

DRAFT MINUTES

April 17, 2020
University of North Carolina
Via Videoconference and UNC-TV Live Stream

Call to Order

The Board of Governors met in a special session on April 17, 2020. Chair Ramsey called the meeting to order at 9:00 a.m. He announced that the day's meeting was conducted via Zoom video and teleconference. Chair Ramsey thanked the members for their continued flexibility and hard work during this time of uncertainty as we deal with the impact of the COVID-19 pandemic.

Invocation

Chair Ramsey called on Secretary Burris-Floyd to give the invocation.

Roll Call

Secretary of the University, Meredith Steadman, called the roll. The following members were present:

Darrell Allison	Steven B. Long
Kellie Hunt Blue	J. Alex Mitchell
Pearl Burris-Floyd	Wendy Floyd Murphy
C. Philip Byers	Anna Spangler Nelson
Carolyn Coward	R. Doyle Parrish
N. Leo Daughtry	David Powers
Thomas H. Fetzer	Randy Ramsey
Thomas C. Goolsby	Robert Rucho
Reginald Ronald Holley	Adam Schmidt
James L. Holmes, Jr.	Temple Sloan
Mark Holton	Dwight D. Stone
Terry Hutchens	Michael Williford
W. Marty Kotis, III	

The following member was absent:
W. Louis Bissette, Jr.

State Ethics Act

Chair Ramsey 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.

President's Report

Interim President Roper expressed his appreciation to Chair Ramsey and the members of the Board for their exceptional work in guiding and supporting the UNC System as it deals with challenges of the COVID-19 pandemic. He thanked the chancellors for their continued leadership during this time and extended his gratitude to the faculty, staff, and students across the UNC System. Next, he spoke about the impact the pandemic has caused to institutional operations across the UNC System and the contingency plans that the Board, the chancellors, the

senior leadership team, and others are working on. For Interim President Roper’s complete report, please see Appendix A.

Consent Agenda Items

Chair Ramsey referred to the items listed as Item 4 on the day’s consent agenda:

Minutes

- a. Minutes of March 20, 2020
- b. Minutes of March 30, 2020

Committee on Budget and Finance

- c. Additional Delegation of Authority for Real Property – Western Carolina University Appendix B
- d. Capital Improvement Projects Appendix C
- e. Sale of Special Obligation Bonds – UNC Wilmington Appendix D
- f. UNC-Chapel Hill Horace Williams Campus Expansion Request Appendix E

Committee on Educational Planning, Policies, and Programs

- g. UNC System Establishment of Degree Programs Appendix F
- h. UNC System Discontinuation and Consolidation of Degree Programs Appendix G

Motion: Resolved, that the Board of Governors approve the consent agenda items listed on the day’s meeting agenda.

Motion: Leo Daughtry

Motion carried

Report from the Association of Student Governments President

Mr. Adam Schmidt, president of the UNC Association of Student Governments, provided his report. He reflected on the experiences of his one-year term as student body president and *ex officio* member of the Board. He spoke about the challenges, opportunities, and successes the position has provided. For Mr. Schmidt’s complete report, please see Appendix H.

Report of the Committee on Budget and Finance

Mr. Sloan, chair of the committee, reported that the committee held a special meeting on April 8, 2020, to consider the 2020-21 Amended Budget Priorities (see Appendix I). He explained that the proposed operating budget and capital priority projects, which the committee discussed in March, were amended to include only critical items deemed necessary to address immediate issues, including emergency funding relief for expenses and lost revenue related to the COVID-19 pandemic.

Motion: Resolved, that on behalf of the Committee on Budget and Finance, the Board of Governors approve the proposed 2020-21 Amended Budget Priorities.

Motion: Temple Sloan

Motion carried

Next, Mr. Sloan reported that the committee met, via videoconference the previous day, to consider routine administrative and transactional items. The committee approved the 2020-21 Non-Appropriated Capital Improvement Projects at UNC-Chapel Hill and at Western Carolina University (see Appendix J).

Motion: Resolved, that on behalf of the Committee on Budget and Finance, the Board of Governors approve the proposed 2020-21 Non-Appropriated Capital Improvement Projects at UNC-Chapel Hill and Western Carolina as described above.

Motion: Temple Sloan

Motion carried

The committee also considered three capital improvement projects requested by three institutions – NC State University, UNC-Chapel Hill, and UNC Charlotte – and voted to place these items on the day’s consent agenda (see Appendix C). The committee considered Western Carolina University’s request for Additional Delegation of Authority for Real Property (see Appendix B) and the request from UNC-Chapel Hill regarding the Horace Williams Campus Expansion (see Appendix E). It also considered UNC Wilmington’s request for issuance of a special obligation bond for the purpose of refunding outstanding special obligation bonds issued on UNC-Wilmington’s behalf in 2011 and 2012 and paying the costs of issuance related to the bond (see Appendix D). These items were approved by the committee and placed on the day’s consent agenda.

The committee heard an update from Mr. Parrish, chair of the Capital Construction Task Force. The task force held a meeting on February 26, 2020, and the task force heard presentations from several general contractors, who shared their capital construction experiences on projects they performed across the UNC System’s institutions. The task force also heard a presentation from UNC-Chapel Hill’s chief financial officer on the OC-25 process (a state requirement for estimating and reporting project costs).

In closing, Mr. Sloan stated that the committee would discuss tuition and fees at a future meeting. It will schedule a special meeting later in the month for the sole purpose to discuss campus submissions and to consider whether it is appropriate to increase tuition and fees for the upcoming 2020-21 academic year.

Report of the Committee on Educational Planning, Policies, and Programs

Mrs. Nelson, chair of the committee, reported that, at its videoconference meeting the previous day, the committee discussed the establishment of three new degree programs at East Carolina University and one new degree program at UNC Greensboro (see Appendix F). It also discussed the discontinuation and consolidation of one degree program at East Carolina University (see Appendix G). The committee approved these items and placed them on the day’s consent agenda.

Next, the committee heard an update from senior vice president of Academic Affairs as well as several of the chancellors on the institutional efforts to address the unprecedented impacts and challenges in shifting all the campuses entirely to an online instructional environment. The committee received and discussed the biennial report prepared by NC AHEC on the 2020 Primary Care Education Plan in North Carolina. A major concern is that the data indicates a shortage in the number of medical students entering primary care. The NC AHEC Program will continue to lead and make efforts to address these issues.

Lastly, the committee discussed and approved proposed revisions to UNC Policy 400.4.1 – Policy on Standards for Licensure of Nonpublic Degree Granting Postsecondary Activity. The policy revisions were needed for clarity and consistency as well as to incorporate best practices for student protection. This item will be brought to the full Board at next month’s meeting.

Report of the Committee on University Governance

Mr. Powers, chair of the committee, reported that, at its videoconference meeting the previous day, the committee discussed the partial-term vacancy on the East Carolina University’s Board of Trustees. The vacancy was effective

February 7, 2020, and ending June 30, 2023. The committee considered the appointment of Mr. Van Isley of Raleigh, to fill the partial-term vacancy.

Motion: Resolved, that on behalf of the Committee on University Governance, the Board approve the appointment of Mr. Van Isley to serve on the East Carolina University's Board of Trustees.

Motion: David Powers

Motion carried

Next, Mr. Powers reported that the committee continued its review of policies. The purpose of the review was to determine whether any policies were still required and if the policies' goals and purposes were being met or if they required further clarification. Mr. Powers recalled, that earlier this year, the committee reviewed revisions to UNC Policy 200.7 – Duties, Responsibilities, and Expectations of Board Members. The committee will continue discussion of proposed revisions to this policy at its next meeting. The committee reviewed UNC Policy 200.1 – Dual Memberships and Conflicts of Interest. No further revisions were required.

Mr. Powers announced the formation of the Student Elections Working Group and stated that the group will begin its work in the coming weeks. The group comprises Board of Governors members David Powers and Dwight Stone; boards of trustee members, Jan King Robinson, Elizabeth State University, and Ed Stack, NC State; Chancellors Sheri Everts of Appalachian State and Harold Martin of N.C. A&T; past immediate student body presidents, Thomas Crowe-Allbritton of UNC Pembroke and Ashton Martin of UNC-Chapel Hill; campus administrators, Kevin Howell of NC State and Robert Straub of UNC Asheville; and UNC System Director of Student Development Kim Mitchell.

Lastly, Mr. Powers reported that the Board of Governors would hold elections for the offices of chair, vice chair, and secretary at its May meeting. Chair Ramsey asked Mr. Powers to supervise this year's Board elections. The current elected officers, Chair Ramsey, Vice Chair Murphy, and Secretary Burris-Floyd, plan to seek reelection. He asked that members seeking to become a candidate for the positions to contact him in advance of next month's meeting.

Report of the Committee on Audit, Risk Management, and Compliance

Mr. Fetzer, secretary of the committee, reported that, at its videoconference meeting the previous day, the committee heard an update on the UNC System's Office Internal Audit Plan for fiscal year 2019-2020. The committee was asked by the Board to provide consultant services to review UNC System's response to COVID-19. The committee also heard an update on the status of UNC System's Enterprise Risk Management and Compliance processes. The committee will focus additional efforts on specific enterprise risk management topics at upcoming meetings and will share the information with the full Board.

Next, the committee heard an update from UNC System's Chief Information Security Officer and the Vice President for Information Technology. The update included a report on information governance, security-related issues, and user identity and access control. The committee requested that it receive regular updates on this topic.

Finally, the committee heard a presentation on the implementation of UNC System's Policy on Insurance Coverage. The presentation addressed the nature of insurance coverages at the constituent institutions and to ensure that minimum insurance coverage standards are in place across the UNC System.

Report of the Committee on Strategic Initiatives

Mrs. Coward, chair of the committee, reported that, at its videoconference meeting the previous day, the committee reviewed and discussed a resolution that outlines a process for improving teacher preparation. The

committee voted to approve the Resolution of the Board of Governors of the University of North Carolina on Teacher Preparation.

Motion: Resolved, that the Board of Governors, adopt the Resolution on Teacher Preparation (see Appendix K).

Motion: Carolyn Coward

Motion carried

The committee heard a presentation on trends in student loan debt nationally and within the UNC System. The presentation showed the amount that those UNC System students who began college in either 2012 or 2013 borrowed to attend one of our constituent institutions. Fifty-five percent borrowed less than \$10,000; 71% borrowed less than \$20,000 and 97 percent borrowed less than \$40,000. The presentation highlighted student debt averages and nationwide averages, which remain a concern and which the committee will continue to examine.

Report of the Presidential Search Committee

Mrs. Murphy, co-chair of the committee, reported that the application process was ongoing and that the committee had received additional candidates' submissions as a result of its online national advertising. Despite disruptions due to the global pandemic, the work of the committee was continuing. She expected that candidates' interviews would be conducted over the coming months. The committee ensured all stakeholders of the UNC System that this task remains one of the most important decisions that this Board will make. Co-chair Ramsey stated that should the search take longer than expected, Interim President Roper agreed to remain in his current role for a period of time to be determined.

Chairman's Report

Chair Ramsey thanked the members for adapting to the virtual meeting format as we comply with social distancing guidelines. He spoke about all that the UNC System had accomplished over the previous few weeks, which included moving 50,000 classes online with 14,000 faculty teaching remotely. He thanked the campus leaders and employees. He thanked the Board, Interim President Roper, and the UNC System leadership team, for their efforts with the ongoing work of the University. For Chair Ramsey's complete report, please see Appendix L.

In closing, Chair Ramsey made the following announcements.

The Board will hold officers' elections at its May meeting. Members will receive the full description of the Board's policy for electing officers so that all members understand the nominating and election policy prior to the meeting. Given the current national state of emergency declarations and the various stay-at-home orders that are in place, the Board may be required to hold its regularly scheduled May meeting, by way of videoconference. Adjustments to the Board's normal procedures would be needed.

Motion: Resolved, that the Board of Governors suspend its requirement that Board members attend regular meetings in person to count for a quorum and to vote. As long as the Board is under current social distancing rules, this will allow the Board to hold its future regular meetings by way of videoconference or teleconference.

Motion: Randy Ramsey

Motion seconded: Darrell Allison

Motion carried

Lastly, Chair Ramsey made the following motion.

Motion: Resolved, that the Board of Governors suspend the requirement to the election policy to the extent it requires paper balloting. This will allow the Board to vote by a show of hands or by electronic means.

Motion: Randy Ramsey

Motion seconded: Kellie Blue

Motion carried

Secretary Burris-Floyd moved that the Board go into closed session pursuant to N.C. General Statute 143-318.11(a)(1), (3), and (6), for the purposes stated in the written motion that was included in the meeting materials, which have been publicly made available (see Appendix M).

The Board went into closed session at 10:03 a.m. and returned to open session at 10:09 a.m.

Report of the Committee on Personnel and Tenure

Mrs. Blue, chair of the committee, reported that, at its videoconference meeting the previous day, the committee heard an update from the senior vice president for human resources. The update included a report on recently implemented human resource provisions for both faculty and staff in response to COVID-19. The committee also reviewed the 2019 Annual SHRA Compensation Report. The senior vice president for academic affairs provided the committee with an update on the University's Faculty Recruitment and Retention Fund report.

There being no further business, the meeting adjourned at 10:10 a.m. The next meeting of the Board of Governors is scheduled for Wednesday, May 20, 2020, at the UNC Center for School Leadership Development in Chapel Hill.

Pearl Burris-Floyd, Secretary

APPENDICES

The Appendices are part of the official record of the meeting and are posted on the UNC System website at:
<http://www.northcarolina.edu/apps/bog/index.php>

- Appendix A Interim President Roper's Report
- Appendix B Additional Delegation of Authority for Real Property – Western Carolina University
- Appendix C Capital Improvement Projects
- Appendix D Sale of Special Obligation Bonds – UNC Wilmington
- Appendix E UNC-Chapel Hill Horace Williams Campus Expansion Request
- Appendix F UNC System Degree Establishment Programs
- Appendix G UNC System Degree Discontinuation and Consolidation Programs
- Appendix H Report from the Association of Student Governments President, Adam Schmidt
- Appendix I University of North Carolina's 2019-20 Amended Budget Priorities
- Appendix J Non-Appropriated Capital Improvement Items – UNC-Chapel Hill and Western Carolina University
- Appendix K Resolution on Teacher Preparation
- Appendix L Chair Ramsey's Report
- Appendix M Closed Session Motion