

MEETING OF THE BOARD OF GOVERNORS

Committee on University Personnel

Presidential Assessment Committee

September 16, 2026

15 minutes after the adjournment of the Committee on Educational Planning, Policies, and Programs

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 May 20, 2026 Jimmy Clark
- A-2. 2025-26 Annual Report of the Committee on University Personnel..... Jimmy Clark
- A-3. UNC Optional Retirement Program Technical Change..... Greg Diagonale

CLOSED SESSION

- A-4. Approval of the Closed Session Minutes of May 20, 2026 Jimmy Clark
- A-5. Compensation Matter Lee Roberts
- A-6. Executive Compensation Matter Peter Hans
- A-7. Updated Performance Metrics..... Shun Robertson
- A-8. Executive Compensation Matter Peter Hans

OPEN SESSION

- A-9. Adjourn

Additional Information Available:

- UNC Optional Retirement Program Technical Change (CLOSED)

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.
- Consider the qualifications, competence, performance, or condition of appointment of a public officer or employee or prospective public officer or employee.

Pursuant to: G.S. 143-318.11(a)(1), (3), and (6).

DRAFT MINUTES

May 20, 2026

15 minutes after the adjournment of the Committee on Educational Planning, Policies, and Programs

Via Videoconference and PBS North Carolina Livestream

UNC System Office

223 S. West Street, Room 1809

Raleigh, NC 27603

This meeting of the Committee on University Personnel was presided over by Chair Carolyn Coward. The following committee members, constituting a quorum, were present either in person or via videoconference: Woody White, Swadesh Chatterjee, Kellie Hunt Blue, and Jimmy D. Clark.

Chancellor participating was Robin Cummings.

Alan Porch, chair of the UNC Staff Assembly, and Wade Maki, chair of the UNC Faculty Assembly, were also in attendance.

Staff members present included Thomas Walker, Mary Griffin Riggins, David English, and others from the University of North Carolina System Office.

1. Call to Order and Open Session Minutes (Item A-1)

The chair called the meeting to order at 12:02 p.m. on Wednesday, May 20, 2026, and reminded all committee members of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflicts of interest. The chair asked if there were any conflicts or appearances of conflicts with respect to any matter coming before the committee. No members identified any conflicts at the time. The minutes from the April 15, 2026, meeting were approved by unanimous consent.

2. Closed Session

The chair called for a motion to move into closed session.

MOTION: Resolved, that the Committee on University Personnel move into closed session to prevent the disclosure of information that is privileged or confidential pursuant to 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 [G.S. 143-318.11(a)(1)]; to consult with an attorney employed or retained by the public body in order to preserve the attorney-client privilege between the attorney and the public body, which privilege is hereby acknowledged [G.S. 143-318.11(a)(3)]; and to consider the qualifications, competence, performance, or conditions of appointment of a public officer or employee or prospective public officer or employee [G.S. 143-318.11(a)(6)].

Motion: Woody White

Motion carried

THE MEETING MOVED INTO CLOSED SESSION AT 12:04 P.M.

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

THE MEETING RESUMED IN OPEN SESSION AT 12:29 P.M.

There being no further business and without objection, the meeting adjourned at 12:30 p.m.

Reginald Ronald Holley, Secretary

AGENDA ITEM

A-2. 2025-26 Annual Report of the Committee on University Personnel Jimmy Clark

Situation:	Each standing committee submits an annual report of its activities to the University of North Carolina Board of Governors.
Background:	Pursuant to Section 302 E of <i>The Code</i> , "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."
Assessment:	The annual report on the activities of the Committee on University Personnel for fiscal year 2025-26 is ready for review and submission.
Action:	This item requires a vote by the committee to accept the report for submission to the Board.

DUTIES AND MEMBERSHIP

The major responsibilities of the Committee on University Personnel are: (1) to make recommendations to the University of North Carolina Board of Governors on all personnel actions under the jurisdiction of the Board; (2) to review *The Code* and institutional policies and regulations regarding tenure and dismissal; (3) to act on compensation matters that exceed prescribed thresholds; (4) to consult with the president on compensation matters for the president's direct reports, chancellors, and the CEOs of UNC Health and PBS North Carolina; and (5) to act on new or modified policies regarding human resources-related matters.

Board members who served on the committee during the fiscal year July 1, 2025, through June 30, 2026, were Carolyn Coward, Woody White, Jimmy D. Clark, Swadesh Chatterjee, and Kellie Hunt Blue. Mrs. Coward served as chair, Mr. White served as vice chair, and Mr. Chatterjee served as secretary. Chancellors Robin Cummings and Sharon Gaber served as chancellor representatives to the committee.

ACTIONS

The committee met in five regular or special meetings between July 1, 2025, and June 30, 2026. The major actions of the committee and matters presented to the committee are summarized below.

Human Resources Actions

Optional Retirement Program: In September 2025, the committee voted to approve a recommendation to adopt a new collective investment trust as part of the Optional Retirement Program.

Employee Turnover: In February 2026, the committee was presented with an update on recent employee turnover trends. This presentation demonstrated that voluntary turnover rates have returned to pre-COVID levels over the past two years, that they are mostly concentrated in predictable roles, and that the University's rates are trending better than benchmark data from the national College and University Professional Association for Human Resources.

Policy Manual Revisions: In November 2025, the committee voted to approve revisions to Section 300.2.14 of the UNC Policy Manual, *Policy on Non-Salary and Deferred Compensation*, and Section 300.2.22 of the UNC Policy Manual, *Leave Programs for Faculty and Staff Exempt from the North Carolina Human Resources Act*. In January 2026, the Board voted to approve these revisions via the consent agenda. In April 2026, the committee voted to approve revisions to Section 300.1.5 of the UNC Policy Manual, *Occupation of Official Residences of the Chancellors and the President*. In May 2026, the Board voted to approve these revisions via the consent agenda.

Shared Services: In February 2026, the committee was presented with an update on the recent expansion of shared services in key administrative areas, including human resources, advancement services, and information technology.

Workforce Report: In February 2026, the committee received a report on changes in UNC System Salary Base per Employee Headcount by Functional Area from October 2021 through October 2025.

Delegated Salary Actions: In May 2026, the committee received an informational report on salary and headcount changes systemwide.

Academic Affairs Actions

Faculty Recruitment and Retention Fund: This fund was established by the General Assembly in 2006 to be used to recruit and retain key faculty within the University of North Carolina System. In April 2026, the committee discussed the status and utilization of the fund.

Tenure Conferrals: In May 2026, Academic Affairs reported on 15 tenure conferrals from institutions that lack management flexibility.

AGENDA ITEM

A-3. UNC Optional Retirement Program Technical ChangeGreg Diagonale

Situation: The University administers the Optional Retirement Program (ORP) of the University of North Carolina for the benefit of employees as an alternative to the state retirement system. The Board of Governors has designated the president as plan administrator and authorized the president to further delegate to qualified professionals most plan administration duties. North Carolina General Statute 135-5.1 (d) provides that “[t]he Board of Governors of The University of North Carolina shall designate the company or companies from which contracts are to be purchased or the trustee responsible for the investment of contributions under the Optional Retirement Program, and shall approve the form and contents of such contracts or trust agreement.” This statutory responsibility is non-delegable.

Background: The president, with the assistance of professional staff, oversees and monitors the investment management, performance, and expenses associated with the administration of the ORP. The oversight and monitoring process is designed to ensure that the ORP’s investment options are maintained consistent with the ORP’s investment policy statement; that the ORP and its participants receive the services promised in vendor contracts; and that the investment and administrative expenses charged to the plan by investment providers and service providers are reasonable. The University’s oversight and monitoring activities include regular reviews by the University’s investment advisor, CAPTRUST, and the UNC System Benefits/Investment Committee, which includes recordkeeping fees and investment fees.

Assessment: The University System Benefits/Investment Committee reviews proposals to further lower investment fees utilizing an investment vehicle called a Collective Investment Trust (CIT). The materials include an additional CIT opportunity and details on a CIT arrangement.

The University presents to the committee a recommendation to adopt a CIT arrangement for the following investments offered in the ORP: T. Rowe Price International Discovery Small-Cap Equity Trust D and MFS Intrinsic Value Trust Class 4, and to authorize the president or his staff to execute the required documents to enter into a CIT arrangement.

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