

**ANNUAL REPORT FOR 2014-2015****COMMITTEE ON UNIVERSITY GOVERNANCE**

The Committee on University Governance is responsible for reviewing and making recommendations with respect to proposed changes to *The Code* and the Delegations of Duty and Authority; for nominating individuals for election to the seventeen institutional boards of trustees and other University related boards; and for appellate review of certain campus actions and decisions. This report summarizes the work of the Committee from July 2014 through June 2015.

The list below shows the membership of the committee for this period:

Joan MacNeill, Chair  
 David Powers, Vice Chair  
 Tommy Harrelson, Secretary  
 Henry Hinton  
 Leroy Lail  
 Ed McMahan  
 Bob Rippy  
 Chancellor James Anderson  
 Chancellor Linda Brady  
 Chancellor Kyle Carter

Biennial Appointments to Institutional Boards of Trustees

During its 2014-15 meetings, the Committee prepared for the biennial appointment process for members to campus Boards of Trustees. Every two years, four members of all Boards, except North Carolina School of Science and Mathematics, must be appointed/reappointed by the Board of Governors. The North Carolina School of Science and Mathematics has eight biennial appointments. During the Spring of 2015, the committee considered a number of nominations for election to the boards of trustees for full terms at the seventeen constituent institutions. On the committee's recommendation, the Board Governors made the following appointments:

<u>Institution</u>	<u>Trustee</u>	<u>Term</u>
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## APPENDIX P

		<b><u>Ending</u></b>
Appalachian State University	George Baldwin	June 30, 2019
Appalachian State University	James Barnes	June 30, 2019
Appalachian State University	John Blackburn	June 30, 2019
Appalachian State University	Susan Branch	June 30, 2019
East Carolina University	Deborah Davis	June 30, 2019
East Carolina University	Kel Normann	June 30, 2019
East Carolina University	Leigh Fanning	June 30, 2019
East Carolina University	Mark Copeland	June 30, 2019
Elizabeth City State University	L.P. "Tony" Hornthal	June 30, 2019
Elizabeth City State University	Kim Brown	June 30, 2019
Elizabeth City State University	Andy Culpepper	June 30, 2019
Elizabeth City State University	Harold Barnes Sr	June 30, 2019
Fayetteville State University	Donald Porter	June 30, 2019
Fayetteville State University	Edward Dickerson	June 30, 2019
Fayetteville State University	Kirk deViere	June 30, 2019
Fayetteville State University	Vedas Neal	June 30, 2019
North Carolina Agricultural and Technical State University	Donna James	June 30, 2019
North Carolina Agricultural and Technical State University	John Bluford III	June 30, 2019
North Carolina Agricultural and Technical State University	Timothy King	June 30, 2019
North Carolina Agricultural and Technical State University	Vanessa Harrison	June 30, 2019
North Carolina Central University	Darrell Allison	June 30, 2019
North Carolina Central University	George Hamilton	June 30, 2019
North Carolina Central University	John Barbee	June 30, 2019
North Carolina Central University	Michael Johnson	June 30, 2019
North Carolina School of Science and Mathematics Congressional District 04	Paul Feldman	June 30, 2019
North Carolina School of Science and Mathematics Congressional District 08	Marjorie Benbow	June 30, 2019

## APPENDIX P

North Carolina School of Science and Mathematics Congressional District 09	Alisa McDonald	June 30, 2019
North Carolina School of Science and Mathematics Congressional District 10	Colin Larsen	June 30, 2019
North Carolina School of Science and Mathematics Congressional District 12	Hugh Holston	June 30, 2019
North Carolina School of Science and Mathematics Congressional District 13	Tom Williams	June 30, 2019
North Carolina School of Science and Mathematics Non-Residency Appt	Jabbar Bennett	June 30, 2019
North Carolina School of Science and Mathematics Non-Residency Appt	Vimal Kolappa	June 30, 2019
North Carolina State University	Dewayne Washington	June 30, 2019
North Carolina State University	Jimmy Clark	June 30, 2019
North Carolina State University	Stanhope Kelly	June 30, 2019
North Carolina State University	Susan Ward	June 30, 2019
University of North Carolina at Asheville	King Prather	June 30, 2019
University of North Carolina at Asheville	Oscar Wong	June 30, 2019
University of North Carolina at Asheville	Rick Lutovsky	June 30, 2019
University of North Carolina at Asheville	Robby Russell	June 30, 2019
University of North Carolina at Chapel Hill	Allie McCullen	June 30, 2019
University of North Carolina at Chapel Hill	Julia Sprunt Grumbles	June 30, 2019
University of North Carolina at Chapel Hill	Lowry Caudill	June 30, 2019
University of North Carolina at Chapel Hill	William Keyes IV	June 30, 2019
University of North Carolina at Charlotte	Dhiaa Jamil	June 30, 2019
University of North Carolina at Charlotte	Joe Price	June 30, 2019
University of North Carolina at Charlotte	Laura Schulte	June 30, 2019
University of North Carolina at Charlotte	Sharon Decker	June 30, 2019
University of North Carolina at Greensboro	Brad Hayes	June 30, 2019
University of North Carolina at Greensboro	Charles Blackmon	June 30, 2019
University of North Carolina at Greensboro	Mona Edwards	June 30, 2019
University of North Carolina at Greensboro	Susan Safran	June 30, 2019
University of North Carolina at Pembroke	Alphonso McRae	June 30, 2019
University of North Carolina at Pembroke	Kellie Blue	June 30, 2019

## APPENDIX P

University of North Carolina at Pembroke	Patrick Corso	June 30, 2019
University of North Carolina at Pembroke	Robert Caton	June 30, 2019
University of North Carolina at Wilmington	Agnes Beane	June 30, 2019
University of North Carolina at Wilmington	Gidget Kidd	June 30, 2019
University of North Carolina at Wilmington	Hank Miller	June 30, 2019
University of North Carolina at Wilmington	Wilma Daniels	June 30, 2019
University of North Carolina School of the Arts	Greer Cawood	June 30, 2019
University of North Carolina School of the Arts	Mark Land	June 30, 2019
University of North Carolina School of the Arts	Ralph Womble	June 30, 2019
University of North Carolina School of the Arts	Skip Dunn	June 30, 2019
Western Carolina University	Carolyn Coward	June 30, 2019
Western Carolina University	Patricia Kaemmerling	June 30, 2019
Western Carolina University	Tom Fetzer	June 30, 2019
Western Carolina University	Wardell Townsend	June 30, 2019
Winston-Salem State University	Coretta Bigelow	June 30, 2019
Winston-Salem State University	Kelvin Farmer	June 30, 2019
Winston-Salem State University	Scott Wierman	June 30, 2019
Winston-Salem State University	Sue Henderson	June 30, 2019

Appointments to Institutional Boards of Trustees

During 2014-2015, the committee also considered and made nominations for election to the boards of trustees for partial terms at the seventeen constituent campuses due to resignations. On the Committee's recommendation, the Board Governors made the following appointments:

<b>Institution</b>	<b>Trustee</b>	<b>Term Ending</b>
University of North Carolina at Wilmington	Kenneth Ray Cameron, Jr.	June 30, 2017
Winston-Salem State University	Dr. William U. Harris	June 30, 2017
UNC Greensboro	William "Dean" Priddy	June 30, 2017

Appointments to Other Boards

Pursuant to the committee's recommendations for nominations of members to boards of affiliated entities to the University, the Board of Governors made the following appointments or confirmations:

<b>Name of Board</b>	<b>Member</b>	<b>Term Ending</b>
State Advisory Council on Indian Education	Dr. Ryan Emanuel	September 30, 2016
Vidant Medical Center Board of Trustees	Mr. Arthur H. Keeney, III	March 1, 2015
Vidant Medical Center Board of Trustees	Dr. Peter Jacobson	March 1, 2015
UNC Health Care System Board of Directors	Ms. Barbara Jessie-Black	October 31, 2018
UNC Health Care System Board of Directors	Mr. William Cameron	October 31, 2018
UNC Health Care System Board of Directors	Dr. Ernest J. Goodson	October 31, 2018
UNC Health Care System Board of Directors	Reverend Lisa Fishbeck	October 31, 2018
UNC Health Care System Board of Directors	Dr. Hadley Callaway	October 31, 2018
UNC Health Care System Board of Directors	Mr. Michael A. Crabb	October 31, 2018
UNC Health Care System Board	Mr. Troy Smith, Jr.	October 31, 2018

## APPENDIX P

of Directors		
UNC Health Care System Board of Directors	Mr. Dale Jenkins	September 30, 2016
UNC Press Board of Governors	Mr. John O'Hara	June 30, 2020
UNC Press Board of Governors	Dr. Kathleen DuVal	June 30, 2020
UNC Press Board of Governors	Dr. Lars Schoultz	June 30, 2019
UNC Press Board of Governors	Dr. Carlton Wilson	June 30, 2020
UNC TV Board of Trustees	James Olin Treadaway, Jr	June 30, 2018
UNC TV Board of Trustees	Joseph H. Ely	June 30, 2018
Liability Insurance Trust Fund Council	Mr. Thomas Shanahan	open-ended
Liability Insurance Trust Fund Council	Dr. Matthew Mauro	open-ended
North Carolina Arboretum Board of Directors	David Belcher	June 30, 2019
North Carolina Arboretum Board of Directors	Dumont Clarke	June 30, 2019
North Carolina Arboretum Board of Directors	William Sederburg	June 30, 2019
North Carolina State Building Commission	William C. Johnson	June 30, 2018
NCSSM Ex-Officio Member of Board of Trustees	Provost, NC A&T State University	June 30, 2019
NCSSM Ex-Officio Member of Board of Trustees	Provost, NC State University	June 30, 2019
NCSSM Ex-Officio Member of Board of Trustees	Provost, UNC- Chapel Hill	June 30, 2019
NCSSM Ex-Officio Member of Board of Trustees	Provost, Duke University	June 30, 2019

Campus Liaison Assignments/Responsibilities

The Committee assigned members to serve as campus liaisons. This year, Chairman MacNeill also designated non-Governance Committee members to provide back up to the official liaisons.

Review of *The Code*, UNC Policy Manual (Policies, Regulations and Guidelines)

Throughout the year, the Committee held ongoing discussions in areas of the UNC Policy Manual that need to be updated, amended or reviewed. After conferring with Chairman Fennebresque, Chairman MacNeill asked Hannah Gage, Peter Hans, David Powers, and Bob Rippy to form a working group to look at the policy for selection of the President.

The Committee held a number of discussions related to reviewing, and subsequently amending, policies related to the selection of Chancellors and the President. All members of the Board of Governors, and Chairs of the Boards of Trustees of the seventeen campuses, were invited to participate.

The Committee reviewed all the feedback, which was incorporated into a draft “Framework for Chancellor Selection Process”. The Committee also recommended proposed revisions to Appendix 1 of *the Code*, and approved a new policy, 200.8, “Policy on Chancellor Searches; Board of Governors Participation”. The Board approved the new policy, and adopted the revisions to *the Code*.

The Committee completed and approved revisions to the Policy 200.3, Policy on the Selection of the President of the University of North Carolina, which the Board approved.

The Committee created and approved Policy 200.7, “Duties, Responsibilities and Expectations and Standards for Board Members” in order help members of boards

of trustees and the Board of Governors better understand the duties and responsibilities associated with their positions. The Committee expects that this policy will be a useful tool in preparing new Board of Governors and boards of trustee member for their roles. The Board approved and adopted the new policy.

At its January 2015 meeting, the Committee approved a revision to the Board's nondiscrimination policy to prevent discrimination based upon sexual orientation and gender identity. This action was done to comply with President Obama's recent Executive Order requiring that federal contractors not engage in unlawful discrimination based upon sexual orientation or gender identity. The policy change also included prohibitions against unlawful discrimination based on genetic information in order to comply with a recent change in federal law. Finally, the policy eliminated "creed" and keeps "religion" in compliance with a recent change in State law. The Board approved the new policy.

#### Board of Trustees Orientation Requirements

UNC General Administration held a Board of Trustees Workshop in November, 2013, at the NC State Campus at the Hunt Library. A need identified from the Trustees Workshop was the development of a template for trustee orientation. Carla Davis-Castro, a summer intern in the Office of the Secretary, was brought in to work on this project, and provided briefings to the Committee. The Committee endorsed guidelines for items to be covered in campus BOT orientations.

#### Litigation Requests/Settlements

The Committee received, considered, and approved reports and requests from the University's general counsel relating to pending and potential litigation.



Department of Defense Classified Research

The Committee passed a Resolution on Clearance Requirements, which is an annual requirement related to Department of Defense contracts. Department of Defense regulations permit the exclusion from the personnel clearance requirements of certain members of the Board of Governors and other officers, provided that this action is recorded in the corporate minutes. This item was included in the Consent Agenda.

Action Concerning a Member of the Winston-Salem State Board of Trustees

The Governance Committee held a special meeting on November 7, 2014, to consider the performance of a member of the Winston-Salem State University Board of Trustees (WSSU). After conferring with the trustee and providing him an opportunity to respond to the concerns expressed by the Committee, the Committee recommend that the trustee be removed from his position as a trustee at Winston-Salem State University.