



ANNUAL REPORT TO THE BOARD OF GOVERNORS
Committee on University Governance
July 1, 2018 through June 30, 2019

DUTIES AND MEMBERSHIP

The Committee on University Governance is responsible for reviewing and making recommendations for proposed changes to *The Code* and the delegations of duty and authority involving University governance; for nominating individuals for election to the 17 institutional boards of trustees and other University-related boards; and for authorizing the initiation and settlement of litigation and pending litigation in circumstances where that authority has not otherwise been delegated. This report summarizes the work of the committee from July 2018 through June 2019.

The committee was composed of the following Board members: C. Philip Byers, Pearl Burris-Floyd, J. Alexander Mitchell, David Powers, Randy Ramsey, William Webb (July 2018-January 2019), and Michael Williford. Mr. Powers served as chair, Mr. Mitchell served as vice-chair, and both Mr. Webb (July 2018-January 2019) and Mr. Byers (January 2019-July 2019) served as secretary.

Chancellor James Anderson (FSU), Chancellor Robin Cummings (UNCP), Chancellor Frank Gilliam (UNCG), and Dr. Bill Roper (July 2018-December 2018, UNCHCS) and Dr. Wesley Burks (January 2019-July 2019, UNCHCS) also served on the committee.

ACTIONS

Between July 1, 2018 and June 30, 2019, the Committee on University Governance met in eight regularly scheduled meetings. The major actions of the committee are summarized as follows:

Appointments to Boards for Affiliated Entities

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

Name of Board	Member	Term Ending
Appalachian State University	John Blackburn	June 30, 2023
Appalachian State University	James K. Reaves	June 30, 2023
Appalachian State University	Mark Ricks	June 30, 2019
Appalachian State University	Mark Ricks	June 30, 2023
Appalachian State University	Robert T. Sofield, Jr.	June 30, 2023
East Carolina University	Leigh Fanning	June 30, 2023
East Carolina University	Thomas Furr	June 30, 2023
East Carolina University	Phil Lewis	June 30, 2023
East Carolina University	Angela Moss	June 30, 2023
Elizabeth City State University	Harold Barnes	June 30, 2023
Elizabeth City State University	Kim Brown	June 30, 2023
Elizabeth City State University	Anthony Culpepper	June 30, 2023

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Elizabeth City State University	Christine A. Evans	June 30, 2023
Fayetteville State University	Glenn B. Adams	June 30, 2023
Fayetteville State University	Valencia Applewhite	June 30, 2023
Fayetteville State University	R. Jonathan Charleston	June 30, 2023
Fayetteville State University	John McFadyen	June 30, 2019
Fayetteville State University	John McFadyen	June 30, 2023
NC Arboretum Board of Directors	Undi Hoffler	June 30, 2023
NC Arboretum Board of Directors	Cheryl McMurry Kaynard	June 30, 2023
NC Arboretum Board of Directors	Alison Morrison-Shetlar	June 30, 2023
NC Arboretum Board of Directors	William Sederberg	June 30, 2019
N.C. A&T State University	John W. Bluford, III	June 30, 2023
N.C. A&T State University	William A. Dudley	June 30, 2021
N.C. A&T State University	Kimberly Gatling	June 30, 2023
N.C. A&T State University	Venessa Harrison	June 30, 2023
N.C. A&T State University	Timothy King, III	June 30, 2023
NC Central University	William Bell	June 30, 2023
NC Central University	Keith Chadwell	June 30, 2023
NC Central University	Michael Johnson, Sr.	June 30, 2023
NC Central University	Isaiah Tidwell	June 30, 2023
NC School of Science and Mathematics	Richmond Baker	June 30, 2023
NC School of Science and Mathematics	Jabbar Bennett	June 30, 2023
NC School of Science and Mathematics	Adam Falk	June 30, 2023
NC School of Science and Mathematics	Cindy Goodman	June 30, 2023
NC School of Science and Mathematics	Hugh Holston	June 30, 2023
NC School of Science and Mathematics	Alisa McDonald	June 30, 2023
NC School of Science and Mathematics	Nathan Ramsey	June 30, 2023
NC School of Science and Mathematics	Erik Troan	June 30, 2023
NC State University	Robert Andrews, III	June 30, 2023
NC State University	Stanhope Kelly	June 30, 2023
NC State University	Edwin J. Stack, III	June 30, 2023
NC State University	Dewayne Washington	June 30, 2023
NC Teaching Fellows Commission	Marion Gillis-Olion	June 30, 2021
NC Teaching Fellows Commission	Austin Harris	June 30, 2021
NC Teaching Fellows Commission	Lawrence Somers	June 30, 2021
NC Teaching Fellows Commission	Janet Spriggs	June 30, 2021
NC Teaching Fellows Commission	Michele White	June 30, 2021
NC Teaching Fellows Commission	Kim Winter	June 30, 2021
State Advisory Council on Indian Education	Tiffany Locklear	September 30, 2020
UNC Asheville	Roger Aiken	June 30, 2023
UNC Asheville	Maurice Green	June 30, 2021
UNC Asheville	Richard Lutovsky	June 30, 2023

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UNC Asheville	Robby Russell	June 30, 2023
UNC Asheville	Oscar Wong	June 30, 2023
UNC-Chapel Hill	Teresa Artis Neal	June 30, 2023
UNC-Chapel Hill	David Boliek	June 30, 2023
UNC-Chapel Hill	Gene Davis	June 30, 2023
UNC-Chapel Hill	Allie Ray McCullen	June 30, 2023
UNC Charlotte	Sharon Decker	June 30, 2023
UNC Charlotte	Susan DeVore	June 30, 2023
UNC Charlotte	Christine P. Katziff	June 30, 2023
UNC Charlotte	David Mildenberg	June 30, 2023
UNC Greensboro	Mae Douglas	June 30, 2023
UNC Greensboro	Mona Edwards	June 30, 2023
UNC Greensboro	Linda Fisher Sloan	June 30, 2023
UNC Greensboro	William Hayes	June 30, 2023
UNC Pembroke	Patrick Corso	June 30, 2023
UNC Pembroke	Mary Ann Elliott	June 30, 2023
UNC Pembroke	Bobbi Ann Stanley	June 30, 2023
UNC Pembroke	Alphonzo McRae, Jr.	June 30, 2023
UNC School of the Arts	Emily Cawood	June 30, 2023
UNC School of the Arts	Noel Dunn	June 30, 2023
UNC School of the Arts	Mark Land	June 30, 2023
UNC School of the Arts	Ralph Womble	June 30, 2023
UNC Wilmington	Agnes Beane	June 30, 2023
UNC Wilmington	Yvonne Kidd	June 30, 2023
UNC Wilmington	Henry Miller, III	June 30, 2023
UNC Wilmington	Yousry Sayed	June 30, 2023
UNC Health Care	Hadley Callaway	October 31, 2022
UNC Health Care	Rebecca T. Cobey	October 31, 2022
UNC Health Care	Michael Crabb	October 31, 2022
UNC Health Care	Anne Faircloth	October 31, 2022
UNC Health Care	Tim Humphrey	October 31, 2022
UNC Health Care	John McNeil	October 31, 2022
UNC Health Care	Troy Smith	October 31, 2022
UNC Press Board of Governors	Matthew Morse Booker	June 30, 2022
UNC Press Board of Governors	Malinda Maynor Lowery	June 30, 2024
UNC Press Board of Governors	Vincas Steponaitis	June 30, 2024
UNC Press Board of Governors	Randall Styers	June 30, 2024
UNC Television	Sabrina Bengel	June 30, 2022
UNC Television	Richard Craven	June 30, 2022
UNC Television	Anne Mayo Evans	June 30, 2022
UNC Television	Joe Ely	June 30, 2022

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UNC Television	Teresa Artis Neal	June 30, 2022
UNC Television	Eric Teal	June 30, 2022
UNC Television	Caroline Foy Welch	June 30, 2022
UNC Television	Bill West	June 30, 2022
UNC Umstead	Raiford G. Trask, III	June 30, 2022
Western Carolina University	Casey Cooper	June 30, 2021
Western Carolina University	Kathryn Greeley	June 30, 2023
Western Carolina University	Kenneth Hughes	June 30, 2023
Western Carolina University	J. Bryant Kinney	June 30, 2023
Western Carolina University	Rebecca Schlosser	June 30, 2023
Winston-Salem State University	Coretta Bigelow	June 30, 2023
Winston-Salem State University	Robert Clark	June 30, 2023
Winston-Salem State University	Matthew S. Cullinan	June 30, 2023
Winston-Salem State University	Kelvin Farmer	June 30, 2023

Campus Liaison Assignments

Each constituent institution and selected affiliated entities were assigned a “liaison” from the Board. The 2018-19 campus liaisons were:

Ms. Burris-Floyd:	N.C. A&T State University UNC Asheville NC Arboretum
Mr. Byers:	Appalachian State University UNC Charlotte UNC School of the Arts
Mr. Mitchell:	North Carolina Central University NC School of Science and Math UNC-Chapel Hill
Mr. Powers:	Elizabeth City State University UNC Greensboro UNC Pembroke Western Carolina University Winston-Salem State University Other Appointments
Mr. Ramsey:	NC State University UNC Wilmington
Mr. Webb (July 2018-January 2019):	Fayetteville State University UNC Greensboro Winston-Salem State University
Mr. Williford:	East Carolina University Fayetteville State University UNC Health Care UNC-TV

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 needed to be added, updated, amended, or reviewed. The committee voted to adopt the following revisions.

1. Technical Corrections to the UNC Policy Manual

- a. **Section 100.2.IV.D.** This section of the UNC Policy Manual authorizes the secretary of the University, in consultation with the senior vice president and general counsel, to make technical changes to the UNC Policy Manual. Technical changes are defined as including:
 - Correction of typographical errors;
 - Updates to names, titles, statutory, and regulatory references, and other designations;
 - Correction of inconsistencies among policies that may result due to a more recent policy adoption, amendment, or rescission;
 - Assurance that board delegations and resolutions are accurately reflected throughout *The Code* and the UNC Policy Manual; and
 - Annotation of policies, regulations, and guidelines to cross-reference other provisions of the UNC Policy Manual.

Any corrections or changes made pursuant to this policy are required to be summarized and reported in writing to the chair of the Board of Governors and the Committee on University Governance.

2. *The Code*

- a. **Section 401 A.** Pursuant to North Carolina General Statute 116-32 and Section 401 A of *The Code*, the boards of trustees are prohibited from holding officer elections before June 30. This revision allows newly appointed board members, whose terms start on July 1, to participate in the election of officers and clarifies that newly appointed board members must be allowed to fully participate in officer elections. The revision also states that in no event shall officer elections take place before July 1, or before the swearing in of new board members whose terms commence on July 1 and that any member of the board shall be eligible to serve as an officer regardless of length of service on the board. Finally, the revision requires officer elections to be held in a manner allowing newly appointed board members the opportunity to fully participate in the nomination, consideration, and election of officers.

3. UNC Policy Manual

- a. **Section 100.3.** This section of the UNC Policy Manual provides constituent institutions the ability to request whole or partial waiver from requirements of the UNC Policy Manual. The policy creates a process for constituent institutions to submit waiver requests, and for the president and Board to review and act upon the requests. The policy also recognizes that constituent institution waiver requests may indicate that existing policy manual requirements are ripe for reevaluation.

Department of Defense Classified Research

The committee passed a resolution on Clearance Requirements, which is an annual requirement related to Department of Defense contracts. The Department of Defense requires the UNC System to maintain Facility Security Clearance. Department of Defense regulations permit the exclusion from the personnel clearance requirements of certain members of the Board and other officers, provided that this action is recorded in the corporate minutes. This resolution was included in the Wednesday, October 10, 2018, Consent Agenda.

Duties and Authorities of the Boards of Trustees

In November 2017, the committee began discussion on the duties and authorities of the boards of trustees. By statute, each constituent institution of the University has a board of trustees that serves both as an advisor to the Board on matters pertaining to its institution and as advisor to the chancellor concerning the management and development of the institution. The powers and duties of the boards of trustees are defined and delegated by the Board of Governors, consistent with state law. These delegations are codified in *The Code*, including Appendix I, and throughout the UNC Policy Manual.

As a result, in February 2018, the UNC Board of Governors Committee on University Governance (“Governance Committee”) surveyed each constituent institution’s board of trustees regarding governing authorities. Every board of trustees responded, focusing their comments and suggestions primarily in the areas of budget and finance, personnel and tenure, educational planning, and governance. Led by the Governance Committee, the Board of Governors and its relevant committees reviewed these responses and adopted changes to *The Code* and the UNC Policy Manual where appropriate by May 2019.

Litigation Requests/Settlements

The committee considered and approved a range of requests to initiate or settle legal matters and heard updates on pending disputes from its counsel.

Report on Free Speech and Free Expression

As required by State law and Section 1300.8 of the UNC Policy Manual, the Committee on University Governance is responsible for preparing an annual report on free speech and free expression within the University that addresses at least the following topics:

- Any barriers to or disruptions of free expression within the University’s constituent institutions;
- The administrative handling and discipline relating to disruptions or barriers to free expression;
- Any substantial difficulties, controversies, or successes in meeting the requirements of maintaining institutional neutrality as provided in the law and Section 1300.8 of the UNC Policy Manual; and
- Any assessments, criticisms, commendations, or recommendations the committee sees fit to include.

The report reviewed free speech and free expression within the University for the period of time between August 1, 2017, and June 30, 2018, by incorporating both the required topics above and additional topics of interest. Among its findings, the report recognized that over 2017-18 the constituent institutions have been committed to promoting and protecting free speech and free expression, and that disruptions and interference at scheduled speaking or expressive events have been minimal. The report also details steps

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that constituent institutions are taking to inform campus constituencies about rights and responsibilities, and provides multiple recommendations for further promoting and protecting free expression at the constituent institutions and across the University.