

DRAFT MINUTES

May 15, 2025
Via Videoconference and PBS North Carolina Livestream
The UNC System Office
223 S. West Street, Board Room (17th Floor)
Raleigh, North Carolina

Call to Order

The University of North Carolina Board of Governors met on May 15, 2025, at the UNC System Office in Raleigh, North Carolina. Chair Wendy Murphy called the meeting to order at 10 a.m. She welcomed everyone to the meeting.

Invocation

Chair Murphy called on Mr. Ford to give the invocation.

Roll Call

Secretary Burris-Floyd called the roll. The following members were present:

Dr. Lee Barnes	John Fraley
Kellie Hunt Blue	Kathryn Crisp Greeley
Kirk J. Bradley	Reginald Ronald Holley
Harry Brown	Mark Holton
Pearl Burris-Floyd	Terry Hutchens
C. Philip Byers	Javier Limon
Swadesh Chatterjee	J. Alex Mitchell
Jimmy D. Clark	Wendy Floyd Murphy
Carolyn Coward	Sonja Phillips Nichols
Gene Davis	Art Pope
Joel Ford	Woody White
	Michael Williford

The following members were absent:
Randy Ramsey

State Ethics Act

Chair Murphy stated that under the State Ethics Act, members have a duty to avoid conflicts of interest and appearances of conflicts and asked if anyone had a potential conflict. There were none.

Administration of the Oath of Office

Chair Murphy introduced the Honorable Tamara Barringer, associate justice of the NC Supreme Court, who administered the oath of office for Mr. Javier Limon. Mr. Limon, a graduate student at the University of North Carolina at Chapel Hill, was recently elected president of the University of North Carolina Association of Student Governments. In this capacity, Mr. Limon will become an *ex-officio* member of the Board of Governors.

Following the administration of the oath, Mr. Limon thanked Associate Justice Barringer and the Board. He then provided brief remarks stating that he looks forward to giving back to the System that has shaped him. He has a passion for higher education that he will bring to his role every day. He also shared a brief update on the Association of Student Governments. He concluded his remarks stating he looks forward to the work ahead. Chair Murphy thanked and welcomed Mr. Limon to the Board.

Presentation of the 2025 Oliver Max Gardner Award

Chair Murphy announced that the Board of Governors has the honor of annually selecting a recipient for the Oliver Max Gardner Award, which was established by the former North Carolina governor's will. The award recognizes a UNC System faculty member whose work has made the greatest contribution to the welfare of humanity. Chair Murphy thanked the members of the Committee on Educational Planning, Policies, and Programs, who oversaw the award process. The subcommittee on the Oliver Max Gardner Award consisted of Mr. Davis, chair, Mrs. Greeley, and Mr. Brown. Next, Chair Murphy called on Mr. Davis to begin the presentation. Mr. Davis stated that after careful consideration of many qualified nominees, the subcommittee unanimously selected Dr. Jeffrey Stringer from the University of North Carolina at Chapel Hill as the recipient of the 2025 Oliver Max Gardner Award. Mr. Davis recognized Dr. Stringer's guests in attendance in the audience: his wife, Dr. Elizabeth M. Stringer; Dr. Benjamin Chi; Dr. Genevieve Neal-Perry; and Dr. Michael Cohen. Mr. Davis said Dr. Stringer is an internationally acclaimed professor of obstetrics and gynecology. He is renowned for his transformative work in maternal health care in low-resource settings around the world. Following a brief video highlighting Dr. Stringer's impressive work, President Peter Hans presented Dr. Stringer with a framed citation. President Hans stated that Dr. Stringer's dedication to service and research has impacted the lives of countless women and children and called on him for brief remarks. For a profile of Dr. Stringer's achievements, please see APPENDIX A.

Report from the Office of the State Auditor of North Carolina

Chair Murphy asked Mr. Holton to introduce the guests from the Office of the State Auditor (OSA). Mr. Holton welcomed Mr. Dave Boliek, state auditor, and Mr. Jackson Lohrer. Mr. Boliek said it was an honor to be in attendance and to be the state auditor. His office is working on becoming more of an external-facing organization versus an internal-facing one. He plans to show the impact of how tax dollars are spent. He wants to increase his office's customer interactions and wants the people of the state to have confidence in the system and its product. Chair Murphy thanked Mr. Boliek and Mr. Lohrer for the work of the Office of the State Auditor and for joining the meeting today.

Chair's Report

Chair Murphy started her report by reminding everyone that May is National Mental Health Awareness Month, and she stated that mental health is a very important matter that affects the students we serve. Anxiety, stress, depression, family issues, and academic performance are all mental health concerns for students. She shared her concern about pushing students to unhealthy limits in the name of achievement. She said that we must find a way to encourage excellence that endures. She wants to ensure that we can define learning and academic achievement as a lifelong vocation, not just a "one-shot deal." She encouraged the chancellors to strive for excellence rather than perfection. She closed her remarks by stating that we should not be in the business of promoting academic perfection as the only path to self-worth. Instead, she wants to shape healthier, happier young adults who are mentally strong and emotionally healthy. Chair Murphy asked President Hans for his report, and he stated he would deliver his report at the end of the meeting.

Consent Agenda Items

Chair Murphy referred to the consent agenda items listed as Item 8 on the day's agenda. Chair Murphy entertained a motion to approve the consent agenda items. The motion was properly seconded, and the motion passed.

Minutes

- a. Minutes (Open) of April 10, 2025

Committee on Budget and Finance

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| b. NC Care State Capital and Infrastructure Fund (SCIF) Allocations | APPENDIX B |
| c. FY 2024 University of North Carolina System Debt Capacity Study | APPENDIX C |
| d. Sale of Special Obligation Bonds — Elizabeth City State University | APPENDIX D |
| e. Authorization of Associated Entity Project — East Carolina University | APPENDIX E |
| f. UNC Health Care System Replacement Bonds | APPENDIX F |
| g. Capital Improvement Projects | APPENDIX G |
| h. Disposition of Property by Demolition — University of North Carolina System Office | APPENDIX H |

Committee on Educational Planning, Policies, and Programs

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| i. UNC System Peer Study | APPENDIX I |
| j. UNC System Academic Degree Program Approvals | APPENDIX J |
| k. Licensure Program Approvals | APPENDIX K |

Committee on University Personnel

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| l. UNC Optional Retirement Program Technical Changes | APPENDIX L |
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Committee on University Governance

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| m. Department of Defense Security Resolution | APPENDIX M |
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Report of the Committee on Budget and Finance

Mr. Bradley, chair of the committee, reported that NCInnovation approved \$13.6 million in R&D funding for 17 research projects at 12 North Carolina public universities. Dr. Stringer, today's O. Max Gardner award recipient, was included in the awards. Mr. Bradley said the committee received presentations on the 2025-27 General Fund Budget and *Driving Impact Through Efficiency: Strategic Solutions for a Sustainable Future*. He stated the full details of these presentations were available on BoardEffect and were for discussion only. The committee reviewed and approved the allocation of State Capital and Infrastructure Funds (SCIF) totaling \$105 million for NC Care Rural Health Clinics and \$150 million for NC Care Hospital Investments over the 2023-25 biennium. The committee also reviewed and approved the FY 2024 UNC System Debt Capacity Study, which detailed each UNC System institution's report. He stated the last two items were included on the consent agenda. The committee also reviewed and approved five transactional items that were also included on the consent agenda that the Board just approved:

- Authorization for the sale of special obligations bonds for Elizabeth City State University,
- Authorization of an associated entity project for East Carolina University,
- Authorization of replacement bonds for UNC Health Care,
- Authorization of two new capital projects at one institution and one increased authorization at one institution, and
- Authorization for the UNC System Office to demolish property and allocate funds from the UNC SCIF Maintenance R&R reserve for this purpose.

Chair Murphy thanked Mr. Bradley for the work of the committee. She then called on Mr. Hutchens for his report.

Report of the Committee on Educational Planning, Policies, and Programs

Mr. Hutchens, chair of the committee, reported the Committee on Educational Planning, Policies, and Programs approved eight new academic degree program establishments, three academic degree program discontinuations, and 10 licensure program approvals, which were submitted to the Board through the consent agenda. Dr. David English, senior vice president of academic affairs, began with a review of several reports: the UNC System Intercollegiate Athletics and Financial Transparency Report, the Area Health Education Centers' report on "Outcomes of North Carolina Medical School Graduates," and a report on UNC System institutions' major-specific waivers. An update on UNC System Waivers for Exceeding 120-Credit Hour Limits was also provided. The result — a reduction of almost 40 percent in the number of degrees with exceptions to the 120-credit hour limit — serves as an example of "good governance" at work and evidence of the Board's and our institutions' focus and commitment to save students time and money, while ensuring academic quality.

The committee heard from the University of North Carolina at Greensboro and Western Carolina University about their initiatives to strengthen pathways to their campuses. Chancellor Kelli R. Brown from WCU and Ms. Tina McEntire, vice chancellor for enrollment management at UNCG, led the discussion. Successful strategies included attracting transfer and adult students, pursuing direct admissions programs like NC College Connect, partnering with Project Kitty Hawk to develop online programs, expanding use of enrollment marketing and technologies, and building and expanding partnerships with community colleges and local employers. At the April committee meeting, the committee heard an overview of the UNC System Peer Study, which was being updated this year. The committee reviewed the updated peer study and voted to approve the revised peer institution lists for each of the 16 constituent universities, which was also submitted to the Board through the consent agenda. Mr. Hutchens then introduced Mr. Wade Maki, chair of the UNC Faculty Assembly, to give his report.

Mr. Maki reported that the UNC Faculty Assembly continues their work of advocating for System priorities. He spoke on the principles of John Stuart Mill, stating that free speech is necessary for truth. He mentioned the survey distributed by the Faculty Assembly to provosts and faculty and staff assemblies, noting that they received over 700 responses. The overarching theme relayed is that time is money, and that administrative costs, compliance requirements, and System directives add to the primary tasks of teaching and research. Preliminary recommendations for improvements include shift to minimum necessary compliance, restore campus level decision-making, study actual return on investments on systems and processes across the System and push for changes, and include ground-level faculty and staff experiences. He also introduced Professor Toby King from University of North Carolina Asheville as the next elected Faculty Assembly chair for 2026-28.

Chair Murphy thanked him for his remarks. She called on Mr. Mitchell for his report.

Report of the Committee on University Governance

Mr. Mitchell, chair of the committee, reported the Committee on University Governance voted on the remainder of the 2025 institution boards of trustees' appointments. The following appointments to the boards of trustees 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 the University of North Carolina Wilmington. The list of individuals and brief bios for each were included in the materials on BoardEffect (APPENDIX N). Mr. Mitchell stated the votes would be for the slate of nominees as a whole and not on an individual nominee basis or by individual institutions. He asked if there were any objections to this voting approach. Hearing none, the vote proceeded as outlined.

Motion: Resolved, that on behalf of the Committee on University Governance, I move that the Board of Governors appoint the slate of individuals previously mentioned and included in your Board materials.

Motion: Mr. Mitchell
Motion carried

The committee also voted to approve the four reappointments to the North Carolina Arboretum Board of Directors. Biographical information was included in BoardEffect. Please see APPENDIX O.

Motion: Resolved, that on behalf of the Committee on University Governance, I move that the Board of Governors approve the reappointment of Janet Leath, Karen LeVert, Leah McGrath, and Rodney Swink to the North Carolina Arboretum Board of Directors for terms beginning July 1, 2025, and ending June 30, 2029.

Motion: Mr. Mitchell
Motion carried

Mr. Mitchell stated the committee also voted on a Department of Defense Security Clearance Resolution that temporarily exempts NC State University Chancellor Kevin Howell from an individual security clearance requirement until the DOD grants his clearance and temporarily appoints Ms. Mary Millsaps, NC State's director of research compliance, as a cleared senior management official for NC State to maintain compliance with the Defense Department requirement, beginning June 27, 2025. This resolution was approved on the consent agenda.

Finally, the committee voted to amend Chapter III of *The Code* and send to the full Board for a vote of two-thirds majority through the consent agenda at the next meeting. The recommended changes 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:

- The Committee on Military and Public Affairs will become the Committee on External Affairs, and
- 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.

Chair Murphy called on Mr. Holton for the report of the Committee on Audit, Risk Management and Compliance.

Report of the Committee on Audit, Risk Management and Compliance

Mr. Holton, chair of the committee, stated the committee received a report from Mrs. Jennifer Myers, chief audit officer. She reported on the status of the Fiscal Year 2025 Internal Audit projects as of April 30, 2025. The updates allowed the committee to assess the performance of the internal audit function against its approved annual audit plan. The committee also heard an update on research security from Dr. Jennifer Gerz-Escandón from the UNC System Office and Dr. Angelica Martins from UNC Charlotte. They provided a recap of activity to safeguard science Systemwide as well as an overview of the research security program at the UNC Charlotte. The UNC System constituent institutions that receive at least \$50 million in annual federal science and engineering support will be required to implement a formal research security program. Dr. Shannon Tufts reported to the committee on the implementation status of the UNC System's 1400 Series Information Technology policies, including institutional compliance, a year-end review of cybersecurity investments and improvement, and future considerations for IT and cybersecurity investment across the UNC System. Mr. Holton also stated that the Office of the State Auditor had released 16 financial statement audit reports related to UNC System institutions for the 2024 fiscal year. In addition, the Office of the State Auditor also released the statewide federal compliance audits related to higher education programs. Chair Murphy thanked Mr. Holton for his report. She then called on Mr. Holley for his report from the Committee on Historically Minority-Serving Institutions.

Report of the Committee on Historically Minority-Serving Institutions

Mr. Holley, chair of the committee, reported that the Committee on Historically Minority-Serving Institutions opened the meeting celebrating over 6,000 graduates of the HMSI institutions. The topic for the day's meeting was Accelerating Time to Degree Completion. The committee heard from the HMSI chancellors on the topic. Chancellor Darrell T. Allison of Fayetteville State University highlighted the significant gains in graduation and retention rates made since his tenure began at FSU. By leveraging COVID-19 dollars, private funds, and state dollars, the university became a three-semester-institution through its 30-60-90 Summer School Initiative, keeping students on track to graduate in four years. Chancellor Bonita J. Brown detailed the 365 Summer Scholars Program at Winston-Salem State University, as well as the institution's focus on the needs of upperclassmen to keep students in the pipeline for timely degree completion beyond the freshman year, and the importance of completion assistance funds. Chancellor Robin Cummings discussed UNC Pembroke's campuswide focus on recruitment and retention, leading to an increase in early interventions through the Hawkeye Alert System, as well as investments in student auditing software, and a push for on-time registration. Chancellor James R. Martin II emphasized the importance of adaptability and resourcefulness at North Carolina Agricultural & Technical State University, including flexibility in online offerings, additional investment in academic advisement, and using technology to support student success. Chancellor Karrie G. Dixon underscored the importance of North Carolina Central University's Upper Division Academic Advising Unit in identifying gaps and misalignment in coursework, the use of early warning systems in weeks four and eight of the semester, and the success behind this Board's push to require students to complete 15 credit hours each semester. Finally, Interim Chancellor Catherine Edmonds highlighted Elizabeth City State University's increased transfer student pipeline, the implementation of six new articulation agreements with community colleges, and increased training for students to audit their own academic progress. Mr. Holley concluded his report by expressing gratitude for the partnerships and sponsorships of donors, alumni, corporations, and the state in assisting our HMSIs in meeting their goals.

Chair Murphy thanked everyone for a great meeting and recognized the wonderful work of this year's Presidential Scholars: Ms. Aspen Andersson, Ms. Raven Sizemore, and Mr. Samuel Robinson. She also recognized Dr. Bethany Meighen for her service at the UNC System Office and wished her well in her new role as president at Concord University. Chair Murphy called on Secretary Burris-Floyd for a motion to go into closed session.

Secretary Burris-Floyd offered the following motion:

Motion: Resolved, that the Board go into closed session pursuant to N.C. General Statutes §143-748 and §143-318.11(a)(1), (2), (3), and (6), for the purposes stated in the written motion that was included in the meeting materials, which have been publicly noticed (APPENDIX P). The motion was properly seconded.

Motion: Secretary Pearl Burris-Floyd

Motion carried

The Board went into closed session at 11:20 a.m. and returned to open session at 12:16 p.m.

Report of the Committee on University Personnel

Mrs. Coward, chair of the committee, reported the committee met virtually on May 12, 2025, as well as in person earlier in the day. During the virtual meeting, the committee voted on a resolution approving amendments and delegating authority to the president regarding administration of the Optional Retirement

Program. The resolution further approves and adopts the collective investment trusts to be offered in the ORP. These changes are described in detail in BoardEffect in a proposed resolution and amendment for the Board's approval. This item was just approved as part of the consent agenda. In closed session on May 12, 2025, the committee voted to approve the deferred compensation provision of the employment agreement for Coach Frank Williams Wade of NC State, authorizing his participation in the Senior Athletic Employee Retirement Program. This provision is described in detail in the Board materials on BoardEffect.

Motion: Resolved, that on behalf of the Committee on University Personnel, I move that the Board of Governors vote to approve the deferred compensation provision of the employment agreement for Coach Frank Williams Wade, authorizing his participation in the Senior Athletic Employee Retirement Program.

Motion: Mrs. Coward

Motion carried

Mrs. Coward stated in closed session earlier today, President Hans presented his nominee for the next chancellor of Elizabeth City State University. The Committee on University Personnel voted to accept the president's recommendation and submit his nominee and the proposed terms of appointment to the full Board today. She asked President Hans to present this candidate for an open session vote.

President's Report

President Hans nominated Dr. S. Keith Hargrove Sr. as the next chancellor of Elizabeth City State University. He described Dr. Hargrove as a talented manager and academic administrator, an experienced leader with strategic vision, and someone who knows the unique challenges and strengths of a small HBCU with ambitious plans. He is the immediate past provost at Tuskegee University. While there, he developed an aviation program and launched an innovative data science effort — both promising areas for ECSU. President Hans thanked Dr. Catherine Edmonds for her service during this time of transition, as well as the members of the search advisory committee led by the Board of Trustees chair, Dr. Stephanie Johnson. President Hans is looking forward to all the great accomplishments that lie ahead for the university. For more information on President Hans' statement please see APPENDIX Q.

Motion: Resolved, that on behalf of the Committee on University Personnel, I move that the Board of Governors vote to elect Dr. S. Keith Hargrove Sr. as chancellor of Elizabeth City State University.

Motion: Mrs. Coward

Motion carried

Chair Murphy congratulated Chancellor-elect Hargrove.

Report of the Presidential Assessment Committee

Chair Murphy stated that based upon the committee's review of President Hans' performance on the quantitative metrics set by the Board, along with its assessment of his leadership and management of the UNC System, the committee unanimously recommended that the Board approve the resolution presented today. (See APPENDIX R). The committee also considered a new term sheet that is based on the assessment of the president's performance and accomplishments during his first five-year term. Chair Murphy indicated the committee also unanimously recommended the Board approve the renewal for a second five-year term under the proposed term sheet provided.

Motion: Resolved, that on behalf of the Presidential Assessment Committee I move that the Board of Governors approve the resolution calling for a one-time incentive compensation payment for the president in the amount

of \$442,200 to be made as a contribution to the president's Senior Administrative Officer Retirement Program account, and for the renewal for a second five-year term under the new proposed term sheet.

Motion: Mr. Davis

Motion carried

There being no further business and without objection, the meeting was adjourned at 12:35 p.m. The next meeting of the Board of Governors is designated as a "special meeting" and is scheduled for Thursday, July 24, 2025, via videoconference and PBS North Carolina Livestream. A special meeting of the Board of Governors allows members to join remotely or to join in person at the UNC System Office in Raleigh.

Pearl Burris-Floyd, Secretary

APPENDICES

The Appendices are part of the official record of the meeting and are posted on the UNC System website at:

<http://www.northcarolina.edu/apps/bog/index.php>

Appendix A	Profile of the 2025 Oliver Max Gardner Award Winner — Dr. Jeffrey Stringer
Appendix B	NC Care State Capital and Infrastructure Fund (SCIF) Allocations
Appendix C	FY 2024 University of North Carolina System Debt Capacity Study
Appendix D	Sale of Special Obligation Bonds — Elizabeth City State University
Appendix E	Authorization of Associated Entity Project — East Carolina University
Appendix F	UNC Health Care System Replacement Bonds
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Appendix I	UNC System Peer Study
Appendix J	UNC System Academic Degree Program Approvals
Appendix K	Licensure Program Approvals
Appendix L	UNC Optional Retirement Program Technical Changes
Appendix M	Department of Defense Security Resolution
Appendix N	May 2025 UNC System Boards of Trustees Appointments
Appendix O	North Carolina Arboretum Board of Directors Appointments
Appendix P	Closed Session Motion
Appendix Q	President's Report
Appendix R	President Hans Resolution (PAC)