

November 19, 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 September 17, 2025 Alex Mitchell
- A-2. North Carolina Agricultural and Technical State University
Board of Trustees Appointment Pearl Burris-Floyd
- A-3. ECU Health Medical Center Board of Trustees Appointment Alex Mitchell
- A-4. UNC Health Board of Directors Appointment..... Peter Hans

CLOSED SESSION

- A-5. Approval of the Closed Session Minutes of September 17, 2025 Alex Mitchell
- A-6. Legal Affairs Report..... Andrew Tripp

OPEN SESSION

- A-7. Adjourn

Closed Session Motion

Motion to go into closed session to:

- Prevent the disclosure of information that is privileged or confidential under Article 7 of Chapter 126 of the North Carolina General Statutes or not considered a public record within the meaning of Chapter 132 of the General Statutes.
- Consult with our attorney to protect attorney-client privilege.

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

DRAFT MINUTES

September 17, 2025, at 11:30 a.m.
Via Videoconference and PBS North Carolina Livestream
UNC System Office
223 S. West St. Room 1809
Raleigh, NC 27603

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

Also participating was Chancellor Kelli Brown, Chancellor Brian Cole, and Chancellor Todd Roberts.

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 2025 (Item A-1)

The chair called the meeting to order at 11:30 a.m. on Thursday September 17, 2025. The open session minutes from the July 24, 2025, and August 8, 2025, meeting were approved by unanimous consent.

2. 2024-25 Annual Report (Item A-2)

Chair Mitchell introduced the Committee on University Governance's Annual Report for 2024-25, which outlines the committee's work over the last year. The chair then asked for a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the Annual Report for 2024-25 for submission to the full Board.

Motion: C. Philip Byers
Motion carried

3. Annual Report on Free Speech and Free Expression Within the University of North Carolina (Item A-3)

Chair Mitchell called on Senior Vice President and General Counsel Andrew Tripp to provide an update on the Annual Report on Free Speech and Free Expression Within the University of North Carolina. Once finished, a motion of approval was made.

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

Motion: C. Philip Byers
Motion carried

4. Resolution on Security Clearance Requirements (Item A-4)

Chair Mitchell then briefly outlined the Department of Defense's requirement that the UNC System maintain a Facility Security Clearance in the performance of classified documents. This clearance requires certain senior management officials to obtain a security clearance but for an exemption outlined in the Resolution on Security Clearance Requirements. The chair then entertained a motion to approve the resolution.

MOTION: Resolved, that the Committee on University Governance approve the Resolution on Security Clearance Requirements and send it to the full Board through the consent agenda.

Motion: Joel D. Ford

Motion carried

5. Winston-Salem State University Board of Trustees Appointment (Item A-5)

Next, Chair Mitchell asked Governor Joel D. Ford to present a nominee for appointment to the Winston-Salem State University Board of Trustees. Upon presentation of the nominee, Governor Ford then asked for a motion of approval.

MOTION: Resolved, that the Committee on University Governance approve the nomination of Julia Townsend to the Winston-Salem State University Board of Trustees to fill a partial term starting on September 18, 2025, and ending June 30, 2027.

Motion: Joel D. Ford

Motion carried

6. Certification Reports of Section 300.8.5 of the UNC Policy Manual, *Equality Within the University of North Carolina* (Item A-6)

Chair Mitchell called upon Mr. Tripp once again to give an update on the Certification Reports of the Equality Policy and to entertain questions.

7. Closed Session

MOTION: Resolved, that the Committee on University Governance 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; and to consult with our attorney to protect attorney-client privilege. This is pursuant to G.S. 143-318.11(a)(1), and (3).

Motion: Randall C. Ramsey

Motion carried

THE MEETING MOVED INTO CLOSED SESSION AT 11:39 a.m.

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

THE MEETING RESUMED IN OPEN SESSION AT 12:18 p.m.

There being no further business and without objection, the meeting adjourned at 12:19 p.m.

Michael Williford, Secretary

AGENDA ITEM

- A-2. North Carolina Agricultural and Technical State University
Board of Trustees Appointment..... Pearl Burris-Floyd

Situation:	Sean Suggs submitted his resignation from the North Carolina Agricultural and Technical State University Board of Trustees effective September 4, 2025, creating a vacancy on the board of trustees.
Background:	The partial term appointment is effective beginning on November 20, 2025, and ending on June 30, 2029.
Assessment:	Michael Regan is nominated to fill the vacancy as a result of Mr. Suggs' resignation. The partial term ends on June 30, 2029. Biographical information is included in the materials
Action:	This item requires a vote by the committee and a vote by the full Board of Governors.

Michael Regan

Michael S. Regan was nominated by the 46th president of the United States, confirmed by the U.S. Senate, and sworn in as the 16th administrator of the U.S. Environmental Protection Agency from March 11, 2021, to December 31, 2024. As EPA administrator, Regan was the chief executive officer of a federal regulatory agency with more than 16,000 employees and an annual operating budget of more than \$10 billion. Prior to his nomination as EPA administrator, Regan served as the 17th secretary of the North Carolina Department of Environmental Quality (NCDEQ). He also served as the associate vice president of U.S. Climate and Energy and southeast regional director at the Environmental Defense Fund.

Regan has been recognized by leading domestic and global organizations and governments for his outstanding contributions to environmental protection, while spurring economic growth across numerous industry sectors. His commitment to excellence has been acknowledged through several awards including Time Magazine TIME100 Next, Time Magazine TIME100 Health, the HBCU Honors Distinguished Public Service Award, Boys and Girls Club of America Alumni Hall of Fame, Keystone Policy Center Leadership Award, and the NNPA National Legacy Award. Regan is a graduate of North Carolina Agricultural and Technical State University, making him the first EPA Administrator to have graduated from a historically Black university. He also earned a master's degree in public administration from The George Washington University and received an honorary doctorate from North Carolina A&T State University in 2021.

AGENDA ITEM

A-3. ECU Health Medical Center Board of Trustees Appointment..... Alex Mitchell

Situation: There is one seat up for appointment on the ECU Health Medical Center Board of Trustees. Mr. Donald Thompson, who occupied Seat 1 on the board, resigned his term on July 15, 2025.

Background: The University of North Carolina Board of Governors is responsible for appointing nine of the 20 total seats on the ECU Health Medical Center Board of Trustees.

Assessment: The nominating committee for the ECU Health Medical Center Board of Trustees met and voted to appoint Mr. Steve Spaanbroek for an initial five-year term ending on February 28, 2030. Biographical information is included in your materials.

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

Steve Spaanbroek

Steve Spaanbroek is a founding partner and chief executive officer of MSL Healthcare Partners, Inc., which was formed to help health care organizations improve patient outcomes. Under Spaanbroek's guidance, MSL has become one of the most technologically advanced firms in the industry, using a proprietary, cloud-based solution, first deployed in 2012. Spaanbroek has over 33 years of national consulting experience and is a nationally recognized thought leader in the areas of regulatory compliance, construction risks mitigation, infection prevention, and performance improvement. Over the past 16 years, he has applied his entrepreneurial spirit toward improving patient safety with a unique approach that prioritizes clear goals and measurable outcomes.

Spaanbroek is a two-time graduate of East Carolina University and is a frequent speaker in the field of health care safety, regulatory compliance, infection prevention, and performance improvement. He served as a faculty member for the American Society for Health Care Engineering (ASHE) of the American Hospital Association, teaching both health care construction certificate and environment of care courses from 2004 until 2020. Spaanbroek also served as a technical committee member for the NFPA Life Safety Code and as a health care section board member.

AGENDA ITEM

A-4. UNC Health Board of Directors Appointment Peter Hans

- Situation:** There is one seat up for appointment or reappointment, Seat 18, on the UNC Health Board of Directors. The committee will consider confirmation of President Hans' appointment.
- Background:** The board of directors of UNC Health is composed of 25 members, five of which are ex-officio members, including the president of the UNC System (or the president's designee) and the chancellor of the University of North Carolina at Chapel Hill. The remaining 20 members of the board are members at-large, and 12 of those members are appointed by the president of the UNC System and confirmed by the Board of Governors.
- Assessment:** President Hans recommends that the Board of Governors confirm the reappointment of Dr. Hayden Kirby to Seat 18 for a term beginning November 1, 2025, ending October 31, 2029, to the UNC Health Board of Directors. This appointment is pursuant to G.S. 116-350.10(a)(3) as recommended by the president of the University of North Carolina. Biographical information of the appointee is included in your materials.
- Action:** This item requires a vote by the committee and a vote by the full Board of Governors.

Hayden Kirby

Dr. Hayden Kirby is an anesthesiologist for American Anesthesiology of NC/North American Partners in Anesthesia (NAPA) in Wilmington, NC. She has been with the group since 2017. Prior to this, Kirby was an anesthesiologist with Greater Houston Anesthesiology, US Anesthesia Partners, St. Luke's Hospitals in Houston. Kirby most recently served as chair of the Pharmaceuticals & Therapeutics Committee for Novant New Hanover and currently sits on the Invasive and Procedural committee for greater Novant. She also developed and chairs the service line for Enhanced Recovery after Cesarean Section (ERACS) at Novant/New Hanover Regional Medical Center.

After receiving a Bachelor of Science (B.S.) degree in biology from the University of North Carolina at Chapel Hill in 2005, Kirby went on to receive her Doctor of Medicine (M.D.) degree from the Brody School of Medicine at East Carolina University in 2010. Her clinical training continued at UNC-Chapel Hill with two years in general surgery residency, followed by a year with cardiovascular surgery in conjunction with development of a minimally invasive ventricular assist device. She completed her residency in anesthesiology in 2016 at UNC-Chapel Hill. Her clinical interests lie especially in addressing health care disparities and health equity, women's health, and non-narcotic surgical pathways (ERAS) to decrease opiate use.