

January 25, 2018 at 12:00 p.m.
University of North Carolina General Administration
Center for School Leadership Development, Room 119
Chapel Hill, North Carolina

AGENDA

OPEN SESSION

- A-1. [Approval of Minutes of December 15, 2017](#)Steve Long
- A-2. [Process and Schedule for Board of Governors Officer Elections](#)..... Tom Shanahan
- A-3. [Update on Title IX Working Group](#)Tom Shanahan and Bill Webb

CLOSED SESSION

- A-4. Approval of Minutes of December 15, 2017Steve Long
- A-5. Legal Report..... Tom Shanahan

OPEN SESSION

- A-6. Other Business.....Steve Long
 - a. Duties and Authorities of Boards of Trustees Update
- A-7. Adjourn

DRAFT MINUTES

December 15, 2017
University of North Carolina General Administration
Center for School Leadership Development, Room 119
Chapel Hill, North Carolina

This meeting of the Committee on University Governance was presided over by Chair Steve Long. The following committee members, constituting a quorum, were also present: Phil Byers, Frank Grainger, Ann Maxwell, David Powers, Randy Ramsey, and Bill Webb.

Chancellors participating were Robin Cummings and Todd Roberts.

Staff members present included Andrea Poole, Tom Shanahan, and others from General Administration.

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

Chair Long called the meeting to order at 12:07 p.m. on Friday December 15, 2017, and called for a motion to approve the open session minutes of November 2, 2017.

MOTION: Resolved, that the Committee on University Governance approve the open session minutes of September 7, 2017.

Motion: Phil Byers

Motion carried

2. UNC Health Care System Board of Directors Appointment (Item A-2)

The chair provided background information on the nomination to the committee, as well as roles, responsibilities, and duties of the UNC Health Care System Board of Directors. David Powers and Bill Webb both recused themselves from voting and commenting due to conflicts of interest on Item A-2.

MOTION: Resolved, that the Committee on University Governance approve Item A-2 and recommend it to the full Board of Governors for a vote.

Motion: Ann Maxwell

Motion carried

3. UNC-TV Board of Trustees Appointment (Item A-3)

The chair called upon Randy Ramsey to provide background information on the nomination to the committee, as well as roles, responsibilities, and duties of the UNC-TV Board of Trustees.

MOTION: Resolved, that the Committee on University Governance approve Item A-3 and recommend it to the full Board of Governors for a vote.

Motion: Randy Ramsey

Motion carried

4. Closed Session (Item A-4)

MOTION: Resolved, that the Committee on University Governance move 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 in order to protect the attorney-client privilege and in order to consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action for the following case: Carcaño, et al. v. Cooper, et al. This is pursuant to Chapter 143-318.11(a)(1) and (3) of the North Carolina General Statutes.

Motion: Ann Maxwell

Motion carried

THE MEETING MOVED INTO CLOSED SESSION.

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

MOTION: Resolved, that the Committee on University Governance return to open session.

Motion: Steve Long

Motion carried

THE MEETING RESUMED IN OPEN SESSION.

5. Other Business (Item A-6)

The chair provided updates to the committee on the following: the duties and authorities of boards of trustees, report deregulation, and technical changes made to the Free Speech and Free Expression Policy. The chair called upon Tom Shanahan to provide the committee with an update on the process and timeline for officer elections for the Board of Governors.

There being no further business, the meeting adjourned at 12:27 p.m.

Ann Maxwell, *Secretary*

AGENDA ITEM

A-2. Process and Schedule for Board of Governors Officer Elections Tom Shanahan

Situation: Changes in the Board’s regular meeting schedule require clarification of the schedule and procedures for election of board officers for the 2018-20 term.

Background: Section 201 of *The Code* provides for election of board officers (chair, vice chair, and secretary) from the voting membership of the Board at the last regular meeting before July 1 in each even-numbered year. The general procedures for candidacy, nominations, and elections of board members to board offices are prescribed in Section 200.2 of the UNC Policy Manual. Section 200.2, which was last amended in June 2013, 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’s current practice is to hold regular meetings on a six-week schedule. Therefore, the policy’s schedule does not currently align with the Board’s 2018 meeting schedule.

Assessment: The attached proposed resolution establishes the procedures and schedule for the election of board officers for the 2018-2020 term by aligning election-related activities with the Board’s 2018 meeting schedule. The resolution provides that: board members may commence discussions of potential nominees and candidates for full terms of any board office on February 1, 2018; all activities that Section 200.2 prescribes for the April board meeting are to take place during and surrounding the Board’s meeting on March 23, 2018; and all activities that Section 200.2 prescribes for the June board meeting, including nominations and elections for board offices, are to take place during the Board’s meeting on May 24, 2018.

All other procedures of Section 200.2 remain in effect and control the candidacy, nominations, and elections of board members to board offices during the 2016-2018 term.

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



RESOLUTION ESTABLISHING THE SCHEDULE FOR THE ELECTION OF BOARD OFFICERS FOR THE 2018-2020 TERM

The Board of Governors elects a chair, vice chair, and secretary to full terms of office every two years. Section 200.2 of the UNC Policy Manual sets forth rules for candidacy, nominations, and elections of board members to board offices.

Consistent with its elections policy, the Board resolves that candidacy, nominations, and elections for the offices of chair, vice chair, and secretary for the full 2018-2020 term shall be conducted according to the following schedule:

Notification of Candidacy – By March 23, 2018, Meeting

As specified by the board's policy, board members should avoid discussions of potential nominees and candidates for full terms of any board office until **February 1, 2018**. Any board member who wishes to be nominated for a full term of any board office shall notify Secretary Pearl Burris-Floyd of the board member's candidacy prior to the **March 23, 2018**, meeting of the Board of Governors. Secretary Burris-Floyd will announce the names of candidates who may be considered for nomination during the new business portion of the agenda at the **March 23, 2018**, board meeting.

Candidate's Written Statement of Vision and Goals – By March 30, 2018

Candidates for nomination for full terms of the offices of chair and vice chair may submit a brief written statement to Secretary Burris-Floyd describing their vision and goals for the office. Copies of the statement will be distributed to all board members. Candidates who choose to submit written statements shall do so no later than **March 30, 2018**.

Nominations – at the May 24, 2018, Board Meeting

Each nomination for a full term of the offices of chair, vice chair, and secretary shall be made at the **May 24, 2018**, board meeting, from the slate of candidates for that office as announced by the secretary at the **March 23, 2018**, board meeting.

Candidates for the offices of chair, vice chair, and secretary may offer remarks in support of their candidacies. Candidates offering remarks shall be recognized in alphabetical order by last name and may speak for no more than ten (10) minutes.

Election – At the May 24, 2018, Board Meeting

Written ballots for each office will be distributed to each member of the board who shall cast one vote from the list of candidates for that office during the **May 24, 2018**, board meeting. Voting shall be completed for each office separately and in succession, in order of chair, vice chair, and secretary. After the first and each succeeding ballot, if no candidate receives the requisite majority and when votes are received for three or more candidates, the name of the candidate receiving the smallest number of votes shall be dropped from the list of nominated members and shall cease to be a candidate. All written ballots for each office shall be signed by the member casting the ballot. A committee consisting of no fewer than two chancellors appointed by the chair shall tally the ballots for each office and announce the results to the board. The ballots shall be collected and retained by the assistant secretary of the Board of Governors for disposition under North Carolina General Statutes § 143-318.13(b). If the chair is a candidate for re-election, the vice chair shall preside over the election portion of the meeting. If the chair and the vice chair are both candidates for re-election, the chair shall designate another individual to preside over the election portion of the meeting.

A copy of Policy 200.2, which includes a sample ballot, is attached to this resolution.

BE IT SO RESOLVED.

January 26, 2018

BOARD OF GOVERNORS OF
THE UNIVERSITY OF NORTH CAROLINA

By: _____

Election Procedures

1. Officers

In accordance with Section 201 of *The Code*, a chair, a vice chair, and a secretary shall be elected. Candidacy, nominations, and elections shall be conducted pursuant to the schedule set forth in this policy, in the following order: chair, vice chair, and secretary.

2. Candidates for Full Terms of Board Offices

a. Board members should avoid discussions of potential nominees and candidates for full terms of any board office until the February Board meeting of the year in which the election for full terms of that board office will take place.

b. Any board member who wishes to be nominated for a full term of any board office shall notify the secretary of the board member's candidacy prior to the April meeting of the Board of Governors.

c. The secretary shall announce the names of candidates for nomination to full terms of each board office during the new business portion of the agenda at the April board meeting.

d. Candidates for full terms of the offices of chair and vice chair shall, by the end of the April meeting, submit a brief written statement to the secretary describing their vision and goals for the office. The secretary shall distribute copies of the statement to board members immediately following the April board meeting.

3. Nominations

a. Subject to the requirements of section 2 of this policy, any member of the board may be nominated for any office unless prohibited from serving by *The Code*.

b. Any member of the board may orally nominate any board member for any office. No "second" to the nomination will be permitted or required. The board member making the nomination may offer remarks in support of the nomination that do not exceed five minutes. Once a board member is nominated for an office, no additional nominations for the board member with respect to that office will be received or registered.

c. Each nomination for a full term of the offices of chair, vice chair, and secretary shall be made at the June board meeting, from the slate of candidates for that office as announced by the secretary at the April board meeting.

d. Nominations shall be made in open session.

e. Every person so nominated shall be a candidate for that office.

f. Candidates for the offices of chair, vice chair, and secretary may offer remarks in support of their candidacies. Candidates for each office who choose to offer remarks shall be recognized in alphabetical order by last name and may speak for no more than ten (10) minutes.

4. Election

a. Written ballots for each office shall be distributed to each member of the board who shall cast one vote from the list of candidates for that office. Voting shall be completed for each office separately and in succession, in the order of chair, vice chair, and secretary.

b. After the first and each succeeding ballot, if no candidate receives the requisite majority and when votes are received for three or more candidates, the name of the candidate receiving the smallest number of votes shall be dropped from the list of nominated members and shall cease to be a candidate.

c. All written ballots for each office shall be signed by the member casting the ballot. A committee consisting of no fewer than two chancellors appointed by the chair shall tally the ballots for each office and announce the results to the board. The ballots shall be collected and retained by the assistant secretary of the Board of Governors for disposition under North Carolina General Statutes § 143-318.13(b).

d. If the chair is a candidate for re-election, the vice chair shall preside over the election portion of the meeting. If the chair and the vice chair are both candidates for re-election, the chair shall designate another individual to preside over the election portion of the meeting.

e. A sample ballot is attached.

5. Procedure

Except as above modified, the procedure shall be under Section 202 C(4) of *The Code* and *Robert's Rules of Order*.

Board of Governors

Election Ballot

1. Officer

☐ Chairman

☐ Vice Chairman

☐ Secretary

2. I vote for:

Signature

Date

AGENDA ITEM

A-3. Update on Title IX Procedures Working Group..... Tom Shanahan and William Webb

Situation: The president established the Title IX Procedures Working Group consisting of administrative staff drawn from several of constituent institutions.

Background: The Title IX Procedures Working Group was asked to do the following: (a) review existing processes and best practices within the UNC system for responding to reports of sexual assault involving students, with particular attention to the procedures, standard of evidence, and other requirements for investigating and adjudicating student conduct matters; (b) compile resources and observations relating to recent developments in federal law and regulation relating to Title IX.

Assessment: The working group has evaluated and assembled resources concerning several issues relating to the handling of Title IX matters, including information about sexual assault, relevant definitions under state and federal law, investigative procedures, staffing, prehearing procedures, hearings, due process, standards of proof, and best practices. Based on the group's work, the Board of Governors may wish to consider adjustments to the policy relating to student appeals; mechanisms for ensuring that Board of Governors and boards of trustees are aware of and understand Title IX and related matters; and basic frameworks and practices for handling Title IX matters.

Action: This item is for information only.

The Title IX Procedures Working Group was formed to:

- A. Review the existing processes and best practices within the UNC system for responding to reports of sexual assault involving students, with particular attention to UNC Policy 700.4.1, which establishes the procedures, standard of evidence, and other requirements for investigating and adjudicating student conduct matters; and
- B. Compile resources and make recommendations for revisions to existing UNC system policies and practices for consideration by the Board of Governors and the president.

The working group consisted of members of the administrative staff of the University and ten of its constituent institutions. Judge Webb attended two working group meetings as a Board of Governors liaison to the working group.

Topics of Discussion

The working group considered and discussed the following topics:

- Institutions' responsibilities and required procedures
- Relevant laws, regulations, policies, and guidance
- Defining sexual assault, sexual violence, and consent
- Prevalence of campus sexual assault
- Law enforcement investigations
- Title IX coordinator role and responsibilities
- Meeting investigative requirements
- Interim measures
- Procedural due process
- Hearings
- Appeals

General Observations

UNC system institutions meet the requirements of Title IX of the Education Amendments, and the Violence Against Women Act (VAWA) in various ways, taking care to respond appropriately to complainants and to ensure due process to faculty, staff and students.

The working group discussed investigative procedures, from intake to final report. Depending on campus size and procedures, there were variations in the processes, but all campuses reported following the same general steps. Some campuses make a finding in the investigative report, some at the hearing. Hearings are conducted on some campuses by an outside adjudicators; at others, a campus-based single adjudicator or panel is used.

Working group members considered the pros and cons of common system wide definitions. While some members thought that core definitions are needed, others stated their definitions reflected the input of many throughout their campus, and their unique culture. All campuses regularly review their procedures and definitions, drawing on the experience and terms in use at other universities.

Members noted the challenges associated with recruiting and hiring for investigator positions, which can take up to a year. They also discussed the retention of those individuals given the job market and high stress nature of the position. It was also mentioned the importance of campus administration to fully understand their role and need for resources in ensuring compliance.

Outcome and Recommendations

Judge Webb stated that campuses' handling of Title IX reports was in good shape, except for needed resources for staffing and prevention, which should be prioritized at the Board level. He was impressed with the expertise of the members and their commitment to protecting all students and ensuring due process.

Judge Webb stated that while it does not make sense to centralize certain functions, it may make sense to share other functions, such as the UNC system-based university investigators or adjudicators. A desire was also expressed to see a pool of trained investigators and adjudicators created to be used by campuses as needed.

Members generally agreed that it would be beneficial to all involved in the process to reduce the number of appeal levels as campuses have multiple levels of appeals, and expulsion appeals are allowed up to the Board of Governors. Judge Webb and campuses agreed that it would be best for the Board of Governors to be out of the appeals process. The reasons for this was that there were sufficient levels of appeals on campus, and the amount of training that is required for the Board of Governors to hear Title IX expulsion appeals is extensive.

It was noted in the meetings that in 2017, the Campus Security Committee drafted a system-wide policy and regulation related to sexual harassment and a policy requiring regular communication of safety and security information to University leadership in order to help inform decision making in these areas. These proposed policies would help ensure consistency of compliance within the system.

The sexual harassment policy sets baseline requirements for campuses to help ensure a consistent level of compliance with applicable federal laws and regulations related to sex- and gender-based discrimination and harassment. The policy's appendix includes definitions of key terms, which constituent institutions may choose to use in their policies, regulations or related documents. The policy on providing safety and security information to University boards requires chancellors or their designees to provide regular information on campus safety and security related efforts and resource needs to their boards of trustees, a governance best practice, with similar information shared with the Board of Governors on a regular basis.

These proposed policies are currently going through the appropriate review process.