

## COMMITTEE ON UNIVERSITY GOVERNANCE

### Minutes for Thursday, January 21, 2016

NC A&T State University, Greensboro NC

1. Attendees: Presided by Chair MacNeill. Other members present: Mr. Byers, Mr. Hinton, Mr. Parrish, Mr. Webb, Chancellor Robinson, and Chancellor Saunders-White, and staff to the Committee: Ms. Lemmon, Mr. Shanahan. Absent: Ms. Maxwell, Mr. Rippy, Chancellor Belcher. Other members of the Board of Governors also attended portions of the meeting.
2. Approval of the Minutes of December 10, 2015  
The minutes of the December 10, 2015 meeting of the committee were reviewed and approved.
3. Discussion of Vacancies on Councils and Boards of Trustees
  - a. Vidant Medical Center Board of Trustees  
There is a vacancy on the Vidant Medical Center Board of Trustees as David Womack's term expires on February 29, 2016, and he is not eligible for reappointment. The Committee voted to recommend the appointment of Dr. Mary Suzanne Kraemer for a five year term.
4. Update on Proposed Audit Committee Changes  
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.
5. Policy 200.9: "Requests for Information or Data from the General Assembly,"  
At its December meeting, 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. As the Committee did not receive comments or changes to this policy, this policy will be on the Consent Agenda at the January meeting.
6. Policy 200.2 "Election Procedures"  
Section 200.2 of the UNC Policy Manual sets forth the general procedures for candidacy, nominations, and elections of board members to board offices. Section 200.2 was last amended in June 2013, and provides a schedule of election-related activities that corresponds to the Board's prior practice of holding regular meetings on a monthly basis. The Board now holds regular meetings on a six-week schedule. Therefore, the policy's schedule of procedures does not align with the Board's 2016 meeting schedule. The Committee passed a proposed resolution that establishes the schedule for the election of board officers for the 2016-2018 term by aligning election-related activities with the Board's 2016 meeting schedule.
7. Other Business

There was no other business presented to the committee.

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

Closed Session

8. Legal Update .....Tom Shanahan

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**