

July 24, 2025 at 10:30 a.m.
Via Videoconference and PBS North Carolina Livestream

AGENDA

OPEN SESSION

- A-1. Approval of the Open Session Minutes of May 14, 2025Alex Mitchell
- A-2. UNC Press Board of Governors AppointmentsAlex Mitchell
- A-3. Project Kitty Hawk Board of Directors AppointmentAlex Mitchell
- A-4. State Building Commission Appointment.....Alex Mitchell
- A-5. UNC Health Care System Board of Directors Appointments.....Peter Hans
- A-6. Adjourn

Additional Information Available

June 2025 Technical Corrections Chart

DRAFT MINUTES

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

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: Pearl Burris-Floyd, C. Philip Byers, Joel D. Ford, and Michael Williford. Randall C. Ramsey was absent.

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

Staff members present included Meredith McCullen, Andrew Tripp, 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 12:30 p.m. on Wednesday, May 14, 2025. The open session minutes from the April 9, 2025, meeting were approved by unanimous consent.

2. 2025 UNC System Boards of Trustees Appointments (Item A-2)

Chair Mitchell reviewed the May 2025 slate of UNC System Boards of Trustees Appointments, which included Appalachian State University, East Carolina University, Fayetteville State University, North Carolina Central University, University of North Carolina Asheville, University of North Carolina at Chapel Hill, University of North Carolina at Pembroke, and University of North Carolina Wilmington. (For full list, see APPENDIX A). Chair Mitchell then called on Governor C. Philip Byers to present his nominees for Appalachian State University. A motion of approval was made.

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

Motion: Joel D. Ford

Motion carried

On behalf of Vice Chair Ramsey, Chair Mitchell introduced the slate of nominees at East Carolina University, followed by a motion for approval.

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

Motion: C. Philip Byers
Motion carried

Chair Mitchell called on Secretary Williford to introduce his slate of nominees for Fayetteville State University, 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 Fayetteville 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 nominees for North Carolina Central University and called for a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the slate of appointments and reappointments to the North Carolina Central University Board of Trustees and recommend it to the full Board of Governors for a vote.

Motion: Joel D. Ford
Motion carried

Next, Chair Mitchell called on Governor Joel D. Ford to introduce the slate of nominees for UNC Asheville, followed by a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the slate of appointments and reappointments for the University of North Carolina Asheville Board of Trustees and recommend it to the full Board of Governors for a vote.

Motion: C. Philip Byers
Motion carried

Chair Mitchell, on behalf of Vice Chair Ramsey, introduced the slate for UNC-Chapel Hill, followed by a motion for approval.

MOTION: Resolved, that the Committee on University Governance approve the slate of appointments and reappointments for the University of North Carolina at Chapel Hill Board of Trustees and recommend it to the full Board of Governors for a vote.

Motion: Michael Williford
Motion carried

Chair Mitchell then introduced the slate for UNC Pembroke on behalf of Vice Chair Ramsey, followed by a motion for approval.

MOTION: Resolved, that the Committee on University Governance approve the slate of appointments and reappointments to the University of North Carolina at Pembroke Board of Trustees and send to the full Board of Governors for a vote.

Motion: C. Philip Byers
Motion carried

Finally, Chair Mitchell called on Secretary Williford for his slate for UNC Wilmington, followed by a motion for approval.

MOTION: Resolved, that the Committee on University Governance approve the slate of appointments and reappointments to the University of North Carolina Wilmington Board of Trustees and send to the full Board of Governors for a vote.

Motion: Joel D. Ford
Motion carried

3. North Carolina Arboretum Board of Directors Appointments (Item A-3)

Chair Mitchell called on Mr. Ford to review the next item. Mr. Ford introduced four nominees for reappointment at the NC Arboretum Board of Directors and asked for a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the reappointment of Janet Leath, Karen LeVert, Leah McGrath, and Rodney Swink to the North Carolina Arboretum Board of Directors for terms that end June 30, 2029.

Motion: Michael Williford
Motion carried

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

Chair Mitchell reviewed the resolution before the committee that temporarily exempts Chancellor Kevin Howell at NC State from requiring an individual security clearance and appoints Director of Research Compliance Mary Millsaps as the cleared Senior Management Official for NC State University beginning June 27, 2025. 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: C. Philip Byers
Motion carried

5. Proposed Revisions to Chapter III, Section 301, of *The Code* (Item A-5)

Chair Mitchell introduced proposed amendments to *The Code*. The amendments reflect the expansion of the UNC System's external relationships by changing the name of the Committee on Military and Public Affairs to the Committee on External Affairs; and update which committee is responsible for the technical work of the System's military-affiliated students, the Committee on Educational Planning, Policies, and Programs. A motion for approval was made.

MOTION: Resolved, that the Committee on University Governance approve proposed amendments to Chapter III, Section 301, of *The Code* and send to the full Board of Governors for a vote of 2/3 majority on the consent agenda at the next meeting.

Motion: Joel D. Ford

Motion carried

6. 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 12:39 p.m.

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

THE MEETING RESUMED IN OPEN SESSION AT 1:15 p.m.

There being no further business and without objection, the meeting adjourned at 1:15 p.m.

Michael Williford, Secretary

Appendix A:

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	

AGENDA ITEM

A-2. UNC Press Board of Governors AppointmentsAlex Mitchell

Situation: UNC Press has three vacancies with five-year terms beginning July 1, 2025, and ending June 30, 2030. Two of the vacancies are before the committee today for consideration.

Background: The UNC Press Board of Governors has 15 elected members who serve five-year terms and may be reelected for successive terms up to a service limit of three full terms. Fourteen of the current members actively hold an academic position at universities, including Appalachian State University, North Carolina Agricultural & Technical State University, North Carolina Central University, NC State University, University of North Carolina at Chapel Hill, and University of North Carolina at Greensboro.

According to its bylaws, the UNC Press Board of Governors creates a nominating committee and submits a slate to the chancellor of the University of North Carolina at Chapel Hill, who transmits it to the president of the UNC System, who presents it to the Board of Governors.

Assessment: Following the recommendation of UNC Press and UNC-Chapel Hill Chancellor Lee Roberts, President Peter Hans nominates for reappointment Carlton Wilson, and for appointment Porter Durham. Biographical information for each can be found in your materials.

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

Carlton Wilson — Current Member

Carlton Wilson is a member of the faculty in the Department of History at North Carolina Central University. Wilson has served as dean of the College of Arts, Social Sciences, and Humanities and as dean of the College of Liberal Arts. He has held positions in several professional organizations, including the American Historical Association, the Southern Council on British Studies, and the Durham Museum of History. Wilson received his undergraduate education at NC Central and graduate degrees in European and British history at the Ohio State University and the University of North Carolina at Chapel Hill.

Porter Durham

Porter Durham is a principal at J. Porter Durham, Jr. PLLC., the interim president and director of the National Humanities Center, and a counsel for Grant Philanthropy Advisors. Prior to his current roles, Durham worked at Global Endowment Management, LP, The Duke Endowment, and Baker Donelson. Durham has over three decades of leadership across legal, investment, philanthropic, and nonprofit sectors. He currently serves as chair of the National Humanities Center Board of Trustees and is on the St. Andrew's School Board of Trustees. Durham earned a Bachelor of Arts from Duke University and his Juris Doctor from Duke University School of Law.

AGENDA ITEM

A-3. Project Kitty Hawk Board of Directors Appointment..... Alex Mitchell

Situation: Project Kitty Hawk, Inc., was established as directed by Section 8.24 of S.L. 2021-180. The law requires the University of North Carolina Board of Governors to appoint seven of the nine members of the board of directors.

Background: Project Kitty Hawk, Inc., a private North Carolina nonprofit corporation, has been established in accordance with the 2021 Appropriations Act to support the digital learning and career development programs offered by constituent institutions of the University of North Carolina System. The entity itself will be governed by a board of directors consisting of two ex-officio (voting) members and seven members appointed by the Board of Governors from certain categories specified by the enabling legislation. The enabling legislation creates a nine-member board of directors to govern Project Kitty Hawk, Inc. Seven of the nine board members consist of three chancellors or chief academic officers of constituent institutions of the UNC System and four individuals with experience in higher education, business management, or both. These seven individuals are appointed by the Board of Governors, in consultation with the president. Additionally, the president and the chair of the Board of Governors, or the chair's designee, serve as the two ex-officio (voting) members of the board.

Assessment: The committee is being presented with one new appointment according to the categories specified by the enabling legislation, based on the recommendation of the president. Sarah Soule is recommended for a partial-term appointment beginning July 24, 2025, and ending January 31, 2027. This partial-term appointment fills a vacancy created by Courtney Crowder's resignation. Biographical information can be found in your materials.

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

Sarah Soule

Sarah Soule is the CEO of Home Solutions, a \$200 million marketing and technology company based in Charlotte, focused on helping homeowners connect with trusted service providers. She brings deep expertise in digital customer acquisition, performance marketing, and strategic partnerships across a range of industries including home services, education, and financial services.

Prior to leading Home Solutions, Soule spent 11 years at Red Ventures, where she ran several different business units — including the online education marketplace business. In that role, she led a team that connected over 250,000 students annually with online education providers, driving significant enrollment growth for university partners and building one of the largest independent platforms for higher education marketing. Her work at Red Ventures focused on scalable acquisition strategies and building deep, long-term partnerships — skills she now brings to the home services category.

Soule holds a BA from James Madison University and an MBA from Georgetown University.

AGENDA ITEM

A-4. State Building Commission AppointmentAlex Mitchell

Situation: There is a vacancy on the North Carolina State Building Commission beginning July 1, 2025. The seat on the commission is to be held by an employee of the University of North Carolina System currently involved in the capital facilities development process.

Background: The State Building Commission is charged with developing procedures to direct and guide the state's capital facilities development and management program. Per statute (G.S. 143-135.25(c)(7)), one of the nine seats is to be filled by an individual who is a current employee of the University involved in the capital facilities development process. This individual is appointed by the governor after being nominated by the Board of Governors.

Assessment: The Board typically nominates an employee of the UNC System Office or one of the constituent institutions who is a leader in capital facilities for their organization. Therefore, President Peter Hans is recommending Miriam D. Tripp, director of capital planning at the UNC System Office, for nomination by the Board and appointment by the governor to fill the vacancy on the State Building Commission beginning July 1, 2025, to serve a three-year term.

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

Miriam Tripp

Miriam Tripp has been the director of capital planning at the UNC System Office since 2019. Prior to that, she was a special projects officer at the UNC System Office. Tripp has worked in capital and facilities planning since 1993. She has a Bachelor of Science in business administration from the University of North Carolina at Chapel Hill, and a Master of Science in management from NC State University.

AGENDA ITEM

A-5. UNC Healthcare System Board of Directors Appointments Peter Hans

Situation: There are two seats up for appointment 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 appointment of Donna Curtis McClatchey to fill a partial-term vacancy for seat 15, which began November 1, 2024, and will conclude on October 31, 2028. President Hans recommends that the Board of Governors confirm the appointment of Kristin Baker to fill the unexpired term for seat 19, which was created by Anne Faircloth's resignation on June 30, 2025, and will end on October 31, 2026. 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.

Donna Curtis McClatchey

Donna Curtis McClatchey currently serves as Secretary/Treasurer for The Curtis Foundation of Raleigh and works on special projects for Curtis Media Group. McClatchey is a member of the board of trustees at St. David's School and The Methodist Home for Children. She is actively involved at her alma mater, The University of North Carolina at Chapel Hill. Her involvement at UNC-Chapel Hill includes serving as board chair for the Hussman School of Journalism and Media Foundation, co-chair of the Women's Leadership Council, and the Executive Committee of The Rams Club. She has formerly served as a member of the General Alumni Association Board of Directors, the board of visitors, and the Young Alumni Council. McClatchey also serves, alongside her husband, on the Parents Council of the North Carolina Study Center. McClatchey served as a board member of Union Bank (Greenville) until its sale to First National Bank. She is a former board member of JourneyMates Ministries and Neighbor 2 Neighbor. McClatchey is a graduate of the University of North Carolina at Chapel Hill with a degree in Journalism and Media.

Kristin Baker

Dr. Kristin Baker is recently retired from the North Carolina General Assembly, where she represented the 82nd district in the North Carolina House of Representatives. Baker was chair of the House Health Committee during her time in the NC House. Prior to her service in Raleigh, she served Cabarrus County families for 25 years as a physician, practicing psychiatry in various settings including private sector, hospital-based outpatient care, and as clinical director for Piedmont Behavioral Healthcare. An alumna of Jordan High School in Durham, Baker is a Morehead Scholar who graduated Phi Beta Kappa from the University of North Carolina at Chapel Hill in 1985. She attended UNC School of Medicine in Chapel Hill and graduated in 1989. Baker completed her Psychiatry Residency through Washington University School of Medicine in St. Louis, Missouri, and a Fellowship in Child and Adolescent Psychiatry at St. Louis Children's Hospital. She received Board Certification in both General Psychiatry and Child and Adolescent Psychiatry. She has served as Medical Director for Hospice of Cabarrus County and was a member of the Board of Directors of both Mental Health America of the Central Carolinas and the Community Free Clinic.