

November 13, 2024 at 11:15 a.m.
Via Videoconference and PBS North Carolina Livestream
UNC System Office
223 S. West Street, Room 1809
Raleigh, North Carolina

AGENDA**OPEN SESSION**

- A-1. Approval of the Open Session Minutes Alex Mitchell
 - a. September 5, 2024
 - b. September 11, 2024
- A-2. UNC Healthcare System Board of Directors Appointments Peter Hans
- A-3. University of North Carolina at Charlotte Board of Trustees Appointment Joel Ford
- A-4. Best Practices on Campus Conduct Policies Andrew Tripp

CLOSED SESSION

- A-5. Approval of the Closed Session Minutes of September 5, 2024 Alex Mitchell
- A-6. Legal Affairs Report Andrew Tripp

OPEN SESSION

- A-7. 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:
 - To consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action for the following case:
 - *Christy Michelle Vaughn v. North Carolina State University, North Carolina Agricultural and Technical University, North Carolina Cooperative Extension, and North Carolina 4-H Youth Development Program*
IC File No. TA032085

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

DRAFT MINUTES

September 5, 2024, at 1:30 p.m.
Via Videoconference and PBS North Carolina Livestream

This meeting of the Committee on University Governance was presided over by Chair Alex Mitchell. The following committee members, constituting a quorum, were present by videoconference or phone: Pearl Burris-Floyd, C. Philip Byers, Joel Ford, Randy Ramsey, and Michael Williford.

Also participating were Chancellor Karrie Dixon and Chancellor Todd Roberts. Chancellor Brian Cole was absent.

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 1:30 p.m. on Thursday September 5, 2024. The open session minutes from the July 24, 2024, meeting were approved by unanimous consent.

2. 2023-24 Committee on University Governance Annual Report (Item A-2)

Chair Mitchell reviewed the 2023-24 annual report for the Committee on University Governance. The chair then called for a motion to approve the annual report for submission to the full Board of Governors.

MOTION: Resolved, that the Committee on University Governance approve 2023-24 committee annual report and submit to the full Board of Governors.

Motion: C. Philip Byers

Motion carried

3. Resolution on Security Clearance Requirements (Item A-3)

Chair Mitchell reminded the committee of the need for a Department of Defense annual security clearance resolution and called for a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the annual security clearance resolution.

Motion: C. Philip Byers

Motion carried

4. North Carolina Agricultural & Technical State University Board of Trustees Appointment (Item A-4)

Chair Mitchell called on Governor Pearl Burris-Floyd to present her nominee for a vacancy on the North Carolina A&T Board of Trustees. Governor Burris-Floyd made a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve appointment of Sean Suggs to the North Carolina Agricultural and Technical State University Board of Trustees for a partial term vacancy ending June 30, 2025, and recommend to the full Board of Governors for a vote.

Motion: Pearl Burris-Floyd

Motion carried

5. Western Carolina University Board of Trustees Appointment (Item A-5)

Chair Mitchell called on Governor Byers to present his nominee for an appointment to a partial term vacancy on the Western Carolina Board of Trustees. Governor Byers spoke on his nominee and called for a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the appointment of Susan Strum to the Western Carolina University Board of Trustees to fill a partial-term vacancy ending June 30, 2025, and recommend to the full Board of Governors for a vote.

Motion: C. Philip Byers

Motion carried

6. North Carolina School of Science and Math Board of Trustees Appointment (Item A-6)

Chair Mitchell introduced his nominee for a partial term vacancy on the North Carolina School of Science and Mathematics and called for a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the appointment of William “Billy” Pizer to the North Carolina School of Science and Mathematics to fill a partial-term vacancy ending on June 30, 2025, and recommend to the full Board of Governors for a vote.

Motion: Alex Mitchell

Motion carried

7. Annual Report on Free Speech and Free Expression Within the University of North Carolina System (Item A-7)

Chair Mitchell called on Senior Vice President and General Counsel, Andrew Tripp, to review the Annual Report on Free Speech and Free Expression Within the University of North Carolina System. Once Mr. Tripp concluded his report, Chair Mitchell called for a motion to approve the report.

MOTION: Resolved, that the Committee on University Governance approves the Annual Report on Free Speech and Free Expression Within the University of North Carolina System.

Motion: C. Philip Byers
Motion carried

8. Closed Session

The chair asked for a motion 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 is not considered a public record within the meaning of Chapter 132 of the General Statutes; and to consult with our attorney to protect attorney-client privilege; Pursuant to G.S. 143-318.11(a)(1) and (3).

Motion: Michael Williford
Motion carried

THE MEETING MOVED INTO CLOSED SESSION AT 1:41 p.m.
(The complete minutes of the closed session are recorded separately.)

THE MEETING RESUMED IN OPEN SESSION AT 1:47 p.m.

9. Adjourn

There being no further business and without objection, the meeting adjourned at 1:47 p.m.

Michael Williford, Secretary

DRAFT MINUTES

September 11, 2024 at 10:15 a.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 Alex Mitchell. The following committee members, constituting a quorum, were present in person: Pearl Burris-Floyd, C. Philip Byers, Joel Ford, Randy Ramsey, and Michael Williford.

Also participating were Chancellor Brian Cole, Chancellor Todd Roberts, and Chancellor Karrie Dixon.

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

1. Report on the Implementation of Section 300.8.5 of the UNC Policy Manual, *Equality Within the University of North Carolina* (Item A-1)

The chair called the meeting to order at 10:15 a.m. on Wednesday, September 11, 2024. The chair called on Senior Vice President and General Counsel Andrew Tripp to give a presentation on the implementation of the requirements laid out by Section 300.8.5 of the UNC Policy Manual, *Equality Within the University of North Carolina*.

2. Adjourn

There being no further business and without objection, the meeting adjourned at 10:34 a.m.

Michael Williford, Secretary

AGENDA ITEM

A-2. UNC Healthcare System Board of Directors Appointments Peter Hans

Situation: There are three seats up for reappointment on the UNC Health Board of Directors. The committee will consider confirmation of President Hans' appointments to these vacancies.

Background: The board of directors of UNC Health is composed of 25 members, five of which are ex-officio members, including the president of the UNC System (or the president's designee) and the chancellor of the University of North Carolina at Chapel Hill. The remaining 20 members of the board are members at-large, and 12 of those members are appointed by the president of the UNC System and confirmed by the Board of Governors.

Assessment: President Hans recommends that the Board of Governors confirm the reappointment of Tracy Leinbach, Ward Nye, and Deborah Murray for terms beginning November 1, 2024, ending October 31, 2028, to the UNC Healthcare System Board of Directors. These appointments are pursuant to G.S. 116-350.10(a)(3) as recommended by the President of the University of North Carolina. Biographical information of the appointees is included below.

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

Tracy Leinbach

Tracy Leinbach most recently served as executive vice president and chief financial officer for Ryder System Inc., where she has served in various executive roles since 1998. Ms. Leinbach is a board member of Hasbro Inc., where she previously served as the chairman of the board, chair of the Audit Committee, and chair of the Governance and CSR committee. She was also a board member of Veritiv Corporation, where she chaired the Compensation and Leadership Development Committee and the Nominating and Governance Committee. Ms. Leinbach previously was a member of the GuideWell Mutual Holding Company, where she served as lead director, chaired the Finance and Investment Committee, and was a member of the Audit and Compliance Committee. She currently sits on the board of privately held companies STG Logistics and ATRG Inc. She is a past vice chairman and board member of the FirstHealth of the Carolinas, and past chair of the Audit Committee and board member of Forward Air Corporation. Ms. Leinbach earned a bachelor's degree from the College of William and Mary and an MBA from Kenan-Flagler Business School at the University of North Carolina at Chapel Hill.

Deborah Murray

Deborah Murray is founder and CEO of Carpe DM, LLC, a strategy, leadership, and economic development consulting firm and founding president and CEO of Caldwell 20/20, a public/private partnership formed in 2009 to focus on strategic and holistic economic development in Caldwell County. She became executive director of Caldwell's EDC in 2011 and served through 2022 directing the county's economic development efforts. Previously Ms. Murray was publisher of several award winning daily and weekly newspapers in metro Atlanta and later in Lenoir, North Carolina. Ms. Murray was very active in economic development, health care, and education organizations in Atlanta for over 20 years. She currently serves on the board of directors of Caldwell Community College & Technical Institute Foundation and Caldwell Hospice Foundation. She served eight years on the Caldwell Memorial Hospital board of trustees. Ms. Murray studied urban development and earned her degree at American University in Washington, D.C. and has held many professional certifications including licensed Realtor. She received the SunTrust Gold Star Award for Education in 2005, the Duke Energy Dysart Award in 2008, and the Caldwell EDC Herman Anderson Award in 2020.

Ward Nye

C. Howard "Ward" Nye has served as chairman of the board of Martin Marietta since 2014, as chief executive officer and a director since 2010, and as president since 2006. Mr. Nye previously served as chief operating officer from 2006 to 2009. Prior to joining Martin Marietta in 2006, Mr. Nye spent nearly 13 years in a series of increasingly responsible positions with Hanson PLC's North American building materials business. Since 2018, he has been a member of the board of directors of General Dynamics Corporation (NYSE:GD), a global aerospace and defense company. In 2019, *Forbes* magazine recognized Mr. Nye as one of America's Most Innovative Leaders; he was previously recognized by both *Aggregates Manager* magazine as AggMan of the Year and *Pit & Quarry* magazine as a Hall of Fame inductee. In addition to his educational, professional, executive, and related roles, he is a past chairman of the board of the National Stone, Sand & Gravel Association (NSSGA), the American Road & Transportation Builders Association (ARTBA), and the North Carolina Chamber. Mr. Nye is also a member of the board of directors of the United States Chamber of Commerce. He has served numerous other state, local, and/or philanthropic organizations including on the boards of directors of the UNC Health System and the Research Triangle Foundation and on the board of governors of the Research Triangle Institute. He received a bachelor's degree from Duke University and a law degree from Wake Forest University.

AGENDA ITEM

A-3. University of North Carolina at Charlotte Board of Trustees Appointment..... Joel Ford

Situation: Christine Katziff resigned from the board effective Friday October 25, 2024, creating a vacancy on the board of trustees.

Background: Christine Katziff's resignation from the UNC Charlotte Board of Trustees on Friday October 25, 2024, leaves one vacancy on the board of trustees. The partial term vacancy is from November 14, 2024, to June 30, 2027.

Assessment: Thomas Scrivener is nominated to fill the vacancy as a result of Christine Katziff's resignation. The partial term ends June 30, 2027. Biographical information is below.

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

Thomas Scrivener

Tom Scrivener is Chief Operations Executive for Bank of America and is a member of the company's executive management team. In this role, Scrivener is responsible for delivering integrated operations solutions for all lines of business, staff support areas and the broader enterprise, including operations teams in our global regions. He also led the bank's Paycheck Protection Program (PPP) Forgiveness program. A passionate advocate for education, Scrivener serves on the UNC Charlotte Board of Visitors, the Charlotte-Mecklenburg Schools Foundation, and Communities in Schools. He holds a bachelor's degree in economics from the University of California, Santa Barbara.

AGENDA ITEM

A-4. Best Practices on Campus Conduct Policies..... Andrew Tripp

Situation: Considering recent mass gatherings on the campuses of the constituent institutions of the University of North Carolina, President Peter Hans and Board leadership directed that the Division of Legal Affairs survey existing practices at institutions regarding how these mass gatherings and related student conduct matters are resolved.

Background: The policies concerning campus gatherings and student conduct, including but not limited to, Section 700.4.2 of the UNC Policy Manual, *Policy on Student Conduct*, as well as Section 1300.8 of the UNC Policy Manual, *Policy on Free Expression Within the University of North Carolina System*, contain provisions and requirements with the twin aims of safeguarding expressive activity and ensuring the safety of students, faculty, and staff. These policy requirements are largely left to each individual institution of the University to implement. Because of that delegation, institutions have developed slightly different approaches to solving what are common challenges and opportunities faced by all 17 institutions. It is likely that one, or several, of the institutions' innovative thinking might benefit their sister institutions and better inform best practices across the University.

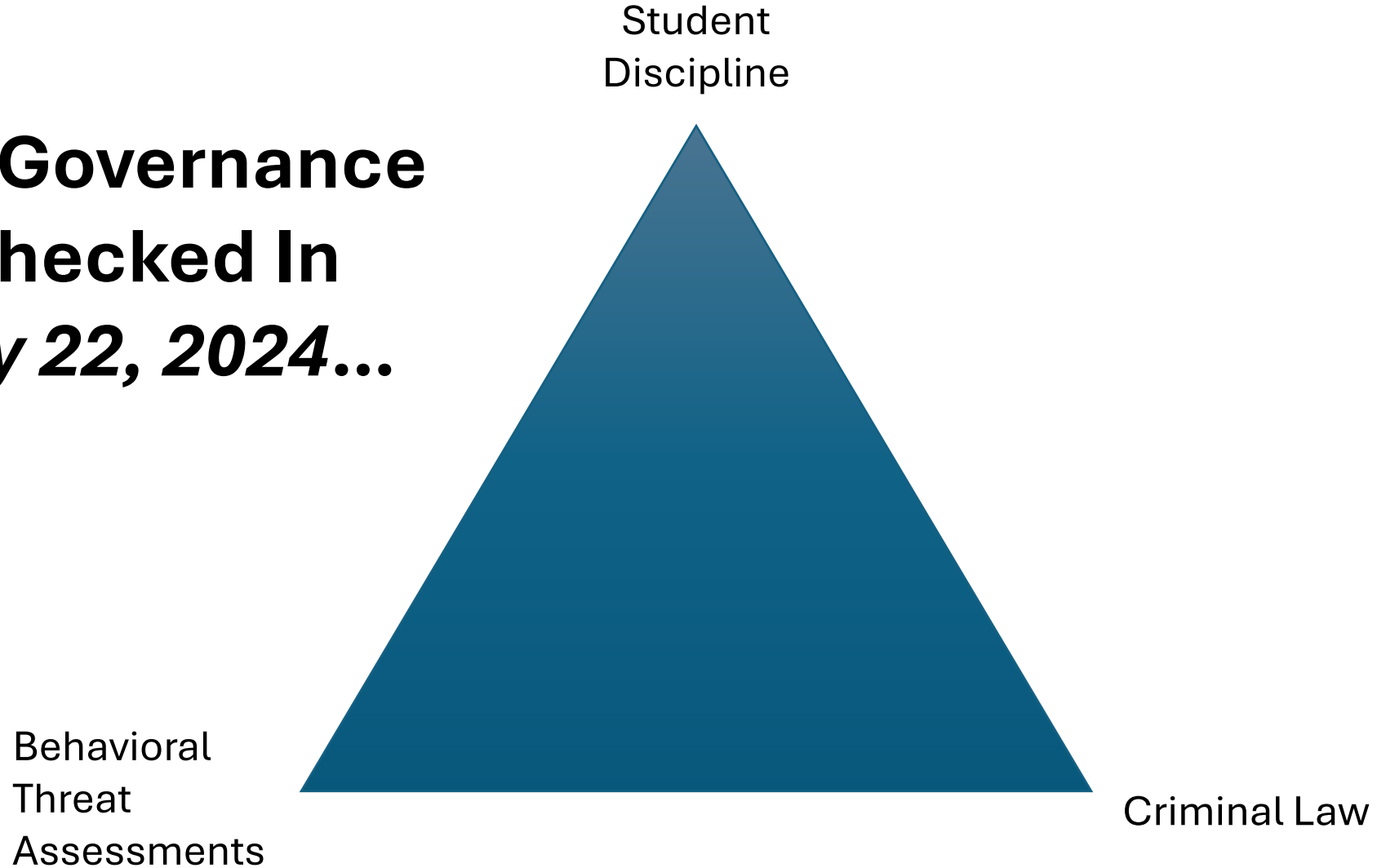
Assessment: The Division of Legal Affairs has identified several practices that chancellors might review and consider in the context of the unique challenges their respective campuses face. Senior Vice President and General Counsel Andrew Tripp will present on these practices for discussion by the committee. Hard copies of the presentation will be available at the meeting, and posted to BoardEffect thereafter

Action: This item is for discussion only.

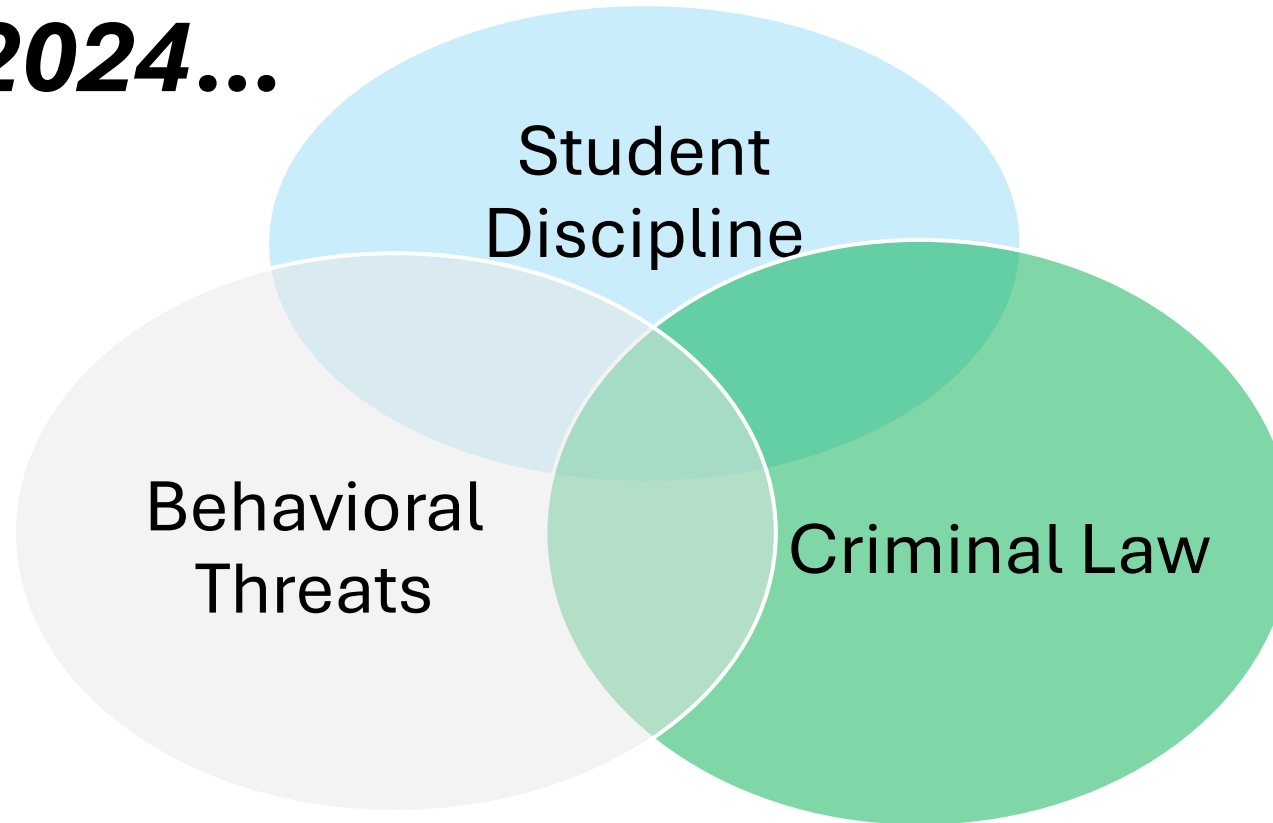
Best Practices for Campus Conduct Policies

Committee on University Governance
November 13, 2024

When Governance Last Checked In on *May 22, 2024...*



When Governance Last Checked In on *May 22, 2024...*



Overview of Methodology

- Directive from President Hans and Board Leadership.
- Division of Legal Affairs conducts survey.
- Survey reveals certain best practices.
- This presentation discusses identified best practices.
- Committee free to discuss and provide further direction.

Required Prior Notice of Gatherings and Demonstrations

Practice No. 1: Require Prior Notice for Use of Indoor
Space & High Traffic Outdoor Space

Advantages: Allows campuses to plan for crowd safety
and management

Protect Access to Classrooms & Night Time Safety

Practice No. 2:	Restrict gatherings within 50 feet of classroom entrances and regulate overnight camping.
Advantages:	Ensures ingress & egress to classrooms & decreases risk of nighttime safety incidents

Campus Safety Official is Final Decision Maker

- Practice No. 3: Ensure that chancellor's highest designee for questions regarding campus gatherings, reservations, etc., serves in the public safety space.
- Advantages: Public safety is job No. 1, but campus gatherings often touch multiple campus divisions.

Equal Treatment of Misconduct on Another Campus

- Practice No. 4: If a UNC System student engages in misconduct at another system school, he or she faces student discipline at his or her enrolled school.
- Advantages: We are one System, and it is unacceptable for a UNC student to break the rules at any of our schools.

Violation of State or Federal Law is a Violation of Student Conduct

- Practice No. 5: If a UNC System student violates state or federal law, that violation also constitutes a violation of student conduct.
- Advantages: This will ensure campuses can efficiently address student misconduct without diverting resources and dragging out processes.

Professionally-Employed Student Conduct Staff

Practice No. 6: Ultimate questions of student discipline should be decided by professional employees of the campus.

Advantages: Professionalized student conduct processes ensure for the student and the University that conduct matters are processed and adjudicated fairly and swiftly.

Next Steps & Discussion:

- The Board might seek feedback from Chancellors on why versions of these practices are or are not appropriate for a particular campus.
- The Board could direct President Hans to work with chancellors to model their campus websites in a manner similar to how UNC Chapel Hill has created a one-stop source for information regarding student gatherings and student discipline...
- With greater visibility on the rules for each campus, the Board could better judge the appropriate next steps.