

September 13, 2023 at 1:45 p.m.
Via Videoconference and PBS North Carolina Livestream
UNC System Office
223 S. West Street, Suite 1800
Raleigh, North Carolina

AGENDA

OPEN SESSION

- A-1. Approval of the Open Session Minutes of April 19, 2023 and May 24, 2023Kellie Blue
- A-2. Committee on University Governance Annual ReportKellie Blue
- A-3. Resolution on Security Clearance RequirementsKellie Blue
- A-4. Annual Report on Free Speech and Free Expression
Within the University of North Carolina System Andrew Tripp
- A-5. North Carolina Teaching Fellows Commission Appointments.....Kellie Blue
- A-6. North Carolina State Education Assistance Authority Board of Directors Appointments.....Kellie Blue

CLOSED SESSION

- A-7. Approval of the Closed Session Minutes of May 24, 2023Kellie Blue
- A-8. Legal Affairs Report..... Andrew Tripp

OPEN SESSION

- A-9. Adjourn

Additional Information Available

Campus Liaison Assignments and Commencement Guidelines
UNC System Boards of Trustees List and Meeting Schedules
September 2023 Technical Corrections Chart

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:
 - To consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action for the following cases:
 - *The University of North Carolina at Chapel Hill v. Vesta Therapeutics, Inc., et al*
 - *Gray Media v. Cummings*

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

DRAFT MINUTES

April 19, 2023 at 3 p.m.
Via Videoconference and PBS North Carolina Livestream
UNC Pembroke
James A. Thomas Building, Room 225-226
Pembroke, North Carolina

This joint meeting of the Committee on University Governance and Committee on Strategy and Policy was presided over by Chairs Kellie Blue and David Powers. The following committee members for the Committee on University Governance, constituting a quorum, were also present in person or by phone: Philip Byers, Joel Ford, Alex Mitchell, David Powers, and Michael Williford. The following committee members for the Committee on Strategic Initiatives, constituting a quorum, were also present in person or by phone: Carolyn Coward, Joel Ford, John Fraley, Mark Holton, Anna Nelson, and Ray Palma.

Chancellors participating were Chancellor Dixon, Chancellor Rogers, Chancellor Brown, Chancellor Cole, and Mr. Crabtree.

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

1. Call to Order

The chairs called the meeting to order at 3 p.m. on Wednesday, April 19, 2023.

2. Summary of Search Practices Across Public Higher Education (Item A-1)

Chair Powers gave a report on the Committee's findings from a months-long examination of the role of chancellors and the chancellor search process.

3. Discussion of Chancellor Search Policy Recommendations (Item A-2)

Chair Powers called for a motion from the Committee on Strategic Initiatives to recommend a superseding, new version of Section 200.8 of the UNC Policy Manual, *Policy on Chancellor Searches and Elections*.

MOTION: Resolved, that the Committee on Strategic Initiatives recommends a superseding, new version of Section 200.8 of the UNC Policy Manual, *Policy on Chancellor Searches and Elections*.

Motion: David Powers

Before a vote was taken on the original motion, Mr. Ford made a substitute motion that would include certain additional amendments to the proposed updated Section 200.8 of the UNC Policy Manual offered by Chair Powers: to limit the size of search advisory committees to no more than 13 members; to require that search advisory committee's include the University president or designee, the Chair of the Board of Governors, or designee, and the member of the Board of Governors designated by the Committee on University Governance as the liaison to the campus as ex officio voting members; to strike the requirement that search advisory committees include community members; and to make technical changes to ensure the policy refers to the search advisory committee consistently.

Chair Powers called for a vote on Mr. Ford's substitute motion.

MOTION: Resolved, that the Committee on Strategic Initiatives votes to recommend to the Committee on University Governance the following substitute amendments to Section 200.8 of the UNC Policy Manual offered by Chair Powers: to limit the size of search advisory committees to no more than 13 members; to require that search advisory committee's include the University president (or their designee), the Chair of the Board of Governors (or their designee), and the member of the Board of Governors designated by the Committee on University Governance as the liaison to the campus as ex officio voting members; to strike the requirement that search advisory committees include community members; and to make technical changes to ensure the policy refers to the search advisory committee consistently.

Motion: Joel Ford

Motion carried

Mrs. Nelson voted no on the substitute motion.

The proposed superseding policy, as amended, was then taken up by the Committee on Strategic Initiatives for a vote.

MOTION: Resolved, that the Committee on Strategic Initiatives recommends to the Committee on University Governance a new, superseding version of Section 200.8 of the UNC Policy Manual, *Policy on Chancellor Searches and Elections*, as amended.

Motion: Joel Ford

Motion carried

Chair Powers and Chair Blue ended the joint meeting without objection. While the Committee on Strategic Initiatives adjourned its business for the day, Chair Blue had previously announced that the Committee on University Governance would reconvene its earlier meeting fifteen minutes following the conclusion of the joint meeting. Because the joint meeting ended at 3:30 p.m., the meeting of the Committee on University Governance reconvened at 3:45 p.m.

Michael Williford, Secretary

DRAFT MINUTES

May 24, 2023 at 3 p.m.
Via Videoconference and PBS North Carolina Livestream
UNC System Office
223 S. West Street, Board Room
Raleigh, North Carolina

This meeting of the Committee on University Governance was presided over by Chair Kellie Blue. The following committee members, constituting a quorum, were also present in person or by phone: Michael Williford, Philip Byers, Joel Ford, and David Powers. The following committee members were absent: Alex Mitchell.

Chancellors and leaders participating were Dr. Burks, Chancellor Rogers, and Chancellor Dixon.

Staff members present included Andrew Tripp, Meredith McCullen, 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 3 p.m. on Wednesday, May 24, 2023, and called for a motion to approve the open session minutes of April 19, 2023.

MOTION: Resolved, that the Committee on University Governance approve the open session minutes of April 19, 2023, as distributed.

Motion: Phil Byers

Motion carried

2. 2023 UNC System Boards of Trustees Appointments (Item A-2)

Chair Blue reviewed the May 2023 slate of institution boards of trustees appointments and reminded the committee that the other appointments were made at the April 2023 meeting. Chair Blue then called on Mr. Byers to review his nominations for the Appalachian State University Board of Trustees. A motion was then made.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominations for the Appalachian State University Board of Trustees and recommend it to the full Board of Governors for a vote.

Motion: Joel Ford

Motion carried

Next, Chair Blue reviewed her slate of nominees for Elizabeth City State University Board of Trustees. She then made a motion to approve the nominees.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominations for the Elizabeth City State University Board of Trustees and recommend to the full Board of Governors for a vote.

Motion: David Powers

Motion carried

Chair Blue then called on Mr. Williford to review his slate of nominees for the Fayetteville State University Board of Trustees. A motion to approve was then made.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominations for the Fayetteville State University Board of Trustees and recommend to the full Board of Governors for a vote.

Motion: C. Philip Byers

Motion carried

Next, Chair Blue reviewed the slate of nominees for the NC State University Board of Trustees. A motion to approve was then made.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominees for the NC State University Board of Trustees and recommend to the full Board of Governors for a vote.

Motion: C. Philip Byers

Motion carried

Chair Blue called on Mr. Ford to review his slate of nominees for the University of North Carolina Asheville Board of Trustees. A motion for approval was made.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominees for the UNC Asheville Board of Trustees and recommend to the full Board of Governors for a vote.

Motion: Kellie Blue

Motion carried

Chair Blue then reviewed her slate of nominees for the University of North Carolina at Charlotte Board of Trustees. Chair Blue then made a motion for approval.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominees for the UNC Charlotte Board of Trustees and recommend to the full Board of Governors for a vote.

Motion: Joel Ford

Motion carried

Chair Blue called on Mr. Byers to review his slate of nominees for the University of North Carolina School of the Arts Board of Trustees. A motion of approval was made.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominations for the UNC School of the Arts Board of Trustees and recommend it to the full Board of Governors for a vote.

Motion: Joel Ford

Motion carried

Next, Chair Blue called on Mr. Byers to review his slate of nominees for the Winston-Salem State University Board of Trustees. A motion for approval was made.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominees for the Winston-Salem State University Board of Trustees and recommend it to the full Board of Governors for a vote.

Motion: Joel Ford

Motion Carried

3. University of North Carolina Press Board of Governors Appointments (Item A-3)

Chair Blue reviewed the nominees for the UNC Press Board of Governors and called for a motion to approve the nominees.

MOTION: Resolved, that the Committee on University Governance approve the nomination for appointment of Dr. Jerma Jackson, and reappointment for Dr. Lisa Levenstein and Dr. Timothy Smith to the UNC Press Board of Governors for terms ending June 30, 2028 and recommend them to the full Board of Governors for a vote.

Motion: Joel Ford

Motion carried

4. The North Carolina Arboretum Board of Directors Appointments (Item A-4)

Chair Blue called on Mr. Byers to review the nominees for the North Carolina Arboretum Board of Directors. A motion for approval was then made.

MOTION: Resolved, that the Committee on University Governance approve the nomination for reappointment Dr. Kelli Brown, Dr. Undie Hoffler, and Ms. Cheryl Kaynard, and appointment of Dr. Linda Martinson to the North Carolina Arboretum Board of Directors for terms ending June 30, 2027.

Motion: Phil Byers

Motion carried

5. Closed Session

Next, Chair Blue asked for a motion for the committee to move into closed session.

MOTION: Resolved, that the Committee on University Governance move 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; Pursuant to G.S. 143-318.11(a)(1) and (3).

Motion: Joel Ford
Motion carried

THE MEETING MOVED INTO CLOSED SESSION AT 3:13 p.m.
(The complete minutes of the closed session are recorded separately.)

THE MEETING RESUMED IN OPEN SESSION AT 3:25 p.m.

There being no further business and without objection, the meeting was adjourned at 3:25 p.m.

Michael Williford, Secretary

AGENDA ITEM

A-2. 2022-23 Committee on University Governance Annual Report Kellie Blue

Situation: Each standing committee submits an annual report of its activities to the University of North Carolina Board of Governors.

Background: Pursuant to Section 302 E of *The Code*, “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 2022-23 is ready for review and submission.

Action: This item requires a vote by the committee to accept the report for submission to the Board of Governors.

DUTIES AND MEMBERSHIP

The Committee on University Governance is responsible for reviewing and making recommendations for proposed changes to the UNC Policy Manual, including *The Code*, and the delegations of duty and authority involving University governance; for nominating individuals for election to the 17 institutional boards of trustees and other University-related boards; and for authorizing the initiation and settlement of litigation and pending litigation in circumstances where that authority has not otherwise been delegated. This report summarizes the work of the committee from July 2022 through June 2023.

The committee was composed of the following Board members: Kellie Hunt Blue, J. Alexander Mitchell, Michael Williford, C. Philip Byers, Joel D. Ford, and David M. Powers. Mrs. Blue served as chair, Mr. Mitchell served as vice chair, and Mr. Williford served as secretary.

Dr. Wesley Burks (UNC Health), Chancellor Philip Rogers (East Carolina University), and Chancellor Karrie Dixon (Elizabeth City State University), also served on the committee.

ACTIONS

Between July 1, 2022, and June 30, 2023, the Committee on University Governance met in nine regularly scheduled meetings. The major actions of the committee are summarized as follows:

Appointments to Boards for Affiliated Entities

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
PBS North Carolina	Brenda Gibson	June 30, 2026
PBS North Carolina	James Broughton	June 30, 2026
PBS North Carolina	James Cain	June 30, 2026
PBS North Carolina	Culley Carson	June 30, 2026
PBS North Carolina	Bill West	June 30, 2026
PBS North Carolina	Katie Lowry (partial term)	June 30, 2024
PBS North Carolina	Russell Smith	June 30, 2026
UNC Pembroke	James E. Lockemy (partial term)	June 30, 2023
North Carolina Central University	Alexandra Valladares (partial term)	June 30, 2025
Liability Insurance Trust Fund Council	Thomas Shanahan	N/A
Liability Insurance Trust Fund Council	Paul Grosswald	N/A
NC Teaching Fellows Commission	Matthew Price	June 30, 2023
ECU Health Board of Directors	Demetrius Carter	June 30, 2028
Fayetteville State University	Joyce Adams (partial term)	June 30, 2023

UNC School of the Arts	Nia Imani Franklin (partial term)	June 30, 2025
NCSEAA Board of Directors	Catherine Edmonds	January 15, 2027
Project Kitty Hawk Board of Directors	Ray Carey	January 31, 2025
Project Kitty Hawk Board of Directors	Courtney Crowder	January 31, 2025
Project Kitty Hawk Board of Directors	Sharon Gaber	January 31, 2025
UNC Health Care	Raymond Collier	October 31, 2026
UNC Health Care	Anne Faircloth	October 31, 2026
UNC Health Care	John McNeil	October 31, 2026
UNC Press	Lisa Levenstein	June 30, 2028
UNC Press	Timothy Smith	June 30, 2028
UNC Press	Jerma Jackson	June 30, 2028
The North Carolina Arboretum	Kelli Brown	June 30, 2027
The North Carolina Arboretum	Undi Hoffler	June 30, 2027
The North Carolina Arboretum	Cheryl Kaynard	June 30, 2027
The North Carolina Arboretum	Linda Martinson	June 30, 2027

2023 Boards of Trustees Appointments and Reappointments

Every two years, one-half of the Board of Governors-appointed board of trustee positions require either new appointments or reappointments. The Committee on University Governance, working with the institutions and the members of the Board of Governors, identifies candidates, reviews candidates, and makes recommendations to the full Board of Governors for election. For the 2023 cycle, the committee considered nominees at both its April and May 2023 meetings. Attachment A of this report provides a complete list of appointments and reappointments that were approved by the full Board of Governors based on the committee's recommendations.

Campus Liaison Assignments

Each constituent institution and selected affiliated entities were assigned a "liaison" from the Board. The 2022-23 campus liaisons were:

Mr. Byers	Appalachian State University University of North Carolina School of the Arts Winston-Salem State University North Carolina Arboretum
Mrs. Blue	East Carolina University Elizabeth City State University University of North Carolina at Charlotte UNC Health Care Other Appointments
Mr. Williford	Fayetteville State University University of North Carolina at Chapel Hill
Mr. Ford	North Carolina A&T State University University of North Carolina Asheville University of North Carolina at Greensboro

Mr. Mitchell	North Carolina Central University North Carolina School of Science and Mathematics NC State University
Mr. Powers	University of North Carolina at Pembroke University of North Carolina Wilmington Western Carolina University PBS North Carolina

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

The committee is responsible for reviewing and making recommendations for proposed changes to *The Code* and the UNC Policy Manual, and the delegations of duty and authority involving University governance. During the 2022-23 period, the following policy items were considered or reviewed by the committee:

1. UNC Policy Manual

- a. **Amendments to Section 300.5.1.** Section 300.5.1, *Policy on Political Activities of Employees*, details the types of activities by university employees related to political process that may be incompatible with the general responsibilities of employment or with the particular responsibilities of university employment. The revisions to the policy are intended to codify the University's commitment to free expression and restrict vague or ideologically motivated statement policies of any kind across UNC campuses. The amendments are intended to reduce, if not eliminate, situations whereby an employee or applicant for academic admission or employment is forced to participate in political processes and/or support certain expression. The policy was adopted by the full Board of Governors at its February 22, 2023, meeting.
- b. **Amendments to Section 200.1.** Section 200.1, *Policy on Dual Memberships and Conflicts of Interest*, details the guidelines to promote fairness and impartiality on behalf of the Board of Governors and tries to avoid even the appearance of partiality or undue influence. The revision to this policy removes a time interval restriction as it relates to initiating and/or accepting membership on applicable boards after a Board of Governors member's conclusion of service on another applicable board. The amendment conforms Board of Governors and board of trustees appointment procedures with the requirements set out in NCGS Chapter 116.
- c. **Amendments to Section 200.8.** Section 200.8, *Policy on Chancellor Searches and Elections*, details the procedures and guidelines for conducting a chancellor search process at UNC System Institution. The revision of the policy is a complete supersede of the old policy. The revisions include: adding the president or their designee as an ex officio member of the search advisory committee; the president determines search advisory committee membership; the chair of the Board of Governors or their designee, and the Board of Governors' liaison to the university shall serve as ex officio members of the search advisory committee; a sitting or retired chancellor from another UNC System university must serve as a voting member on the search advisory committee; the president and chair of the Board of Governors will consult with the chair of the university's board of trustees to appoint a search advisory committee that consists of no more than 13 voting members.

2. Technical Corrections to the UNC Policy Manual

Section 100.2 VI.D. of the UNC Policy Manual authorizes the secretary of the University, in consultation with the senior vice president and general counsel, to make technical changes to the UNC Policy Manual. Technical changes are defined as including:

- Correction of typographical errors;
- Updates to names, titles, statutory, and regulatory references, and other designations;
- Correction of inconsistencies among policies that may result due to a more recent policy adoption, amendment, or rescission;
- Assurance that board delegations and resolutions are accurately reflected throughout *The Code* and the UNC Policy Manual; and
- Annotation of policies, regulations, and guidelines to cross-reference other provisions of the UNC Policy Manual.

Pursuant to this policy, which requires technical corrections to be summarized and reported in writing to the chair of the Board of Governors and the Committee on University Governance, Attachment B of this report provides all the technical corrections that were completed during the 2022-23 year.

Department of Defense Classified Research

The committee passed a resolution on Clearance Requirements, which is an annual requirement related to Department of Defense contracts. The Department of Defense requires the UNC System to maintain Facility Security Clearance. Department of Defense regulations permit the exclusion from the personnel clearance requirements of certain members of the Board and other officers, provided that this action is recorded in the corporate minutes. This resolution is included on the Thursday, September 21, 2023, consent agenda.

Litigation Requests/Settlements

The committee considered and approved a range of requests to settle legal matters and heard updates on pending disputes from its counsel.

Free Speech and Free Expression

G.S. 116-301 requires that the Board designate a standing committee to act as the Committee on Free Expression and report annually to the public, the Board, the Governor, and the General Assembly on issues related to free speech and free expression within the University. The Board has designated the Committee on University Governance to fulfill these responsibilities. As part of its duties, the committee received the annual report and hosted two presentations surrounding free speech and free expression.

1. **Annual Report.** As required by state law and Section 1300.8 of the UNC Policy Manual, the Committee on University Governance is responsible for preparing an annual report on free speech and free expression within the University that addresses at least the following topics:

- Any barriers to or disruptions of free expression within the University's constituent institutions;
- The administrative handling and discipline relating to disruptions or barriers to free expression;
- Any substantial difficulties, controversies, or successes in meeting the requirements of maintaining institutional neutrality as provided in the law and Section 1300.8 of the UNC Policy Manual; and

- Any assessments, criticisms, commendations, or recommendations the committee sees fit to include.

The report reviewed free speech and free expression within the University for the period between July 1, 2021, and June 30, 2022. The report finds that constituent institutions are committed to promoting and protecting free speech and free expression; disruptions and interference at scheduled speaking or expressive events have been minimal over the past year; and the Foundation for Individual Rights in Education (FIRE), which rates college and university speech policies, has awarded its highest rating (“green light”) to 14 UNC System constituent institutions, up from 11 the previous year. The report details steps that constituent institutions are taking to inform campus constituencies about rights and responsibilities, as well as recommendations for improving free expression across the University.

AGENDA ITEM

A-3. Resolution on Security Clearance
Requirement.....Kellie Blue

Situation: A resolution is required annually of the Board of Governors by the United States Department of Defense.

Background: The Department of Defense requires the UNC System to maintain a Facility Security Clearance in the performance of classified contracts. In connection with this Facility Clearance, certain senior management officials must obtain an individual security clearance. This resolution is required to exempt members of the Board of Governors and senior officers of the UNC System from the requirement to obtain individual security clearances.

Assessment: This is an annual resolution to be adopted by the Board of Governors.

Action: This item requires a vote by the committee, with a vote by the full Board of Governors through the consent agenda.



RESOLUTION OF THE BOARD OF GOVERNORS OF THE UNIVERSITY OF NORTH CAROLINA AUTHORIZING SECURITY CLEARANCE

WHEREAS, current Department of Defense Regulations contain a provision making it mandatory that the chair of the Board and principal officers meet the personnel clearance requirements established for a contractor's facility clearance; and

WHEREAS, said 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.

NOW, THEREFORE, BE IT DECLARED that the chair of the Board, the president of the University of North Carolina, Insider Threat Program Senior Official, and the University's Facility Security Officer at the present time do possess, or will be processed for, the required security clearance; and

BE IT RESOLVED that in the future, when any individual enters upon any duties as chair of the Board, the president of the University of North Carolina, Insider Threat Program Senior Official, or as the University's Facility Security Officer, such individual shall immediately make application for the required security clearance; and

BE IT FURTHER RESOLVED that the following members of the Board of Governors and other officers shall not require, shall not have, and can be effectively excluded from access to **CLASSIFIED** information in the possession of the corporation and do not occupy positions that would enable them to affect adversely corporate policies or practices in the performance of classified contracts for the Department of Defense or the User Agencies of its Industrial Security Program.

NAME	TITLE
Norma Reid Houston	Chief of Staff
John Michael Vollmer	Senior Vice President and Chief Operating Officer
Jennifer Healy Haygood	Senior Vice President for Finance and Administration and Chief Financial Officer
David Judson English	Interim Senior Vice President for Academic Affairs and Chief Academic Officer
Andrew Patrick Kelly	Senior Vice President for Strategy and Policy
Scott Bartley Goodson	Senior Vice President of Government Affairs

NAME	TITLE
Darryl Bass	Vice President and Chief Human Resources Officer
Andrew Tillman Tripp	Senior Vice President and General Counsel
Thomas Alvester Walker, Jr.	Senior Advisor to the President for Economic Development and Military Affairs
Marvin Lee Barnes Jr.	Member
Kellie Hunt Blue	Member
Kirk Jackson Bradley	Member
Harry Coolidge Brown	Member
Pearl Burris-Floyd	Member
Charles Philip Byers	Member
Swadesh Chatterjee	Member
Jimmy Dean Clark	Member
Carolyn Lloyd Coward	Member
Rodney Gene Davis Jr.	Member
Joel Douglas McClure Ford	Member
John Alfred Fraley	Member
Estefany Raquel Gordillo-Rivas	Member <i>ex-officio</i>
Martin Luther Holton III	Member
Reginald Ronal Holley	Member
Hilton Terry Hutchens	Member
John Alexander Mitchell	Member
Wendy Floyd Murphy	Member
Sonja Phillips Nichols	Member
James Arthur Pope	Member
Lee Harriss Roberts	Member
Orris Temple Sloan, III	Member
Haywood Edwin White, Jr.	Member
Michael Leighton Williford	Member

The foregoing resolution was duly adopted by the Board of Governors at a regular meeting of the Board on the 14th day of September 2023.

STATE OF NORTH CAROLINA)
)
 COUNTY OF WAKE)

SS:

SECRETARY'S CERTIFICATE
 OF AUTHORIZATION

I, Meredith R. McCullen, associate vice president and secretary of the University of North Carolina, *DO HEREBY CERTIFY* that (1) the foregoing is a full, true and correct copy of the approving resolution adopted by the Board of Governors of the University of North Carolina at its regular meeting on September 14, 2023, and appearing in the minutes of such meeting; (2) notice of the meeting of the Board of Governors of the University of North Carolina held on September 14, 2023, was sent to each member of the Board; and (3) a quorum was present at the meeting on September 14, 2023, at which time the foregoing resolution was adopted.

WITNESS, my hand and the seal of the University of North Carolina this 14th day of September 2023.

[SEAL]

Meredith R. McCullen
Associate Vice President and Secretary
The University of North Carolina

AGENDA ITEM

- A-4. Annual Report on Free Speech and Free Expression
Within the University of North Carolina Andrew Tripp

Situation: As required by state law and Section 1300.8 of the UNC Policy Manual, the report on free speech and free expression provides information annually on the following subjects:

1. Any barriers to or disruptions of free expression within the UNC constituent institutions;
2. The administrative handling and discipline relating to disruptions or barriers to free expression;
3. Any substantial difficulties, controversies, or successes in meeting the requirements of Section 1300.8 of the UNC Policy Manual; and
4. Any assessments, criticisms, commendations, or recommendations the committee sees fit to include.

The UNC System Office staff worked with constituent institutions responsible officers to compile information on the required topics and other issues related to campus speech activity.

Background: G.S. 116-301 requires that the Board designate a standing committee to act as the Committee on Free Expression and report annually to the public, the Board, the Governor, and the General Assembly on issues related to free speech and free expression within the University. The Board has designated the Committee on University Governance to fulfill these responsibilities.

Assessment: This report addresses free speech and free expression at the constituent institutions for the period of time between July 1, 2022 and June 30, 2023. The report finds that constituent institutions are committed to promoting and protecting free speech and free expression, and that disruptions and interference at scheduled speaking or expressive events have been minimal over the past year. The report details steps that constituent institutions are taking to inform campus constituencies about rights and responsibilities, as well as recommendations for improving free expression across the University.

Action: This item requires a vote by the committee.



THE UNIVERSITY OF NORTH CAROLINA SYSTEM

REPORT:

2022-2023 Report on Free Speech and Free Expression Within the University

September 13, 2023

**University of North Carolina System Office
Raleigh, North Carolina**

University of North Carolina Board of Governors

Committee on University Governance, acting as the designated Board Committee on Free Expression 2022-2023 Report on Free Speech and Free Expression Within the University

I. Executive Summary

This report addresses free speech and free expression at the constituent institutions¹ of the University of North Carolina System (“UNC System” or “the University”) for the period of time between July 1, 2022, and June 30, 2023, as required by the [Restore/Preserve Campus Free Speech Act](#) (“the Act”).² In preparing and publishing this report, the UNC Board of Governors Committee on University Governance (“committee”), as the designated Committee on Free Expression,³ was guided primarily by the elements required by the Act.⁴ Additionally, the committee relied on information provided by the constituent institutions, information shared with the president and/or members of the Board of Governors, and on relevant articles and media stories published in the past year.

With the requirements of the Act in mind, this report provides background on and context for free speech and free expression at UNC System constituent institutions, highlights experiences at our institutions over the past year, identifies some key findings by the committee, and offers recommendations that are aimed at providing more awareness and transparency on issues related to free speech and free expression. The report is effectively a “well visit” that requires campuses and the UNC System to review annually free expression related activities on our campuses. We take stock, consider lessons learned, and signal direction for the future of fostering free expression.

Specifically, as will be further detailed in this report, the committee found that:

¹ Because of the additional protections afforded to K-12 institutions under the First Amendment, the North Carolina School for Science and Math, the University of North Carolina School of the Arts for its high school students, and any lab schools operated by a constituent institution are not included within the scope of the report. Even so, these institutions are expected to comply with Article 36 of Chapter 116 to the extent there is not a conflict with relevant First Amendment jurisprudence applicable to K-12 institutions.

² The Restore/Preserve Campus Free Speech Act was enacted in 2017 as [S.L. 2017-196](#) and is codified in the North Carolina General Statutes as Article 36 of Chapter 116.

³ The Act requires the Board of Governors to establish a Committee on Free Expression. [N.C. Gen. Stat. § 116-301](#) (hereinafter G.S.). Section 10.3 of [S.L. 2018-5](#) (“Current Operations Appropriations Act of 2018”) amended G.S. 116-301 to allow the chair of the Board of Governors to designate a standing or special committee of the Board as the Committee on Free Expression.

⁴ [G.S. 116-301\(c\)](#) articulates specific information to be provided in the annual report. See Section IV., herein, for more information.

1. The constituent institutions remain committed to promoting and protecting free speech and free expression;
2. Disruptions and interference at scheduled expressive events have been minimal;
3. Constituent institutions have developed and utilized mechanisms for receiving, investigating, and resolving complaints regarding alleged free expression policy violations;
4. The constituent institutions are regularly providing information to campus constituencies about rights and responsibilities associated with expression on campus through policies, training, and other outreach;
5. The Foundation for Individual Rights in Education (FIRE), which rates college and university speech policies, has awarded its highest rating (“green light”) to 15 UNC System constituent institutions—*up from the 14 UNC System constituent institutions reported last year.*⁵
6. No reporting constituent institutions have incurred expected or unexpected financial costs related to security surrounding speakers or expressive events on campus; and
7. Constituent institutions continue to accept the recommendations for improvement contained in last year’s report by taking actions such as thematic branding of free and open discourse, working to update and improve policies and ensuring that all student groups needing faculty or staff support can have it, and creating and maintaining “one stop” destination websites for fostering free expression on campus.

The committee acknowledges that the UNC System’s constituent institutions have a long record of hosting events without significant disruption or interference, and many successful events tend not to garner significant publicity or public attention. That tradition continues.

In addition to work happening on each individual campus, the University’s collection of Responsible Officers, which are designated to ensure compliance with [Section 1300.8](#) of the UNC Policy Manual, have also engaged cooperatively to create and improve resources regarding free expression within the University system. The UNC System Office continues to maintain and update a webpage dedicated to providing information and resources related to free speech and free expression within the University.⁶ Finally, new initiatives are underway systemwide. The committee is pleased to inform the

⁵ See Foundation for Individual Rights in Education’s Speech Code Rating Database, https://www.thefire.org/resources/spotlight/?x=&speech_code=Green&y=NC&institution_type=Public&speech_code_advanced=Green&y_advanced=NC#search-results.

⁶ See UNC System Office “Campus Speech and Free Expression” website <https://www.northcarolina.edu/campus-free-speech>.

North Carolina General Assembly, the governor, and the public about certain Board- and System Office-level efforts to foster and facilitate free and open debate across the UNC System in accordance with the law.

II. Background

A. University Commitment to Free Speech and Free Expression

As the nation's first public university, the UNC System affirms its long-standing commitment to free speech and free expression for its students, faculty members, staff employees, and visitors under the First Amendment of the U.S. Constitution and Article 1, Section 14 of the North Carolina Constitution. The University and its constituent institutions protect and promote these freedoms, consistent with First Amendment jurisprudence.⁷ Through its policies, the University has expressly established that no employment decision or academic decision shall be based on the exercise of these constitutional rights.⁸

B. Restore/Preserve Campus Free Speech Act

Through statute, the General Assembly has affirmed that the primary function of the UNC System and each of its constituent institutions is the discovery, improvement, transmission, and dissemination of knowledge by means of research, teaching,

⁷ See, e.g., Sections 601, 604, and 608 of *The Code of the University of North Carolina ("The Code")*. See also Sections 101.3.1, 300.1.1., 300.2.1, 700.4.2, and 1300.8 of the UNC Policy Manual.

⁸ See Sections 601, 604, and 608 of *The Code*. See also Sections 101.3.1, 300.1.1, 300.2.1, 700.4.2 of the UNC Policy Manual.

⁹ See *Sweezy v. New Hampshire*, 354 U.S. 234, 250 (1957).

¹⁰ Section 600(1) of *The Code*. See also Section 700.4.2 of the UNC Policy Manual.

¹¹ Section 600(3) of *The Code*. See also Section 700.4.2 of the UNC Policy Manual.

¹² *Keyishian v. Board of Regents, State Univ. of N.Y.*, 385 U.S. 589, 603 (1967).

discussion, and debate. To fulfill this function, each constituent institution must strive to ensure the fullest degree of intellectual freedom and free expression. According to G.S. 116-300(2), “it is not the proper role of any constituent institution to shield individuals from speech protected by the First Amendment, including, without limitation, ideas and opinions they find unwelcome, disagreeable, or even deeply offensive.”¹³

The General Assembly has also established several requirements for the Board of Governors, the UNC System, and its constituent institutions regarding free expression. In response, the Board of Governors has designated a Committee on Free Expression¹⁴ and adopted a University-wide free expression policy which, among other elements, maintains institutional neutrality.¹⁵ A copy of the policy is linked [here](#). Additionally, the University meets its statutory obligations by providing training for institutional officers and administrators charged with responsibilities for compliance with the Act and coordinating campus-based training (“Responsible Officers”) and publishing this annual report. A list of current Responsible Officers is available at this [link](#).

III. Discussion of Free Speech and Free Expression at the University During the 2022-23 Academic Year and Committee Findings

Pursuant to the Act, the University’s policy, and the Board’s interest in a broad review of free expression across the University, the committee received information from responding constituent institutions in nine areas. The questions and summaries of the institutional responses are provided below.

¹³ [G.S. 116-300\(2\)](#).

¹⁴ Section 10.3 of [S.L. 2018-5](#) (Current Operations Appropriations Act of 2018), which became law on June 12, 2018, amended the requirements for the committee to allow the chair of the Board of Governors to designate a standing or special committee of the Board as the Committee on Free Expression. See <https://www.ncleg.net/Sessions/2017/Bills/Senate/PDF/S99v6.pdf>. The chair of the Board of Governors has designated the Committee on University Governance as the statutorily mandated Committee on Free Expression.

¹⁵ In this context, “institutional neutrality” specifically means only that “the constituent institution may not take action, as an institution, on the public policy controversies of the day in such a way as to require students, faculty, or administrators to publicly express a given view of social policy.” [G.S. 116-300\(3\)](#).

QUESTIONS SENT TO THE CONSTITUENT INSTITUTIONS	SUMMARY OF INSTITUTIONAL RESPONSES
(1) A description of any barriers to or disruptions of free expression within the constituent institution, including specific incidents and/or particularized complaints. ¹⁶	<ul style="list-style-type: none"> • No constituent institution reported an institutional barrier or disruption of free expression during the academic year. • Notwithstanding the foregoing, UNC-Chapel Hill notes that several events held there inspired robust counter-protests, but none of the counter-protests impaired the scheduled events. • The issue of a “heckler’s veto” occurred twice at North Carolina A&T.
(2) A description of the administrative handling and discipline relating to disruption or barriers identified in response to (1). ¹⁷	<ul style="list-style-type: none"> • No responding institutions had administrative action to report.
(3) Identification and description of any difficulties, controversies, and successes in maintaining a posture of administrative and institutional neutrality about political or social issues. ¹⁸	<ul style="list-style-type: none"> • The responding institutions reported consistently that the work of free expression went on. • The responding institutions consistently reported steady and regular efforts to foster a culture of free expression. • UNC-Chapel Hill noted the phenomenon where counter protestors to a particular event objected to the policy of preventing counter protestors from shouting down the scheduled speakers, i.e., exercising the “heckler’s veto.” • FSU experienced an instance where it received extensive pressure from outside sources to discipline an employee for communicating a non-job-related opinion on the employee’s personal X page (formerly Twitter) that criticized a former leader of a foreign government.

	<p>The X-posting became viral and FSU declined to discipline or otherwise interfere with the employee’s social media speech, except to advise the employee not to attribute his statements to the University.</p>
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¹⁶ [G.S. 116-301\(c\)\(1\)](#) and Section 1300.8, VIII.C.1 of the UNC Policy Manual.

¹⁷ [G.S. 116-301\(c\)\(2\)](#) and Section 1300.8, VIII.C.2 of the UNC Policy Manual.

¹⁸ [G.S. 116-301\(c\)\(3\)](#) and Section 1300.8, III and VIII.C.3 of the UNC Policy Manual.

QUESTIONS SENT TO THE CONSTITUENT INSTITUTIONS	SUMMARY OF INSTITUTIONAL RESPONSES
(4) Any assessments, criticisms, commendations, or recommendation the constituent institution would like the committee to consider in preparing the annual report. ¹⁹	<ul style="list-style-type: none"> Multiple campuses noted that the Board of Governors' amendment to Section 300.5.1 have created angst among faculty and staff for fear of saying "the wrong thing in interviews..." Another campus suggested additional guidance regarding the implementation of Section 300.5.1 to supplement the guidance available here.
(5) Confirmation of whether the institution fulfilled the University policy requirements to disseminate information about institutional policies during the 2022-23 academic year.	<ul style="list-style-type: none"> All responding institutions indicated that they had disseminated information as required by policy.
(6) Identification of representative institutional policies that reinforce commitment to free speech and free expression (e.g., academic freedom, tenure regulations, facilities use, etc.).	<ul style="list-style-type: none"> Many institutions reported amending or adopting policies, including facilities use policies, student codes of conduct, and student organization policies or referenced back to having previously undertaken those efforts in prior years. UNC-Chapel Hill's Board of Trustees passed a resolution affirming the University's commitment to The freedom of speech on campus.

¹⁹ [G.S. 116-301\(c\)\(4\)](#) and Section 1300.8, VIII.C.4 of the UNC Policy Manual.

QUESTIONS SENT TO THE CONSTITUENT INSTITUTIONS	SUMMARY OF INSTITUTIONAL RESPONSES
<p>(7) Examples of speakers or other events that have been held at the institution during the 2022-23 academic year.</p>	<ul style="list-style-type: none"> • Institutions provided representative samplings of events and all institutions reported multiple speakers or free expression events during the academic year. • UNC-SA appears to lead the campuses on this front, reporting over 300 performances a year that embody free speech and expression. • Several institutions reported instances of speakers engaging in free expression on campus without invitation or registration. • UNC-Chapel Hill offered these examples: Project Genocide put on an anti-abortion display, which inspired students to mount a counter-protest. Jeffrey Ventrella from the Alliance Defending Freedom spoke at UNC School of Law and attracted counter-protestors. Former Vice President Mike Pence spoke, as invited by the College Republicans, and held a full-capacity event in the Carolina Union, while others, including the Young Democrats, held a protest outside the venue. • North Carolina A&T's list of examples is particularly lengthy. • East Carolina University identified 51 different events.

<p>(8) Identification of communications, trainings, or other educational outreach regarding free speech and free expression that have been provided during the 2022-23 academic year.</p>	<ul style="list-style-type: none"> • All institutions identified free expression communications, trainings, or outreach that had taken place during the academic year. UNC-Chapel Hill provided a succinct account of its efforts on this front: The Political Science Department hosted a talk entitled “Can We Talk? Student Thoughts on Free Expression at UNC.” A panel of UNC students discussed free expression on campus and their thoughts on recently completed research on this topic by UNC professors. The UNC Center for Media and Law hosted its annual First Amendment Day on September 21, 2022, to educate and inform the university community about free speech and the university’s role as a marketplace of ideas. The Program for Public Discourse in the College of Arts & Sciences sponsors the Abbey Speaker Series and other events designed to promote civil discourse. Four times each year, the Abbey Speaker Series brings experts from different disciplines and fields to campus to foster productive dialogue on timely issues across a range of perspectives. The events were free and open to the public.
<p>(9) Information about security and other costs associated with protecting and affirming free expression on campus.</p>	<ul style="list-style-type: none"> • Institutions report either no or minimal additional security costs associated with expressive events.

As a result of the information gathered, it appears again this year that (1) the constituent institutions remain committed to promoting and protecting free speech and free expression; (2) disruptions and interference at scheduled speaking or expressive events have been minimal over the past year; (3) the constituent institutions continue to work to provide information to various campus constituencies about rights and responsibilities associated with speech and expression on campus

through policies, training, and other outreach; (4) the Foundation for Individual Rights in Education (FIRE), which rates college and university speech policies, has awarded its highest rating (“green light”) to 15 of 16 UNC System constituent higher education institutions—up from 14 reported last year; and (5) no constituent institutions have reported incurring meaningful additional costs related to security surrounding speakers or expressive events on campus, likely due to the use of virtual platforms.

IV. Implementation of Past Report Recommendations

Constituent institutions reported a variety of processes and resources that have been introduced or improved to implement recommendations from the committee’s 2022-23 free expression annual report.

V. New Initiatives & Committee Recommendations for 2023-24

The committee recognizes that there are always opportunities for improving the University’s commitment to free speech and free expression.

This annual report provides a welcome opportunity to consider options that will demonstrate our System-wide leadership and action in support of free speech and free expression. The committee therefore offers these recommendations for consideration for implementation by the UNC System Office:

1. Continue to foster opportunities for free speech and free expression among campus communities that are geographically disconnected due to social distancing guidelines.
2. Continue to adapt traditional free expression expectations within increased virtual instruction and online interaction.
3. Continue to provide training to constituent institution administrators who have transitioned into the Responsible Officer title.
4. Continue to foster a culture of conversation among all stakeholders about the importance of free expression. High repetition of low intensity reminders pays dividends in the way that all campus stakeholders consider the importance of free expression in their daily lives.
5. Seek universal “green” status across the UNC System from FIRE. We have one more to go.
6. Monitor implementation of the Compelled Speech Policy and specific, concrete questions as they arise in consultation with the Division of Legal Affairs.

V. Conclusion

The committee continues to support the UNC System Office’s and the constituent institutions’ work and efforts in promoting and protecting free speech and free expression, increasing awareness and understanding of the broad protections for speech and expressive activities on campus, and taking action, when needed, to prevent substantial disruption or interference in scheduled events.

The annual obligations that produce this report effect a culture of periodic “well visits” checking into the health of free expression on our campuses. This report confirms that the transparency and accountability required by the originating legislation are having their desired effect. While the content of this report remains consistent generally year over year, the report serves as an annual “well visit” for the state of discourse at the University. The reporting and survey responses document that the importance of free expression is at the fore of our responding campuses’ minds and creating neutral forums in which diverse thought is fostered has become a habit at our campuses and within the committee itself.

Accepted by the UNC Board of Governors Committee on University Governance, the designated Board Committee on Free Expression on September 13, 2023.

AGENDA ITEM

A-5. NC Teaching Fellows Commission Appointments..... Kellie Blue

Situation: The Board of Governors of the University of North Carolina System has three vacancies to the North Carolina Teaching Fellows Commission for partial terms ending on June 30, 2024.

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 for appointment to the commission:

Taleek Harley – Beginning Teacher – Purnell Swett High School Horticulture Teacher

Debra Powell – Board of Education Member – Wilson County

Patrick Brennan – Representative of Business and Industry – VP of Public Policy and Government Relations at Learning Ally

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

Beginning Teacher: Taleek Harley

Taleek Harley is a 2022 graduate of NC State University. He holds bachelor of science in agricultural education with a concentration in horticultural science and is a former North Carolina Teaching Fellow. Harley is currently entering his second year as a horticulture teacher at his alma mater of Purnell Swett High School in Robeson County. A published author, Harley, is currently pursuing his master's degree in agriculture education at NC State. During his undergraduate time at NC State, Harley served as a College of Agriculture and Life Science senator, was vice chair of the student government committee on government relations and oversight, served as a diversity and education ambassador, and served on several university hiring committees. Harley also worked as a student coordinator for multicultural student affairs and served as a North Carolina Cooperative Extension intern.

Local Board of Education Member: Debora Powell

Reverend Dr. Debora Powell attended East Carolina University where she received a bachelor of science in special education with a minor in psychology. While attending ECU, she was initiated into the Eta Mu Chapter of Sigma Gamma Rho Sorority, Incorporated, and gained a legacy of sisterhood and service that continues today. She earned her master of education degree from Grand Canyon University and doctor of philosophy in Christian counseling through the Accredited Institute of Higher Learning through Wilson Chapel Church. A retired educator, Powell taught in Randolph, Robeson, Wilson, Wake, and Nash-Rocky Mount Schools. She was first elected to the Wilson County Board of Education in 2014 and subsequently re-elected in 2018 and 2022. Powell serves on the Boards for the St. John Community Development Corporation, Incorporated and for Dee's House both located in Wilson, North Carolina. She is on the Committee for Persons with Disabilities, a Guardian Ad Litem, the chaplain for the Beta Zeta Sigma Chapter of Sigma Gamma Rho Sorority, Incorporated, and has served as a mentor for H.E.R. Pride of Wilson County Schools. She also served as the liaison between Wilson County Schools and the WAGES Foster Grandparent Program.

Business/Industry Representative: Patrick Brennan

Patrick Brennan is a product of the North Carolina Public School System and the son of North Carolina educators. His mother taught ninth grade science at Kernersville's East Forsyth High School for many years. His grandmother was educated at the University of North Carolina's College for Women (now the University of North Carolina at Greensboro), and she taught fifth grade for more than 20 years. In his professional capacity, he serves as the vice president of public policy and government relations at Learning Ally, a non-profit dedicated to providing audiobooks that aide in the development of reading skills for students in special education. In this capacity, Brennan works nationwide with the legislatures, departments of education, and governors who have trusted Learning Ally to serve their struggling readers. Brennan is passionate about making sure that students and teachers are the beneficiaries of taking research to practice. Brennan is a member of the board of directors of the UCSF Dyslexia Center. He also serves on the board of directors of the Strategic Education Research Partnership in Washington, DC. He graduated from Wake Forest University with a BA in political science and from the University of North Carolina at Chapel Hill's Kenan-Flagler Business School with an MBA in finance.

AGENDA ITEM

A-6. North Carolina State Education Assistance Authority Board of Directors Appointments... Kellie Blue

Situation: The North Carolina State Education Assistance Authority (NCSEAA) Board of Directors has two vacancies.

Background: The North Carolina State Education Assistance Authority is a political subdivision of the state, governed by a nine-member board of directors. Members are appointed for terms of four years, with the exception of the chief financial officers of the University of North Carolina System and the North Carolina Community College System, who each serve in the capacity as an *ex officio* member.

The University of North Carolina Board of Governors has seven appointments to the NCSEAA Board of Directors. G.S. 116-203(b)(1)(a)(3) states that one member shall have expertise in finance. G.S. 116-203(b)(1)(a)(2) states that one member shall be a chief financial officer or chief administrative officer from a nonpublic school that enrolls students receiving scholarship funds pursuant to Part 2A of Article 39 of Chapter 115C of the General Statutes.

Assessment: Currently, there are two vacancies to be appointed by the Board of Governors. Jim Rose is recommended to fill a partial term ending January 15, 2025, for the seat of expertise in finance. Beth Anderson is recommended to fill the seat of CFO/CAO of a nonpublic school participating in the Opportunity Scholarship Program for a term ending January 15, 2026. 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.

Jim Rose

Jim Rose serves as president of North Carolina for United Community Bank. Rose has over 35 years of experience in banking. Rose is currently the chairman of the board of directors for Delta Dental Insurance of North Carolina. He served as for six years as a director for the North Carolina Rural Center, and as vice chairman of the North Carolina State Board of Community Colleges. Rose earned his bachelors from Wake Forest University with honors. Rose also graduated from ABA's Stonier Graduate School of Banking at Georgetown.

Beth Anderson

Beth Anderson is the executive director of Hill Learning Center in Durham, North Carolina. Founded in 1977, Hill Learning Center is a hub for equitable and differentiated, research-based practices for supporting students with learning differences and/or attention challenges. From 2007-2014, Anderson was a senior leader at Teach For America. Anderson is currently on the board of the Core Knowledge Foundation and the advisory board for CASE. Anderson is a graduate of Leadership Triangle and a member of the Pahara-Aspen Education Fellowship Spring 2016 cohort. Anderson holds a BA in Classics from Williams College and an MBA from Stanford's Graduate School of Business.