

May 14, 2025 at 12:30 p.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 of April 9, 2025 Alex Mitchell
- A-2. 2025 UNC System Boards of Trustees Appointments Alex Mitchell
- A-3. North Carolina Arboretum Board of Directors Appointments.....Joel D. Ford
- A-4. Department of Defense Security Clearance Resolution.....Alex Mitchell
- A-5. Proposed Revisions to Chapter III, Section 301, of *The Code*.....Alex Mitchell

CLOSED SESSION

- A-7. Approval of the Closed Session Minutes of April 9, 2025..... Alex Mitchell
- A-8. Legal Affairs Report..... Andrew Tripp

OPEN SESSION

- A-9. 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.

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

DRAFT MINUTES

April 9, 2025 at 12:15 p.m.
Via Videoconference and PBS North Carolina Livestream
UNC System Office
223 S. West Street, Room 1809
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 also present in person: Randall C. Ramsey, Michael Williford, Joel D. Ford, and C. Philip Byers. Pearl Burris-Floyd was absent.

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

The chair called the meeting to order at 12:15 p.m. on Wednesday, April 9, 2025. The open session minutes from the January 29, 2025, meeting were approved by unanimous consent.

2. PBS North Carolina Board of Trustees Appointments (Item A-2)

Chair Mitchell called on Vice Chair Ramsey to present a nominee for a vacancy on the PBS NC Board of Trustees.

MOTION: Resolved, that the Committee on University Governance approve the appointment of Katheryn Burchett to the PBS North Carolina Board of Trustees for a partial term ending June 30, 2028, and recommend it to the full Board of Governors for a vote.

Motion: Randall C. Ramsey

Motion carried

3. 2025 UNC System Boards of Trustees Appointments (Item A-3)

Chair Mitchell reviewed the April 2025 slate of UNC System boards of trustees appointments, which include Elizabeth City State University, North Carolina A&T State University, North Carolina School of Science and Mathematics, NC State University, University of North Carolina at Charlotte, University of North Carolina at Greensboro, UNC School of the Arts, Western Carolina University, and Winston-Salem State University (For full list, see APPENDIX A). He further explained that the remaining UNC System boards of trustees appointments would be made at the committee's May meeting.

Chair Mitchell then called on Secretary Williford to present on behalf of Governor Burris-Floyd, her nominees for the Elizabeth City State University Board of Trustees.

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

Motion: Joel D. Ford
Motion carried

Chair Mitchell allowed Secretary Williford to continue on behalf of Governor Burris-Floyd and present her nominees for the North Carolina A&T Board of Trustees, followed by a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominations for appointment and reappointment to the North Carolina Agricultural and Technical State University Board of Trustees and recommend it to the full Board of Governors for a vote.

Motion: Joel D. Ford
Motion Carried

Chair Mitchell then introduced his slate of nominees for the North Carolina School of Science and Mathematics Board of Trustees. The chair asked for a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the slate of nominations for appointment and reappointment to the North Carolina School of Science and Mathematics Board of Trustees and recommend it to the full Board of Governors for a vote.

Motion: C. Philip Byers
Motion carried

Following the previous vote, Chair Mitchell introduced his slate of nominees for the NC State University Board of Trustees. He then asked for a motion of approval.

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

Motion: Michael Williford
Motion carried

The chair called on Governor Ford for his slate of nominees for the University of North Carolina at Charlotte. Chair Mitchell then asked for a motion of approval.

MOTION: Resolved, that the committee on University Governance approve the slate of nominations for the University of North Carolina at Charlotte Board of Trustees and recommend to the full Board of Governors for a vote.

Motion: C. Philip Byers

Motion carried

Chair Mitchell then called on Governor Williford, on behalf of Governor Burris-Floyd again to introduce her nominees for the University of North Carolina at Greensboro.

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

Motion: Joel D. Ford

Motion carried

Next, Chair Mitchell called on Governor Byers to introduce his nominees for the UNC 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 University of North Carolina School of the Arts Board of Trustees and recommend to the full Board of Governors for a vote.

Motion: Joel D. Ford

Motion carried

Governor Byers then introduced his slate of nominees for Western Carolina University. A motion of approval was made.

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

Motion: Joel D. Ford

Motion carried

Chair Mitchell then called on Governor Ford for his recommendations to the Winston-Salem State University Board of Trustees. A motion of 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 to the full Board of Governors for a vote.

Motion: Randall C. Ramsey

Motion carried

4. Department of Defense Security Clearance Resolution (Item A-4)

Chair Mitchell reviewed the resolution before the committee that temporarily exempts Chancellor-Elect Kevin Howell at NC State from requiring an individual security clearance and appoints Interim Vice Chancellor for Research Alyson G. Wilson, as the cleared senior management official for NC State University. The chair called for a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve a resolution for security clearance requirements from the Department of Defense and send to the full Board of Governors for a vote through the consent agenda.

Motion: Michael Williford

Motion carried

5. 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 12:24
(The complete minutes of the closed session are recorded separately.)

THE MEETING RESUMED IN OPEN SESSION AT 12:46 p.m.

There being no further business and without objection, the meeting adjourned at 12:46 p.m.

Michael Williford, Secretary

APPENDICES

Appendix A:

Name	Current Board Member	Notes
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Elizabeth City State University

Stephen Friedrich	Yes	
Art Hall	No	
Wendy Pierce	No	
Denauvo M. Robinson	No	Current member of the College of Albemarle BOT. Resignation effective June 30.

North Carolina A&T State University

Kathy Hairston	No	
Latisha Hamilton-Williams	No	
William Thomas Stanley	No	
Sean Suggs	Yes	

North Carolina School of Science and Mathematics

Warwick Arden	Yes	Ex-officio institution occupant
Alexander Dale	No	CD 7
Michelle Ellwanger	Yes	CD 10
Alec D. Gallimore	Yes	Ex-officio institution occupant
Erin Locklear	Yes	No residency Required
Scott Millar	Yes	CD 5
Ursula Dudley Oglesby	Yes	CD 6
William A. Pizer	Yes	No Residency Required
Thomas Rhodes, Jr.	No	CD1
Carl Ryden	Yes	CD 4
Tonya L. Smith Jackson	Yes	Ex-officio institution occupant
Ray V. Spain	Yes	CD 13
Yvonne Villanueva-Russell	Yes	Ex-officio institution occupant

NC State University

Erik Dixon	Yes	
David Herring	Yes	
Timothy Humphrey	Yes	
Robin Perkins	No	

**University of North Carolina at
Charlotte**

Henry Atkins	No	
David Longo	No	
Alexander "Sasha" Weintraub	Yes	
Dontá Lamar Wilson	Yes	

**University of North Carolina at
Greensboro**

Anita H. Bachmann	Yes	
Margaret P. Benjamin	Yes	
Ernest Grant	Yes	
R. Timothy "Tim" Rice	Yes	

**University of North Carolina School
of the Arts**

Nia Imani Franklin	Yes	
John D. McConnell	No	
Graydon Pleasants	Yes	
John M. Schert	No	

Western Carolina University

Tate Apodaca	No	
Casey M. Cooper	Yes	
Nora L. Finch	No	
Timothy J. Robinson	Yes	

Winston-Salem State University

Todd Collins	No	
Victor Holloway	No	
Bill Miller	Yes	
Carlos Pauling	Yes	

AGENDA ITEM

A-2. 2025 UNC System Boards of Trustees May AppointmentsAlex Mitchell

Situation: Every two years, one-half of the Board of Governors-appointed board of trustee positions require either new appointments or reappointments.

Background: 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.

Assessment: The May slate of candidates for the 2025 trustee selection process is attached.

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

Name	Current Board Member	Notes
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Appalachian State University

Jeff Chesson	Yes	
Jamie Schaefer	No	
Wayne Sumner	No	
William Warren	No	

East Carolina University

Cassie Burt	Yes	
David G. Fussell, Jr.	Yes	
Matthew Crisp	No	
Curtis Struyk	No	

Fayetteville State University

Kimberly Jeffries Leonard	Yes	
Gregory Pinnix	Yes	
Brian Pearce	No	
Al Ragland	No	

North Carolina Central University

		Current member of the Project Kitty Hawk BOT. Resignation effective June 30.
Courtney Crowder	No	
Farad Ali	No	
Michael Goodmon	No	
Ryan Combs	No	

University of North Carolina Asheville

Kelly Davis	Yes	
Stephen De May	Yes	
Amy Hanks	No	
David Meyer	No	

University of North Carolina at Chapel Hill

Rob Bryan	Yes	
Perrin Jones	Yes	
Malcolm Turner	Yes	
Ramsey R. White	Yes	

**University of North Carolina
at Pembroke**

Kenneth Robinette	Yes	
Karen Sampson	Yes	
Sheila Cummings	No	
Carlos Berdecia	No	

University of North Carolina Wilmington

Jeffrey D. Clark	Yes	
Frances "Perry" Trask Chappell	Yes	
Luke Waddell	No	
Dane Scalise	No	

Appalachian State University

Jeff Chesson — Current BOT Member

Jeff Chesson graduated from App State in 1977 with a Bachelor of Science in Business Administration, with a concentration in real estate. In the same year, he earned his North Carolina real estate and insurance licenses and began working in his family's real estate business, The Chesson Agency. Chesson's community involvement includes serving as a member of the charter committee of the Rotary Club of Greater Wilson and the Greenfield School board of directors, as well as volunteering for 35 years at Sugar Mountain Ski Patrol.

Jamie Schaefer

Jamie Schaefer retired as one of the owners and operators of Westglow Resort & Spa in Blowing Rock, NC. Prior to Westglow, Schaefer was a successful real estate broker, property manager, and interior designer in Florida. Schaefer was presented with the Honorary Alumni Award by Appalachian State in 2013. Her service to App State includes collaborating with the design committee of the Schaefer Center for the Performing Arts, serving on the advisory board of An Appalachian Summer Festival, and her continued involvement in programming for the Schaefer Spotlight Series.

Wayne Sumner

Wayne Sumner is the founder and chairman of the board of Jackson Sumner & Associates. Sumner entered the insurance industry in 1975 after graduating from Appalachian State University with a BSBA degree. Sumner served as president of the North Carolina Surplus Lines Association three times. In 2015, Sumner was awarded a lifetime achievement award from the NC Surplus Lines Association. In 2013, Sumner was honored by App State with the opening of the Wayne L. Sumner Broadcast Studio for the new home of the student radio station, WASU. Sumner was a member of the App State Yosef Advisory Board and was also on the advisory council for the App State Communications Department.

William Warren

William Warren graduated from Appalachian State in 1987 with a degree in communications. After graduation, he began his career in pharmaceuticals where he was territory manager and district manager and is currently the South Carolina territory business manager for Proctor & Gamble. Warren serves on the board of the Downtown Church, the Columbia Humane Society, and the Columbia Fitness, Fellowship, and Faith organization. Warren and his wife, Dr. Nori Warren, created the first endowed scholarship in the recently formed Veterinary Technology program. The Warrens giving to Appalachian also includes generous gifts to the Sustainability Department's Food Hub, the Geography Department, a memorial endowment, Laps for Apps, and the Appalachian Fund, and they are also members of the Yosef Club.

East Carolina University

Cassie Burt — Current BOT Member

Cassie Burt worked with Hastings Ford in Greenville, North Carolina, for 28 years. Burt has devoted a great deal of time to public service and is actively involved in organizations and initiatives that support education, health care, and the arts. Burt has served as treasurer of the local arts council and is on the advisory board for the Petty Family Foundation and is the past chair of the American Heart Association. Burt has served on the East Carolina University Board of Trustees since 2021.

Matthew Crisp

Matt Crisp co-founded an Atlanta-based financial technology company called eVestment in 2002. The company made the Inc. 5000 list of America's fastest growing companies for 11 consecutive years from

2007 to 2017, qualifying it for the Inc. 5000 Hall of Fame. Since the sale of eVestment, he spends his time as a private investor in pre- and post-revenue companies helping fellow entrepreneurs avoid common pitfalls of startups and growing successful businesses. Through two private investment funds operating under the name Gratus Private Capital, Crisp has invested nearly \$10 million in companies currently valued at approximately \$4.7 billion across multiple industries and sectors. Crisp is a member of the board of trustees of the Ron Clark Academy and a member of the East Carolina University Foundation board of trustees. Crisp received his Bachelor of Science in Business Administration with a concentration in Finance from East Carolina University in 1993 and his MBA in 1996.

David G. Fussell Jr. — Current BOT Member

Dave Fussell is the president and CEO of Duplin Winery in Rose Hill, often referred to as the “Winery of the South.” With decades of experience in the wine industry, Fussell has played a pivotal role in growing Duplin’s reputation and expanding its reach. Under his leadership, Duplin has continued to embrace its family roots while pushing for innovation and quality in wine production. Fussell has opened new wine facilities in Myrtle Beach, South Carolina, and in Panama City Beach, Florida. His passion for crafting accessible and enjoyable wines is reflected in the winery’s consistent success and strong community ties. Fussell currently sits on the board of directors for WineAmerica.

Curtis Struyk

Curtis Struyk, a Carteret County native, graduated from East Carteret in 1982. He continued his studies at East Carolina University, where he not only excelled academically but also as a three-year letter winner in football. Struyk received his degree in Industrial Technology with a concentration in Construction Management in 1987. Curtis is the President of TMX Shipping Company, an international freight forwarder and NVOCC in Morehead City, North Carolina, specializing in exporting wood products worldwide. TMX is a full-service company whose customer service representatives oversee every aspect of shipping process, allowing their customers to focus on their core competencies. As an industry leader for 38 years, TMX is the largest ocean container exporter in the U.S., exporting over 50,000 40-foot containers annually.

Fayetteville State University**Kimberly Jeffries Leonard — Current BOT Member**

Dr. Kimberly L. Jeffries Leonard has a lifelong commitment to public service exemplified throughout her successful professional, academic, and civic endeavors. She serves as president and CEO of Envision Consulting, LLC, a boutique public health consulting firm specializing in strategic and innovative executive level solutions for public, private, and government entities. She also serves as the chair of the American Cancer Society Cancer Action Network Inc. board of directors. Jeffries Leonard has over 40 years of experience in applied health and behavioral medicine research, evaluation, and training. She has served as a spokesperson for federal and state government initiatives and a number of organizations with interests related to public health. Jeffries Leonard earned a Ph.D. in psychology from Howard University, a Master of Science in psychology from North Carolina Central University, and a Bachelor of Science in psychology from Fayetteville State University.

Brian Pearce

Brian Pearce currently serves as the vice president of operations and development at Cape Fear Valley Health System. Pearce’s career at Cape Fear Valley Health System spans several senior leadership roles, including vice president of facilities and emergency management and corporate director of engineering and EMS. Pearce is the immediate past chair of the Greater Fayetteville Chamber of Commerce, chair of the Prehospital Committee for the North Carolina Trauma Plane, and a member of the North Carolina EMS

Advisory Council. Additionally, he has held past leadership positions such as chairman of the North Carolina Association of EMS Administrators and commissioner on the North Carolina Emergency Response Commission. Pearce holds an associate degree in emergency medical science from Davidson Community College, a bachelor's degree in industrial engineering from North Carolina State University, and a Master of Business Administration from Fayetteville State University.

Gregory Pinnix – Current BOT Member

Gregory Pinnix graduated from Fayetteville State University with a Bachelor of Science in economics. He currently works for ActivTrak as the head of sales development. Pinnix is responsible for providing driving opportunities and revenue for the largest segment of ActivTrak's potential customers, while establishing the sales targets for team and individual representatives. He was formerly the director of sales and development at Pendo, a technology company in Raleigh, North Carolina, providing robust analytics and user feedback to companies. Pinnix is an expert in enhancing existing revenue streams while developing new ones to drive the organization's overall impact and reach their goals.

Al Ragland

Al Ragland is an executive search expert, HR/business consultant for AHK Global Resource LLC. Ragland is a passionate and innovative leader with experience managing multiple human resource functions for a diverse range of companies. He is a highly effective and results-driven individual possessing a broad level of experience in both publicly traded and privately held organizations. Ragland has a proven ability to work successfully with all levels within an organization, including human resources HR, functional leadership teams, and global teams across various industries. He is adept at effectively implementing business strategies and HR practices that align with organizational goals. Ragland is an alumnus of Fayetteville State University.

North Carolina Central University**Farad Ali**

Farad Ali is the co-founder of Ali Heijmen in Durham, North Carolina, and the executive chairman of Asociar LLC. Prior to his current positions, Ali was in executive leadership positions at the National Minority Supplier Development Council Inc., National Institute for Economic Development, and the Carolinas-Virginia Minority Supplier Development Council. He serves and has served on many boards and commissions, including the Durham City Council from 2007 to 2011. Ali has a BS from the University of North Carolina at Chapel Hill and an MBA from Campbell University and has postgraduate studies at Dartmouth College and Northwestern University.

Courtney Crowder

Courtney Crowder has over 20 years of experience in public affairs, marketing, and strategy. Crowder honed his skills in a range of public affairs and government relations positions. In November 2019, he accepted the role of Raleigh managing director for APCO Worldwide, an independent global public affairs and strategic communications consultancy. With more than 600 employees in 35 worldwide locations, it is also the largest independently owned PR firm in the United States. Before joining APCO, Crowder established Crowder Consulting Company in 2012, which followed his service as legislative director and senior adviser in the North Carolina Governor's Office. He counseled corporate, nonprofit, and governmental organizations while at Capstrat, North Carolina's premier strategic communications firm. He also served as the legislative liaison for the North Carolina Department of Insurance and as a special assistant to the commissioner. Crowder serves on the boards of UNC Rex Healthcare, Delta Dental, Raleigh Chamber of Commerce, Southeast Raleigh Promise, and Advance Carolina. He is the executive director of the North Carolina Black Alliance, and a member of Alpha Phi Alpha Fraternity Inc. Crowder holds degrees

in English literature and French from North Carolina Central University and received a Master of Arts in Liberal Studies from Duke University.

Michael Goodman

Michael Goodman is executive vice president for Capital Broadcasting Company (CBC). Goodman leads both the real estate and baseball divisions of CBC. Goodman is a passionate advocate for the Durham and Triangle communities and serves on several boards to encourage growth, entrepreneurship and community development. His board service includes: AJ Fletcher Foundation; The Fletcher Academy; East Durham Children's Initiative; Triangle Community Foundation; United Way of the Greater Triangle and Leadership Triangle. In addition, he was recently named as chair by Governor Roy Cooper of the Governor's Entrepreneurial Council for North Carolina. Goodman earned a B.S. in Mathematical Economics from Hampden-Sydney College in Hampden-Sydney, VA, and a Masters in Trust and Investment Management from Campbell University in Buies Creek, NC.

Ryan Combs

Ryan Combs is the executive director of Research Triangle Regional Partnership Raleigh (RTRP), a position he assumed in February 2017 following his appointment by the organization's board of directors. Combs works closely with economic development organizations in each of RTRP's member counties to market the competitive advantages of the Research Triangle Region to potential investors. Combs joined RTRP from the North Carolina Department of Public Safety where he served as legislative director for the Department's Government Affairs initiatives. In that capacity, he worked with the North Carolina General Assembly on behalf of State Troopers, Correctional Officers, the State Bureau of Investigation, Alcohol, Law Enforcement, and the State Emergency Management office. Previously, Combs served for eight years on United States Senator Richard Burr's staff, traveling throughout the state of North Carolina as a field representative. Combs began his career in Washington, D.C., as a White House staff assistant under President George W. Bush and worked on Capitol Hill for United States Senator Elizabeth Dole. He also worked at Empower America, a prominent non-profit organization led by Education Secretary Bill Bennett and HUD Secretary and Congressman Jack Kemp. He has served on the board of the Triangle Flight of Honor, flying over 800 WWII Veterans to Washington, D.C. to see their Memorial. In addition, Combs has served on NC State University's College of Agricultural and Life Sciences Research Foundation Board and the Board of Visitors at Livingstone College. Combs currently serves as The Canadian Government's Honorary Consul for the Triangle as well as the Irish American Business Alliance of North Carolina.

University of North Carolina Asheville**Kelly Davis — Current BOT Member**

Kelly Davis currently serves as the vice president of mortgage lending at Park National Bank. Prior to joining Park National, she was a mortgage loan manager at Forest Commercial Bank, an area manager at SunTrust, and a wealth manager at Wells Fargo. Davis has served as president of the North Buncombe High School Parent Teacher Student Organization, the coordinator of the Y&B Breast Cancer Support Group, and the event chair of UNC Asheville's Our Turn to Play. Additionally, Davis has served on the boards of Haywood Street Congregation Church, North Buncombe High School, and Smart Start of Buncombe County, and founded the WNC Down Syndrome Alliance.

Amy Hanks

Amy Hanks has worked in mortgage lending for over 30 years. She served as president of Beverly-Hanks Mortgage Services before selling the company in 2022. Hanks is currently the executive vice president of sales for Howard Hanna Mortgage Services. She has lived in Asheville since 1969.

Stephen De May — Current BOT Member

Stephen De May is an adviser in residence for Ernst & Young, a global firm specializing in consulting, assurance, tax, and transaction services. De May retired in January 2023 from Duke Energy, where he last served as the president of the company in North Carolina. Prior to that role, De May served as senior vice president, treasurer, and head of tax, and previously served in various financial and public policy roles, including leadership of corporate finance, international finance, risk management, investor relations, and energy and environmental policy functions. De May recently served as a director on the boards of the North Carolina Chamber, the National Advisory Board for NC State's Institute for Emerging Issues, the NC FIRST Commission with the NC Department of Transportation, the Raleigh Chamber, and the Downtown Raleigh Alliance. A native of Long Island, New York, De May graduated from the University of North Carolina at Chapel Hill with a Bachelor of Arts degree in political science and earned a Master of Business Administration degree from the McColl Graduate School of Business at Queens University of Charlotte. He is a certified public accountant in North Carolina. In 2010, he completed the Advanced Management Program at the Wharton School of the University of Pennsylvania.

David Meyer

David Meyer is the managing director of investments at Aiken, Meyer, and Whatley Private Wealth Management Group. Meyer began his career with A.G. Edwards and Sons, where he developed the foundation of his investment management practice. In 2005, he earned the certified financial planner designation and in 2008 he earned the certified investment management analyst designation. Meyer graduated from St. Cloud State University with degrees in business and communications.

University of North Carolina at Chapel Hill**Rob Bryan — Current BOT Member**

Rob Bryan has served on the UNC-Chapel Hill board of trustees since 2021. Prior to that, he served on the University of North Carolina Board of Governors, in the North Carolina Senate, and in the North Carolina House of Representatives. He received his bachelor's degree in history from UNC-Chapel Hill. After spending time as a classroom teacher with Teach for America, Bryan attended Duke University School of Law and graduated with honors. He has had a successful law career with several large law firms and served as chief development officer for Cardinal Innovations Healthcare. Bryan is current the co-owner of Break Bread Ventures.

Perrin Jones – Current BOT Member

Dr. Perrin W. Jones is an anesthesiologist with Providence Anesthesia Associates in Charlotte, North Carolina. Jones received his Bachelor of Arts degree from UNC-Chapel Hill and his Doctor of Medicine degree from Wake Forest University School of Medicine. His residency in anesthesiology was at the Dartmouth-Hitchcock Medical Center in 2003. Perrin's professional associations include serving as a member of the American Society of Anesthesiologists (ASA); and President of the North Carolina Society of Anesthesiologists (NCSA) in 2015; and North Carolina Institute of Medicine since 2018; and a founding committee member of the Toward Accountable Care Consortium, North Carolina Medical Society. Perrin's Carolina activities include service on the UNC-Chapel Hill Board of Visitors, the Student Recruitment Committee, and Legislative Liaison Committee. He is a member of the Gerard Legacy Society and the General Alumni Association.

Malcolm Turner – Current BOT Member

Malcolm Turner has served on the UNC-Chapel Hill board of trustees since 2021. He has served as the secretary of the board and is the current vice chair of the board. Malcolm Turner currently serves as the head of strategy and corporate development at DraftKings. He previously served as vice chancellor and

athletics director at Vanderbilt University, president of the NBA G League, managing director at the Wasserman Media Group, and senior vice president and a member of the leadership team of OnSport. Turner is a 1993 graduate of UNC-Chapel Hill, where he was a Morehead-Cain Scholar. He also earned a joint J.D. and MBA degree from Harvard University.

Ramsey R. White — Current BOT Member

Ramsey White has served on the UNC-Chapel Hill board of trustees since 2021. White is a graduate of the University of North Carolina at Chapel Hill with a degree in journalism and mass communication. She worked in the development departments at the Morehead-Cain Foundation and at the University of North Carolina at Chapel Hill. She is now an active volunteer focused specifically on children's causes, both with her children's schools and her community broadly. White has co-chaired the chief fundraising event at Landon School, Durham Academy, and University Presbyterian Preschool. Currently, she is an active volunteer at Landon School and Holton-Arms School in various roles.

University of North Carolina at Pembroke**Carlos Berdecia**

Carlos Berdecia is a retired colonel in the United States Air Force, having served honorably for 23 years as a C-17 pilot. During his tenure in the Air Force, Berdecia was deployed on numerous worldwide missions, providing critical airlift support during combat operations, humanitarian efforts, and disaster relief. Berdecia continues to inspire others through his involvement with numerous veteran nonprofit organizations. He is currently a pilot for United Airlines. Berdecia is a 2001 graduate of UNC Pembroke.

Sheila Cummings

Shelia Cummings is the founder, president, and chief executive officer of Cummings Aerospace Inc. Since the company's inception in 2009, Cummings has led all aspects of corporate operations and strategic development. Cummings' engineering expertise stems from her role as a government civilian spacecraft thermal engineer with the Naval Research Laboratory, and later as a government contractor systems engineer on multiple missile defense programs. Prior to forming Cummings Aerospace, she led a \$30 million missile defense business unit as vice president of a small engineering company in Arlington, Virginia. She is the founder of the ACE Scholarship Program at the University of Alabama in Tuscaloosa, Alabama. Cummings began her undergraduate studies at UNC Pembroke before transferring to receive a BS degree in aerospace engineering from the University of Maryland, College Park in 1996.

Kenneth Robinette — Current BOT Member

Born and raised in Spartanburg, South Carolina, Kenneth Robinette moved to Richmond County after graduating from Newberry College with a business management degree. He quickly became ingrained in the community and has served as county commissioner for 24 years, 22 of which as chairman. During this period, he has helped grow the community through economic development initiatives and industry recruitment. Robinette has been a member of the Breakfast Lions Club, chairman of Richmond County Chamber of Commerce, co-chair of the Richmond County 2010 Index Committee, co-chair of Richmond County Vision 2020, and a board member of the Moore County Education Foundation. His state leadership appointments include the North Carolina Cooperative Extension Advisory Board and the North Carolina Southeast Economic Development Commission. Robinette also has extensive experience in construction and development. As an owner representative, he has been instrumental in the strategic business decisions of St. James Plantation, a 9,000-acre community in Southport, North Carolina. Robinette helps C.F. Smith Property Group with his experience in all aspects of real estate development and management.

Karen Sampson — Current BOT Member

Karen Sue (Lowry) Sampson was born and raised in Pembroke and graduated from Pembroke Senior High School. She graduated cum laude from UNC Pembroke with a BS in early childhood education. While at UNCP, Sampson was active in various student activities, such as the Indianhead yearbook and marching band. Sampson taught kindergarten at Southside-Ashpole Elementary School in Rowland, North Carolina, and then first grade at Tanglewood Elementary School in Lumberton. She then moved to East Lansing, Michigan, with her husband, Kelvin Sampson. Throughout the years, Sampson has devoted her time to numerous community and civic endeavors while supporting her husband's career. She has worked with academically at-risk Native American students in the public schools of Butte, Montana, and chaired the committee for the Washington State Games opening ceremonies, which featured Dan O'Brien (1996 Olympic gold-medalist in men's decathlon) as the keynote speaker. Sampson has been involved with several philanthropic organizations over the years. At UNC Pembroke, the Sampson family established the John W. (Ned) and Eva B. Sampson Endowed Men's Basketball Scholarship for deserving young basketball players.

University of North Carolina Wilmington

Frances "Perry" Trask Chappell — Current BOT Member

Since 2021, Frances "Perry" Trask Chappell has worked as a business management and development consultant for The Blair Group. Previously, she served as senior legislative assistant to U.S. Rep. David Rouzer in Washington. Additionally, she currently serves on the membership committee for the Carolinas chapter of the ESOP Association. Chappell earned her bachelor's in history from Davidson College.

Jeffrey D. Clark — Current BOT Member

Jeffrey Clark is the president and CEO of Marine Federal Credit Union in Jacksonville, North Carolina. He is active in the Jacksonville Breakfast Rotary and the Jacksonville-Onslow Chamber of Commerce. Clark earned his business degree from the University of North Carolina Wilmington in 1985, and he played baseball for the UNC Wilmington baseball team.

Dane Scalise

Dane Scalise has served on the New Hanover County Board of Commissioners since 2023. From 2016 to 2020, he served as deputy commissioner of the North Carolina Industrial Commission. Scalise is a past fellow of the American Council of Young Political Leaders, North Carolina Leadership Forum, North Carolina Institute of Political Leadership, and E.A. Morris Fellowship for Emerging Leaders. Scalise is a graduate of University of North Carolina at Greensboro and the University of North Carolina at Chapel Hill School of Law.

Luke Waddell

Luke Waddell is an accomplished entrepreneur, elected official, and community leader committed to advancing the Cape Fear Region through his expertise in real estate, business management, and civic engagement. As the CEO and principal broker of Cadence Realty Corp., Waddell leads a successful real estate firm while actively serving as a member of the Wilmington, North Carolina, City Council. He holds key roles in organizations like the Wilmington Metropolitan Planning Organization and Cape Fear Public Utility Authority Board and has held leadership positions with Cape Fear Realtors and the NC Azalea Festival. Waddell is a graduate of The Citadel with multiple professional licenses. He was recognized among Wilmington's 40 Under 40 for his industry and community contributions.

AGENDA ITEM

A-3. North Carolina Arboretum Board of Directors AppointmentsJoel D. Ford

Situation: The North Carolina Arboretum has four vacancies on its board of directors for terms ending June 30, 2029.

Background: The North Carolina Arboretum Board of Directors has 17 members, with eight appointed by the Board of Governors. Terms are for four years, and an individual may be reelected for successive terms with a service limit of two full terms. Four members of the current board are eligible for reappointment.

Assessment: Leah McGrath, Rodney Swink, Karen LeVert, and Janet Leath are all nominated for reappointment. All terms will begin July 1, 2025, and end June 30, 2029. Biographical information can be found in your materials below.

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

Janet Leath

Janet Leath is a summa cum laude graduate of the University of Delaware with a degree in plant science. She owned and operated her own State Farm Insurance Agency in Garner, North Carolina, for 21 years before becoming the first lady of Iowa State University and then Auburn University. At Iowa State and Auburn, she became engaged in a variety of campus beautification projects and was actively involved in building relationships with university stakeholders. At Iowa State she served on the board of directors of the Youth and Shelter Services Foundation, the Reiman Gardens Master Plan Committee, the Iowa Art in State Buildings Committee, the Jack Trice Stadium Greenspace Committee, and the Iowa Nursery & Landscape Research Corporation. At Auburn she assumed a major role in a total remodel and addition of the president's mansion and grounds. Leath served on the Association of American Universities Partners membership and executive committees. She also has considerable philanthropic experience and served on the Women and Philanthropy Committee at Iowa State and the Performing Arts Center fundraising committee at Auburn University. Prior to her time serving as a first lady she worked as both a pharmaceutical and agricultural chemicals representative for DuPont and then started and grew a very successful State Farm agency. During that time she developed a multiacre botanic garden at her home south of Raleigh and at the request of David Murdock designed the landscapes for the core of the North Carolina research campus in Kannapolis and oversaw the installation. She served as an active member and president of the Triangle Bonsai Society and chairperson of the Triangle Chapter of the Rocky Mountain Elk Foundation.

Karen LeVert

Karen LeVert is managing partner for LeVert Ventures and a venture partner at Pappas Capital. Karen LeVert Ventures is an early-stage agtech venture capital firm and a specialized fund of Pappas Capital. She has a proven track record of progressing early-stage technologies from university research labs to commercialization as co-founder and CEO of two innovation labs, Southeast TechInventures Inc. (STI) and Ag TechInventures LLC (AgTI). Her business experience encompasses both corporate and entrepreneurial worlds with over 30 years of successful leadership experience in executive management, startups, and technology commercialization. LeVert started her career at Nationwide Insurance, holding positions of increasing responsibility from programmer to controller to general manager of a 500-person property and casualty service center. Before founding the innovation labs, her first entrepreneurial venture was launching a franchise bioremediation company that she later sold. Her next entrepreneurial venture was co-founding a Silicon Valley-based software company. LeVert is the recipient of multiple awards including the Council for Entrepreneurial Development's Outstanding Service Award, induction into the WRAL TechWire Hall of Fame, and the 2022 Women in Agribusiness (WIA) Demeter Award of Excellence. Along with her professional duties, she serves as a board member for the North Carolina Biotechnology Center, the Economic Development Partnership of North Carolina, the North Carolina Arboretum, North Carolina State University Agriculture and Life Science Foundation, and LCBA Life Insurance Company. She has an MBA from the University of Dayton and a BBA in information technology from Eastern Michigan University.

Leah McGrath

Leah McGrath began her career in nutrition, serving as an officer and dietitian in the U.S Army. She also worked briefly in public health as a WIC (Women, Infants and Children) dietitian and supervisor for the Low Country Health District in South Carolina. Since 2000, McGrath has been the corporate dietitian for Ingles Market and has implemented various programs for the retailer, including their social media presence, a local food and vendor initiative, and various events for the gluten-free and celiac customers. McGrath appears regularly on regional television with nutrition and food-related messages, hosts a weekly radio program, writes for several regional publications, and speaks to groups regularly on food, social media, and nutrition-related topics. In 2014 she started Buildup Dietitians to provide encouragement to registered dietitians and nutrition students. The initial Facebook page has become a global social media presence with the involvement of dietitians around the world.

Rodney Swink

Rodney Swink is a licensed landscape architect and professor of the practice in the landscape architecture program at North Carolina State University. In private practice, Swink is senior associate for planning and development with PlaceEconomics. He directed the North Carolina Main Street program for 24 years. He currently serves as chair of the City of Raleigh Board of Adjustment, having recently completed terms as chair of the City of Raleigh Planning Commission and the Landscape Architecture Accreditation Board. Swink was also chairman of the board for Preservation North Carolina and chair of the JC Raulston Arboretum board of advisors. He served on the Marion Stedman Covington Foundation board for three terms. Swink has won numerous state and national awards for his leadership and public service, including the American Society of Landscape Architects (ASLA) President's Medal and the ASLA LaGasse Medal in recognition of management and conservation of natural resources and public landscapes. An adjunct faculty member of the College of Design since 1997, Swink is a 2004 recipient of the college's "Wings on Wings" award and was recognized as its 2004 Distinguished Alumnus. He also sits on the College of Design Leaders' Council. Active in the Urban Land Institute, he is also a member of the American Planning Association, National Trust Preservation Forum, and North Carolina Partners of the Americas. He holds Bachelor of Arts in economics and Master of Landscape Architecture degrees from North Carolina State University.

AGENDA ITEM

A-4. Department of Defense Security Clearance ResolutionAlex Mitchell

Situation: A resolution is required of the Board of Governors by the United States Department of Defense. The committee previously adopted a resolution temporarily naming Interim Vice Chancellor for Research and Innovation Dr. Alyson Wilson as the cleared senior management official (SMO) for NC State University. Dr. Wilson is stepping down effective June 27, 2025.

Background: The Department of Defense requires NC State University to maintain a Facility Security Clearance in the performance of classified contracts. In connection with this Facility Clearance, certain SMOs, including the chancellor, must obtain an individual security clearance. The resolution temporarily exempts Chancellor Kevin D. Howell from requiring an individual security clearance until the Department of Defense grants his clearance and temporarily appoints the NC State Director of Research Compliance, Mary Millsaps, as a cleared SMO for NC State University to maintain compliance with the United States Department of Defense requirements beginning June 27, 2025.

Assessment: This resolution is 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, the Department of Defense requires North Carolina State University to maintain a Facility Security Clearance in the performance of classified contracts. In connection with this Facility Clearance, certain senior management officials (SMOs), including the chancellor, must obtain an individual security clearance; and

WHEREAS, this resolution serves to formally document the temporary exclusion of NC State University's Chancellor Kevin D. Howell, as the SMO for NC State University. This action is being taken in accordance with 32CFR Part 117, National Industrial Security Program Operating Manual (NISPOM), due solely to Chancellor Kevin D. Howell not having yet been granted a Top-Secret security clearance as required for the SMO to support NC State University's Facility Clearance License (FCL); and

WHEREAS, this resolution serves to formally document the temporary appointment of Mary Millsaps, NC State University Director of Research Compliance, as the SMO for NC State University beginning June 27, 2025. This action is being taken in accordance with 32CFR Part 117, NISPOM. NISPOM requires an SMO with a security clearance commensurate with NC State University's Facility Clearance License. Ms. Millsaps has such clearances and will assume temporary SMO duties until Chancellor Kevin D. Howell has gained the requisite personal security clearance.

NOW, THEREFORE, BE IT RESOLVED that during the temporary exclusion, NC State University's Chancellor Kevin D. Howell, shall not have access to classified information, secure classified storage areas, nor meetings and discussions involving classified information in support of NC State University's Facility Clearance License.

BE IT FURTHER RESOLVED Mary Millsaps tenure as SMO will begin when Dr. Alyson Wilson steps down as Interim Vice Chancellor for Research and Innovation of NC State University on June 27, 2025, and will cease upon the date Chancellor Kevin D. Howell is awarded his personal security clearance and has acknowledged the same on the SF 312, Classified Information Nondisclosure Agreement. This temporary exclusion of NC State University's Chancellor Kevin D. Howell as the SMO will exist until such time as the positive completion of his personal security clearance adjudication and his acknowledgement of same on the SF 312, Classified Information Nondisclosure Agreement.

The foregoing resolution was duly adopted by the Board of Governors at a regular meeting of the Board on the 15th day of May 2025.

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 May 15, 2025, 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 May 15, 2025, was sent to each member of the Board; and (3) a quorum was present at the meeting on May 15, 2025, at which time the foregoing resolution was adopted.

WITNESS, my hand and the seal of the University of North Carolina this 15th day of May 2025.

[SEAL]

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

AGENDA ITEM

A-5. Proposed Revisions to Chapter III, Section 301, of *The Code*Alex Mitchell

Situation: The committee will discuss proposed revisions to Chapter III, Section 301, of *The Code*.

Background: In 2021, the Board of Governors reviewed and approved changes to Chapter III, Section 301, of *The Code* to rename the Committee on Public Affairs to the Committee on Military and Public Affairs; and to expand the committee's scope to "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 Guards and Reservists, and military spouses and children), and to support military partner organizations' needs through education, research, and service missions."

Assessment: It is now recommended that Chapter III, Section 301, of *The Code* be amended to reflect the expansion of the UNC System's external relationships and update which committee is responsible for the technical work of our military affiliated students' policies and practices. The major changes are as follows: 1) The Committee on Military and Public Affairs name will be changed to the Committee on External Affairs, and 2) The Committee on Educational Planning, Policies, and Programs is responsible for the review of policies and practices to support military affiliated student enrollment and success. The complete redline policy changes are attached.

Action: This item requires a vote by the committee, with a vote of two-thirds 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; the Committee on University Governance; the Committee on ~~Military and Public~~ External 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; and (h) review of policies and practices to support military affiliated student enrollment and success. 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 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. Notwithstanding the provision above, the committee shall not review or recommend the appointment and compensation of vice chancellors, and senior academic and administrative officers 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-External~~ Affairs shall consist of no fewer than four and no more than six 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-External~~ 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, military partner organizations, 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 Guards 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.

SECTION 302. GENERAL PROVISIONS CONCERNING STANDING COMMITTEES.

302 A. Appointment of Members.

The chair of the Board of Governors shall appoint voting members of the Board to standing committees. The term of each voting member of a standing committee shall ordinarily be two years, commencing upon the effective date of the appointment to the committee and extending until the chair appoints a successor. The chair shall make appointments and reassignments in such a manner as to ensure that members gain experience on each of the standing committees and to utilize the expertise and talent of Board members. To achieve balance and efficiencies in the committee system, to support full consideration of the governance and policy matters coming before the Board, and to accommodate new appointments to the Board, the chair may appoint members to one-year terms, reassign members who have served one year of a two-year term, or appoint members to successive one- or two-year terms. The chair shall appoint members of standing committees to take effect at the first meeting of the committee after July 1. If a vacancy occurs on a standing committee during a term, the chair of the Board may appoint a voting member of the Board to fill the remainder of the unexpired term, notwithstanding Section 300 B of *The Code*.

302 B. Officers of Standing Committees.

A chair, vice chair, and secretary of each standing committee shall be designated by the chair of the Board of Governors for a one-year term starting at the first meeting after July 1 of the year and continuing until their successors are appointed. No standing committee chair or vice chair may concurrently serve as chair or vice chair of another standing committee. No person may serve more than four successive terms as chair of the same standing committee.

302 C. Meetings of Standing Committees.

Each standing committee shall meet at such times as either the chair of the standing committee or the Board of Governors shall designate. Written notice of each meeting of a standing committee shall be mailed to members of the Board of Governors by the secretary of the University at least five days in advance of the meeting date; but any notice which complies with the North Carolina Open Meetings Law may be given by telephone or other reliable means when, in the judgment of the chair of the committee or the chair of the Board of Governors, a necessity exists. The agenda for a meeting of a standing

committee shall be prepared by the president with the approval of the chair of the committee, and, if practicable, a copy shall be mailed to the members of the Board of Governors, or transmitted by other reliable means, at least five days in advance of the meeting date; however, if such advance notice is not practicable in the judgment of the chair, the agenda shall be presented to the members of the committee and other members of the Board of Governors who are attending the meeting at the commencement of the meeting. Such materials as the committee may designate by standing rule, or as the chair of the committee may designate in the absence of a standing rule, shall be sent with the agenda and notice of the meeting.

If notice of an agenda item is not provided to the members of the Board of Governors at least 48 hours before the committee meeting, then any recommended action resulting from that item shall not be placed on the consent agenda of the Board of Governors. In the committee report the chair shall state that the recommended action was added to the committee agenda.

A majority of the elected committee membership shall constitute a quorum for the conduct of business of a standing committee. The chair of the standing committee shall preside at all committee meetings; in the absence of the chair, the vice chair shall preside. The procedures and rules of order governing the conduct of committee business shall be the same as those applicable to meetings of the Board of Governors. Minutes of every meeting of a standing committee shall be kept by the secretary of the committee.

302 D. Subcommittees.

Each standing committee may establish from its elected membership such subcommittees as it may deem necessary and appropriate for the effective discharge of its assigned responsibilities. The chair of the standing committee shall appoint the chair and the members of each subcommittee and shall report to the Board the establishment of any subcommittee.

302 E. Report of Standing Committees.

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.

302 F. Closed Sessions.

All meetings of committees shall be open to the public unless, consistent with the requirements of state law, a meeting of a committee is closed to the public by a motion duly made and adopted by the committee in an open meeting.

SECTION 303. SPECIAL COMMITTEES OF THE BOARD OF GOVERNORS.

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. The size, function, and procedures of special committees shall be determined either by majority vote of the Board or by the chair of the Board. The chair and members of a special committee shall be appointed by the chair of the Board from the voting membership of the Board unless the Board of Governors otherwise provides. Special committees shall cease to exist when their functions have been discharged; however, every special committee shall cease to exist one year after the date of its creation, unless continued by affirmative action of the Board or the chair of the Board. Notwithstanding the above, the size, function, procedures, membership, and selection of the chair of a presidential search committee shall be determined by majority vote of the Board of Governors.