

## DRAFT MINUTES

June 21, 2019

University of North Carolina

Center for School Leadership Development, Room 128

Chapel Hill, North Carolina

### Call to Order

The Board of Governors met in a special session via teleconference on June 21, 2019, in Room 128 at the Center for School Leadership Development, Chapel Hill. Chair Smith called the meeting to order at 9:15 a.m.

### Roll Call

Vice Chair Ramsey called the role. The following members were present:

Darrell T. Allison	Steven B. Long
Kellie Hunt Blue	Ann Maxwell
Robert P. Bryan III	J. Alex Mitchell
Pearl Burris-Floyd	Wendy F. Murphy
C. Philip Byers	Anna S. Nelson
Carolyn L. Coward	R. Doyle Parrish
N. Leo Daughtry	David M. Powers
Thomas H. Fetzer	Randall C. Ramsey
H. Frank Grainger	Robert A. Rucho
James L. Holmes, Jr.	Adam J. Schmidt
Joe T. Knott	Harry L. Smith, Jr.
W. Marty Kotis	Michael L. Williford

The following members were absent:

W. Louis Bissette, Jr.	J. Alex Mitchell
Walter C. Davenport	O. Temple Sloan III
Thomas C. Goolsby	

### State Ethics Act

Chair Smith stated that under the State Ethics Act, members have a duty to avoid conflicts of interest and appearances of conflicts and asked if anyone had a potential conflict. There were none.

Chair Smith called on Vice Chair Ramsey, who moved that the Board go into closed session to prevent the disclosure of information that is privileged or confidential under Article 7, 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 its attorney to protect attorney-client privilege; and to consider and give instruction concerning the legal action of *UNC and East Carolina v. Vidant Medical Center*; to establish or instruct the staff concerning the negotiations of the amount of compensation or other terms of an employment contract; and to 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). The motion was properly seconded and it carried.

The Board went into closed session at 9:17 a.m. and returned to open session at 9:50 a.m.

### **Revisions to Section 401A of *The Code***

Mr. Powers, chair of the Committee, provided an update regarding a proposed amendment to *The Code*. He reported that at its meeting on May 21, 2019, the committee recommended a revision to Chapter IV – Board of Trustees, Section 401A, which involves the election of officers for the boards of trustees. He explained that state law provides that officer elections shall take place at the first regular board meeting after June 30 of each year. The committee recommended a revision that states in no event shall officer elections take place before the swearing in of new board members whose terms commence on July 1 and that any member of the board of trustees shall be eligible to serve as an officer regardless of the length of service on the board. It also allows newly appointed members the opportunity to participate in the nomination, consideration, and election of officers.

**MOTION:** Resolved, that the Board of Governors accepts the revision to *The Code*, Chapter IV, Section 401A as described above.

**Motion:** David Powers

**Motion carried**

### **Report of the Committee on Personnel and Tenure**

Mrs. Murphy, chair of the committee, reported that at its meeting earlier in the day, the committee reviewed a new employment agreement between Eugene “Boo” Corrigan, athletic director at NC State University and NC State University’s Board of Trustees and Chancellor Woodson. The agreement provides for Athletic Director Corrigan’s participation in the Senior Athletics Employee Retirement Program of the University of North Carolina. The committee approved the employment agreement and a related resolution (see Appendix A).

**Motion:** Resolved, that on behalf of the Committee on Personnel and Tenure, the Board of Governors approve the Resolution of the Board of Governors of the University of North Carolina Participation in the Senior Athletic Employee Retirement Program for Athletic Director Corrigan at NC State University.

**Motion:** Wendy Murphy

**Motion carried**

### **Establishment of the Presidential Search Committee**

Mr. Shanahan, senior vice president and general counsel, reported on the search process for the next president of the UNC System. Based on existing UNC Policy 200.3, a process was in place for establishing the search process. He referred to the proposed resolution titled “Resolution of the Board of Governors of the University of North Carolina Establishment of the Presidential Search Committee” (see Appendix B), which outlines the process.

**Motion:** Resolved, that the Board of Governors approve the Resolution as outlined above and move forward with the Establishment of the Presidential Search Process.

**Motion:** Harry Smith, Jr.

**Motion carried**

There being no further business, Chair Smith made a motion to adjourn. The motion was properly seconded. The motion carried. The Board adjourned at 10:05 a.m.

---

Randall C. Ramsey, *Vice Chair*



**RESOLUTION OF  
THE BOARD OF GOVERNORS OF THE UNIVERSITY OF NORTH CAROLINA  
PARTICIPATION IN THE SENIOR ATHLETIC EMPLOYEE RETIREMENT PROGRAM**

June 21, 2019

WHEREAS, the Board of Governors may authorize the participation of head coaches and athletic directors in certain deferred compensation programs and retirement arrangements, pursuant to Section 1100.3 of the UNC Policy Manual; and

WHEREAS, Chancellor Woodson of North Carolina State University has requested that Eugene "Boo" Corrigan, Athletic Director, be authorized to participate in the Senior Athletic Employee Retirement Program (SAERP) upon the terms recommended by North Carolina State University and set forth in Mr. Corrigan's employment agreement; and

WHEREAS, following appropriate review, Interim President Roper and UNC System staff recommend approval of North Carolina State University's request.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Governors:

- (a) Approves the participation of North Carolina State University's Athletic Director Eugene Corrigan in the Senior Athletic Employee Retirement Program of the University of North Carolina;
- (b) Authorizes North Carolina State University to contribute a portion of Mr. Corrigan's compensation provided for in the employment agreement to his SAERP retirement account, with the amount, if any, to be determined each calendar year by the chancellor in an amount not to exceed \$750,000;
- (c) Directs that all contributions shall be made solely from earned compensation set forth in Mr. Corrigan's Employment Agreement, and shall not consist of state funds, tuition dollars, or student fees and shall not be paid by any outside entity; and
- (d) Directs that the contributions to Mr. Corrigan's SAERP retirement account shall be considered fully vested upon contribution, consistent with the terms of the SAERP.

Adopted this \_\_\_\_<sup>st</sup> day of June, 2019

---

Harry Smith, Chairman

---

Secretary



**RESOLUTION OF THE BOARD OF GOVERNORS OF  
THE UNIVERSITY OF NORTH CAROLINA**

June 21, 2019

**Establishment of the Presidential Search Process**

The Board of Governors is responsible for electing the president of the University of North Carolina System in accordance with G.S. 116-14 and in discharging its responsibility, may establish search processes to fit the needs the of the University and the circumstances of a particular selection process. Therefore, in accordance with Section 200.3 of the UNC Policy Manual, the Board of Governors establishes the following process for the election of the next president of the University:

The chair of the Board of Governors shall establish a Search Committee of the Board composed of seven individuals selected by the Board chair, including the vice chair of the Board of Governors and the chair of the Committee on Personnel and Tenure, who shall serve as co-chairs of the Search Committee.

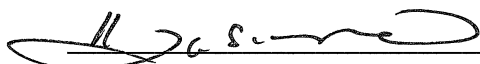
The Search Committee shall recommend to the presidential assessment and advisory committee established by the Board chair the names of no fewer than three individuals for consideration as president. The presidential assessment and advisory committee shall submit a slate with the names of at least three final candidates to the full Board from which the full Board shall make its selection for the president. The Board shall conduct a vote on the selection of the president and the candidate shall receive a majority of votes of the entire Board in order to be elected president of the University of North Carolina.

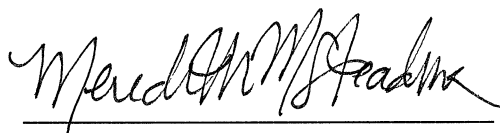
The Search Committee co-chairs may, in their sole discretion, designate UNC System Office staff, an executive search consultant, and such additional staff as may be required to support the search process. Fees and expenses associated with the search process shall be reasonable and paid from non-state funds of the UNC System Office.

The co-chairs of the Search Committee shall be the sole spokespeople for the Board regarding the search for and election of the president. The co-chairs of the Search Committee shall work with the Board of Governors chair to ensure that the Speaker of the House, and President Pro Tem of the North Carolina Senate, and the Governor of the State receive appropriate information about the progress of the search.

All information about individuals submitted for consideration as candidates during the search shall be kept confidential.

Adopted this 21<sup>st</sup> day of June 2019

  
Harry L. Smith, Jr., Chair

  
Secretary