

**COMMITTEE ON UNIVERSITY GOVERNANCE**

Center for School Leadership Development  
Chapel Hill, NC

**Minutes for Thursday, December 10, 2015**

Attendees: Presided by Chair MacNeill. Other members present: Mr. Byers, Mr. Hinton, Ms. Maxwell, Mr. Parrish, Mr. Rippy, Mr. Webb, Chancellor Belcher, and staff to the Committee: Ms. Lemmon, Mr. Shanahan. Absent: Chancellor Robinson, and Chancellor Saunders-White. Other members of the Board of Governors also attended portions of the meeting.

1. Approval of the Minutes of October 29, 2015 .....Joan MacNeill  
The minutes of the Thursday October 29, 2015 meeting of the committee were reviewed and approved.
  
2. Update on Proposed Audit Committee Changes.....Tom Shanahan  
Mr. Shanahan provided the Governance committee for an update on the work being done to establish a UNC-system level Enterprise Risk Management and Compliance program.
  
3. Update on Executive Searches .....Joan MacNeill  
The Governance committee received an update on two Executive Searches currently in process. Mr. Hinton provided an update on East Carolina University and Mrs. Nelson on UNC-TV. Both searches are making good progress.
  - a. East Carolina University
  - b. UNC-TV
  
4. Discussion of Vacancies on Councils and Boards of Trustees .....Joan MacNeill
  - a. UNC Press  
There is a partial-term ending on February 28, 2020, on the UNC Press Board of Governors. This vacancy results from the resignation of Sherman James of Atlanta. Ms. Maxwell, UNC Press liaison, is working with them on identifying nominees.
  
5. UNC-TV Spectrum Option.....Henry Hinton/Tom Shanahan  
The Governance committee received a briefing on the UNC-TV Spectrum Auction from Henry Hinton. Joining him were Mr. Hargrove and Mr. Trathen from Brooks, Pierce, McLendon, Humphrey & Leonard. Because UNC-TV’s participation in the auction puts at risk the statewide coverage for public television and emergency communication services, it was recommended that the UNC Board of Governors preserve UNC-TV’s statewide spectrum assets and not participate in the auction.

The Governance Committee of the UNC Board of Governors unanimously accepted and approved this recommendation.

6. Policy 200.9: "Requests for Information or Data from the General Assembly,".....Tom Shanahan  
The Committee reviewed and approved a new policy, #200.9: "Requests for Information or Data from the General Assembly". This policy provides a process by which the Board of Governors and its members could respond to requests for information and data from the North Carolina General Assembly. This policy will be on the Consent Agenda at the January meeting.

7. Other Business .....Joan MacNeill
- a. Campus "buddies"  
Ms. Maxwell provided a list of campus "buddies".
  - b. Technical Review of Policy Manual  
The Committee received an update on the progress of the review for technical corrections to the *Code* and Policy Manual.

After a proper motion and second, the Committee moved into closed session.

Closed Session

8. Approval of the Closed Session Minutes of October 29, 2015 .....Joan MacNeill  
The closed session minutes of the Thursday October 29, 2015 meeting of the committee were reviewed and approved.

After a proper motion and second, the Committee returned to open session.

After a proper motion and second, the Committee adjourned.

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**Joan MacNeill, Chairman**  
**Committee on University Governance**

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**Doyle Parrish, Secretary**  
**Committee on University Governance**