckhaus v. UNC Board of Governors*. Pursuant to G.S. 143-318.11(a)(1) and (3).

**Motion:** Pearl Burris-Floyd

**Motion carried**

### **THE MEETING MOVED INTO CLOSED SESSION AT 2:41 P.M.**

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

## **7. Adjourn**

Before adjourning, Chair Powers expressed his appreciation to the committee members for attending this year's campus commencements and for their time and efforts with the selection of candidates for the System boards of trustees. There being no further business and without objection, the meeting adjourned at 2:53 p.m.

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Mark Holton, Secretary

## AGENDA ITEM

A-2. NC Teaching Fellows Commission Appointments ..... David Powers

**Situation:** The Board of Governors has seven appointments to the North Carolina Teaching Fellows Commission for two-year terms beginning on July 1, 2021.

**Background:** Section 10A.3 of the Appropriations Act of 2017 re-established the North Carolina Teaching Fellows program and established the North Carolina Teaching Fellows Commission. The 14-member Commission is charged with determining the program and forgivable loan recipient selection criteria and selection procedures, and with selecting the recipients to receive forgivable loans under the program.

The Board of Governors has seven appointments to the commission:

1. Two deans of approved schools of education at postsecondary constituent institutions of the University of North Carolina System;
2. The president of a North Carolina community college;
3. A teacher who graduated from an approved educator preparation program located in the state within three years of appointment to serve on the Commission;
4. A principal who graduated from an approved educator preparation program located in the state;
5. A local board of education member; and
6. A member to represent business and industry in North Carolina.

**Assessment:** The following nominees are recommended:

Education Dean (1 of 2) ..... Nancy Bell Ruppert  
Education Dean (2 of 2) ..... Joy Turnheim Smith  
Community College President ..... Lisa Chapman  
Teacher ..... Erin Lisi  
Principal ..... Donnell D. Cannon (Reappointment)  
Board of Education ..... Malishai "Shai" Woodbury (Reappointment)  
Business and Industry ..... Bo Somers (Reappointment)

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

**Nancy Ruppert**

Nancy Ruppert serves as chair of the Department of Education at the University of North Carolina at Asheville. Ruppert's professional focus is middle grades education. She received the 2019 Outstanding Professor of Middle Level Education from NAPOMLE, the 2018 Distinguished Teaching Award from UNC Asheville, and the 2017 North Carolina Association for Middle Level Education (NCMLE) Higher Education Professor to Watch Award.

**Joy Turnheim Smith**

Joy Turnheim Smith serves as dean of the School of Education and Business at Elizabeth City State University. She earned an AB. in Policy Studies from Dartmouth College, a JD from Northwestern University School of Law, an MBA from DePaul University's Kellstadt School of Business, and an M. Phil. and a Ph.D. from New York University's Stern School of Business. Before coming to ECSU, she taught at Chicago's Columbia College, at New York University, and at Indiana University — Purdue University Fort Wayne.

**Lisa Chapman**

Lisa Chapman serves as president of Central Carolina Community College (CCCC). She previously served as the senior vice president/chief academic officer at the North Carolina Community College System Office in Raleigh. Before going to the state level in 2014, Chapman had been with CCCC for 27 years.

**Erin Lisi**

Erin Lisi currently serves as an 8<sup>th</sup> grade science teacher in the Alamance-Burlington School System. She is a 2020 graduate of North Carolina State University, where she was part of the inaugural class of North Carolina Teaching Fellows since the program's reauthorization in 2017.

**Donnell D. Cannon**

Donnell D. Cannon is a principal of North Edgecombe High School. After earning a BA from Norfolk State University, Donnell joined Teach For America as a corps member in Eastern North Carolina and taught middle school social studies in Weldon, NC. He served as the director of the CDF Freedom School in Rocky Mount, NC, from 2013-15. Cannon holds an MA from North Carolina State University's Northeast Leadership Academy (NELA). Cannon is currently pursuing a doctoral degree in education from North Carolina State University.

**Malishai "Shai" Woodbury**

Malishai "Shai" Woodbury has over 20 years of educational experience in secondary and higher education. She is an instructor of history at North Carolina Agricultural and Technical State University. Woodbury obtained her BA from the University of North Carolina at Chapel Hill, where she majored in communications studies and minored in African American history. She then attended NC A&T State University, earning her master's degree in history education. Woodbury is pursuing a doctoral degree in education leadership from Walden University. She serves as the chair of Winston-Salem/Forsyth County Schools Board of Education.

**Bo Somers**

Bo Somers currently serves as vice president of Strategic Regulatory Initiatives for the Duke Energy Corporation, where he previously served as deputy general counsel. He began his legal career in 1995 as an associate attorney with Womble Carlyle Sandridge & Rice, PLLC in Winston-Salem and later in Charlotte, North Carolina. Prior to attending law school, Somers served as a staff assistant to U.S. Congressman Steve Neal in Washington, D.C. A native of Reidsville, North Carolina, Somers received his bachelor's degree with distinction in political science from the University of North Carolina at Chapel Hill and his JD with high honors from the Duke University School of Law, where he was a member of the Order of the Coif.

**AGENDA ITEM**

A-3. PBS North Carolina Board of Trustees Appointment .....David Powers

**Situation:** PBS North Carolina Board of Trustees has one vacancy, with a partial term beginning on July 1, 2021, and ending on June 30, 2022.

**Background:** PBS North Carolina Board of Trustees serves in a direct advisory capacity, assuring that public involvement and perspectives will have further influence on PBS North Carolina operations. The Board of Governors appoints 11 trustees, the governor appoints four, and the president *pro tempore* of the North Carolina Senate and speaker of the North Carolina House of Representatives each appoint one. Five serve *ex officio*: the president of the University of North Carolina System, the president of the NC Community College System, the superintendent of public instruction, the secretary of health and human services, and the secretary of cultural resources.

**Assessment:** Culley C. Carson, IV, whose term ended on June 30, 2021, is recommended for reappointment to the board to fill the partial term. Biographical information is included in the materials.

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



**Culley C. Carson, IV**

Culley C. Carson, IV, is the founding member of Carson Law. After graduating from law school, Carson served as a law clerk to Judge Toby Producers in the State Court of Cobb County in Marietta, Georgia. Carson went on to practice law with a regional law firm in Atlanta, Georgia where he was outside general counsel to a New York-based pharmaceutical education non-profit organization and represented clients in all phases of litigation. Carson also practiced with Womble Carlyle Sandridge & Rice, PLLC, in Winston-Salem, North Carolina. During his tenure at Womble Carlyle, Carson was a lawyer in the construction and intellectual property practice groups.

Carson also served as legal counsel to Bovis Lend Lease Holdings, Inc., an international construction and development company based in Sydney, Australia. Most recently, Carson served as general counsel to AstroTurf, LLC, an iconic and industry leading manufacturer and installer of synthetic turf.

**AGENDA ITEM**

A-4. Delegations of Authority .....Andrew Tripp

- Situation:** The Committee on University Governance continues to review differing approaches to delegation of decision-making across the UNC System. The purpose of the review is to determine whether the current structure of decision-making sufficiently aligns responsibility with accountability. This review process will help determine if and when changes to campus practices and/or University policy are required to improve the effectiveness or clarify the University's policies and procedures and mitigate enterprise risk facing the University.
- Background:** In March 2021, UNC System Office staff sought for the benefit of the Board of Governors and the committee campus-input regarding delegations of authority; those responses have been received and are being assessed.
- Assessment:** The committee will receive a presentation on the history of the delegations of authority and the progress of the information collected by the System Office. There is no "one-size fits all" approach, and the committee will discuss what recommendations if any to make to the Board.
- Action:** This item is for discussion only.

**AGENDA ITEM**A-5. Amendments to Section 301 of *The Code*.....David Powers

**Situation:** Chapter III of *The Code* of the University of North Carolina establishes committees of the Board of Governors. Section 301 of *The Code* provides for the standing committees of the Board along with the jurisdiction of each committee.

**Background:** The Board of Governors created the Special Committee on Military and Veterans Affairs to increase UNC System enrollment, retention, graduation, and post-graduation success of military-affiliated (MA) students. To continue the work of this important special committee, Chair Ramsey has dissolved the Special Committee on Military and Veterans Affairs and has requested amendments to *The Code* to rename the standing Committee on Public Affairs to the Committee on Military and Public Affairs. In addition to the name change, there are proposed amendments to the jurisdiction to encompass the new responsibilities and to increase the number of members allowed to serve on the committee.

In addition to renaming the Committee on Public Affairs and following a review by staff in consultation with the chair of the Committee on Personnel Tenure, additional recommended amendments to Section 301 of *The Code* are as follows: (1) revise the name of the Committee on Personnel and Tenure to the Committee on University Personnel; and (2) clarify the jurisdiction of that committee.

**Assessment:** The proposed amendments are consistent with state law, [G.S. 116-10](#).

**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.

CHAPTER III-  
SECTION 300.

COMMITTEES OF THE BOARD OF GOVERNORS  
ESTABLISHMENT AND MEMBERSHIP OF COMMITTEES.

A. The Board of Governors may establish such standing committees as it may deem necessary. Standing committees shall be established and their duties prescribed by a vote of two-thirds of the voting membership of the Board of Governors then in office. Special committees may be created by the Board of Governors or the chair of the Board to perform specific functions not requiring the continuous existence of a committee.

B. Each voting member of the Board shall at all times serve on no more than one of the standing committees designated in subsections 301 B through E, below.

C. Special members of the Board may be assigned to such standing or special committees as the chair of the Board of Governors may from time to time see fit.

D. The chair of the Board may, upon request of a standing committee chair, appoint any voting member to serve temporarily as a voting member of a subcommittee of a standing committee when the chair of the Board deems the work of the subcommittee to require such an appointment.

E. The vice chair of the Board of Governors shall at all times be a voting member of a standing committee. The vice chair shall be assigned to a committee by the chair of the Board following consultation between the chair and the vice chair. The vice chair's membership on a standing committee shall be in addition to the prescribed regular membership of the committee.

F. The chair of the Board of Governors shall be a voting member of all standing and special committees, but the chair's membership shall not be counted in determining a quorum.

SECTION 301. THE STANDING COMMITTEES' JURISDICTION.

301 A. The standing committees of the Board of Governors shall be: the Committee on Budget and Finance; the Committee on Educational Planning, Policies, and Programs; the Committee on University Personnel ~~and Tenure~~; the Committee on University Governance; the Committee on Military and Public Affairs; and the Committee on Audit, Risk Management, and Compliance. Each of the standing committees shall consist of a number of voting members to be determined by the chair of the Board, provided that each standing committee shall have a regular membership of no fewer than five-voting members, unless otherwise specified herein.

301 B. The Committee on Budget and Finance shall advise and consult with the president concerning budget policy and preparation. The committee shall consider the budget proposed by the president and, upon its approval, shall submit the budget to the Board of Governors for final action. The

committee shall make recommendations to the Board for the allocation of funds appropriated to the Board. It shall also advise and assist the president, and submit recommendations to the Board, with respect to real property transactions, investments, endowments, and other fiscal and property matters in accordance with valuation limits established in Board policy and within the jurisdiction of the Board of Governors.

301 C. The Committee on Educational Planning, Policies, and Programs shall receive the advice and recommendations of the president and make recommendations to the Board in all areas pertaining to the development of a coordinated system of higher education in North Carolina, including: (a) the definition of mission and assignment of functions of each constituent institution; (b) the review of requests for the initiation of new degree programs and recommendations for the termination of existing programs; (c) the provision of supportive services, facilities, and other resources for the instructional, research, and public-service programs of the constituent institutions; (d) the review of policies affecting educational programs and academic affairs; (e) matters concerning the involvement of students in the University and in university life; (f) review of matters concerning health affairs in the University; and (g) review of matters concerning the utilization of information technology in furtherance of the University's mission. The committee shall also advise and assist the president and the Board in maintaining close liaison with the State Board of Education, the State Board of Community Colleges, and the private colleges and universities, including the review of all requests for state aid to the private institutions. It shall further recommend to the Board procedures and standards for the licensing of non-public educational institutions.

301 D. The Committee on University Personnel ~~and Tenure~~ shall, upon recommendation of the president, review and make recommendations to the Board with respect to the appointment and compensation of all vice chancellors, and senior academic and administrative officers, ~~and persons with permanent tenure~~. Notwithstanding the provision above, the committee shall not review or recommend the appointment and compensation of vice chancellors, and senior academic and administrative officers, ~~and persons with permanent tenure~~ for those constituent institutions delegated the authority to appoint and set compensation for such employees so long as the boards of trustees act consistently with the policy and compensation ranges established by the Board of Governors. Further, the committee shall advise and assist the president in the review and evaluation of tenure policies and regulations which the president shall periodically conduct. It shall also review all appeals from employees of the University of North Carolina System Office who are exempt from the North Carolina Human Resources Act pursuant to Section 611 of *The Code*.

301 E. The Committee on University Governance shall keep under continuous review the application and interpretation of *The Code of the University of North Carolina (The Code)* and all delegations of authority under that code, and it shall make such recommendations to the Board of Governors for the amending of *The Code* or delegations of authority as may seem appropriate for the effective and efficient operation of the University of North Carolina and its constituent institutions. The committee shall make nominations to the Board of Governors for elections to the boards of trustees of the constituent institutions. The committee shall receive all requests from students of the constituent institutions for appellate review by the Board of Governors pursuant to Section 502 D(3) of *The Code*.

301 F. The Committee on Military and Public Affairs shall consist of no fewer than fourthree and no more than sixfive-voting members to be determined by the chair of the Board. A voting member serving on this committee shall also serve on one or more other standing committees. The Committee on Military and Public Affairs shall assist the president and the chair of the Board in maintaining a positive relationship with the governor, the North Carolina General Assembly, the United States Congress, the United States Department of Defense and North Carolina's military constituency, and other governmental entities which affect the ability of the University to carry out its mission. The committee will review all

state and federal policy priorities of the University. The committee also will evaluate and recommend policies and practices to increase enrollment, retention, graduation, and post-graduation success of military affiliated students (defined as student veterans, active-duty service members, National Guard and Reservists, and military spouses and children), and to support military partner organizations' needs through education, research, and service missions.

301 G. The Committee on Audit, Risk Management, and Compliance (CARMC) shall consist of voting members be appointed from the membership of the other standing committees. The CARMC shall recommend a committee charter for review and approval by the Board, addressing the University's internal audit, enterprise risk management, and compliance functions; recommend for approval University-wide policies regarding internal audit, enterprise risk management, and compliance; review annual and other audit reports of the constituent institutions, the UNC System Office, and affiliated entities; review a summary of the internal audit plans and work of the audit committees of the constituent institutions; review a summary of the annual financial audit reports and management letters on University major associated entities; meet with the state auditor annually; and take such other actions as are necessary or appropriate to ensure that risks are identified and properly managed and to assure the integrity of the finances, operations, and controls of the University.