



May 19, 2020 at 1:45 p.m.  
Via Videoconference and UNC-TV Live Stream

## AGENDA

### OPEN SESSION

- A-1. Approval of the Minutes of April 16, 2020 ..... David Powers
- A-2. Discussion of Draft Revisions to UNC Policy Manual ..... David Powers
  - a. Section 200.7 of the UNC Policy Manual (Duties, Responsibilities, and Expectations of Board Members)
- A-3. UNC Press Board of Governors Appointments ..... David Powers
- A-4. UNC-TV Board of Trustees Appointments ..... Terry Hutchens

### CLOSED SESSION

- A-5. Legal Affairs Report..... Thomas Shanahan

### OPEN SESSION

- A-6. Other Business ..... David Powers
  - a. Student Elections Working Group Update
- A-7. Adjourn

## Closed Session Motion

### Motion to go 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.
- Consult with our attorney to protect attorney-client privilege; and

To consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action for the following cases:

- *Allen, Brady Wayne v. UNC System, Board of Governors, and UNC Charlotte*
- *Burnett, Harry J. v. UNC System, Board of Governors, and UNC Asheville*
- *Dieckhaus, Deena v. UNC System, Board of Governors, and East Carolina University*
- *McAllister-McRae, Gina v. UNC System, Board of Governors, and UNC Wilmington*

**Pursuant to:** G.S. 143-318.11(a)(1) and (3).

## DRAFT MINUTES

April 16, 2020

Via Videoconference and UNC-TV Live Stream

This meeting of the Committee on University Governance was presided over by Chair David Powers. The following committee members, constituting a quorum, were also present by videoconference: W. Louis Bissette, Jr., Pearl Burris-Floyd, Thomas H. Fetzer, Thomas C. Goolsby, Terry Hutchens, and James L. Holmes, Jr.

Chancellors participating were Jose Sartarelli and Peggy Valentine.

Staff members present included Thomas Shanahan, Meredith Steadman, and others from the UNC System Office.

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

The chair called the meeting to order at 1:31 p.m., on Thursday, April 16, 2020.

Chair Powers reminded all members of the committee of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflict of interest. The chair asked if there were any conflicts or appearances of a conflict with respect to any matter coming before the committee. No members identified any conflicts at the time.

The chair next called for a motion to approve the open session minutes of March 19, 2020, and the closed session minutes of February 20, 2020.

**MOTION:** Resolved, that the Committee on University Governance approve the open session minutes of March 19, 2020, and the closed session minutes of February 20, 2020.

**Motion:** Pearl Burris-Floyd

**Motion carried**

### 2. UNC Policy Review (Item A-2)

The chair reminded the committee that it is reviewing a number of policies over the 2019-20 academic year for the purpose of determining if a policy is still needed, and whether the purpose and goal of the policy is being met. At its February meeting, the committee had a very productive discussion on Section 200.7, Duties, Responsibilities, and Expectations. Staff prepared draft revisions to the policy based on the discussions. The chair stated that he would like to postpone any additional consideration of amendments to the policy until the committee is able to meet face-to-face.

For this meeting, the committee reviewed Section 200.1, Dual Memberships and Conflicts of Interest. The chair then called on Mr. Shanahan to provide an overview of the policy. Mr. Shanahan explained the policy and how it

relates to members of the Board of Governors and boards of trustees. Mr. Shanahan recommended that, following the committee's review and approval of amendments to Section 200.7, staff prepare draft amendments to Section 200.1 to be brought before the committee for consideration.

### **3. East Carolina University Board of Trustees Appointment (Item A-3)**

The chair advised the committee of a vacancy on the East Carolina University Board of Trustees. The chair then made a motion to appoint Mr. Van Isley to fill the partial term vacancy to the East Carolina Board of Trustees.

There was then further discussion on the motion in response to a request from Mr. Fetzer to delay in the vote until May. Mr. Holmes recommended that the nomination move through the committee and that he arrange for Mr. Fetzer to talk with Mr. Isley.

**MOTION:** Resolved, that Van Isley be appointed fill the partial-term vacancy to the East Carolina University Board of Trustees.

**Motion:** David Powers

**Motion carried**

Mr. Fetzer and Mr. Goolsby opposed the appointment.

### **4. Other Business (Item A-6)**

The chair briefed the committee on the status of the Student Working Group and named the newly appointed members:

Dwight Stone, UNC Board of Governors  
Jan King Robinson, Elizabeth City State University, Board of Trustees  
Ed Stack, NC State University Board of Trustees  
Sheri Everts, Chancellor, Appalachian State University  
Harold Martin, Chancellor, N.C. A&T State University  
Thomas Crowe-Allbritton, Student Body President, UNC Pembroke  
Ashton Martin, Student Body President, UNC-Chapel Hill  
Kevin Howell, NC State University  
Robert Straub, Winston-Salem State University  
Kim Mitchell, UNC System Office

### **5. Adjourn**

There being no further business, the meeting adjourned at 2:05 p.m.

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Thomas H. Fetzer, Secretary



## AGENDA ITEM

A-2. Draft Revisions to Section 200.7 of the UNC Policy Manual .....David Powers

**Situation:** The committee will review proposed revisions to Section 200.7 of the UNC Policy Manual (Duties, Responsibilities, and Expectations of Board Members). The proposed changes seek to improve the effectiveness and clarity of the policy.

**Background:** Section 200.7 of the UNC Policy Manual details the duties and responsibilities of members of the Board of Governors, boards of trustees of constituent institutions, and the boards of University-affiliated organizations. The policy also establishes the bases and procedures for board member sanctions, including removal or recommendation for removal.

**Assessment:** The draft revisions to Section 200.7 of the UNC Policy Manual expand and clarify the duties and responsibilities of board members. The changes would also establish a more detailed process for receipt, review, and consideration of complaints against board members. The revisions clarify the Board's authority to impose sanctions, including removal or recommendation for removal, within the Board's discretion.

**Action:** This item is for discussion only.

200.7

Adopted 04/10/15

Amended / /20

### Duties, Responsibilities, and Expectations of Board Members

I. Applicability and Purpose. This policy sets forth the duties, responsibilities, expectations, and standards of conduct for members of the Board of Governors of the University of North Carolina (UNC System), the boards of trustees of the constituent institutions, and the boards of University-affiliated organizations where membership includes individuals appointed by the Board of Governors.

II. Definitions. For purposes of this policy:

A. "Board" means the Board of Governors, a board of trustees of a constituent institution of the ~~University of North Carolina~~UNC System, or a board of a University-affiliated organization with members appointed by the Board of Governors.

B. "Board member" means any member of the Board of Governors, a board of trustees of a constituent institution of the ~~University of North Carolina~~UNC System, or the board of a University-affiliated organization.

C. "Institution" means the ~~University of North Carolina~~UNC System or a constituent institution of the ~~University of North Carolina~~UNC System.

D. "University-affiliated organization" means an institution or organization that the Board of Governors is authorized to establish or to which it is authorized to appoint board members pursuant to statute, but does not include ~~Associated Entities~~associated entities covered by Section 600.2.5.2[R] of the UNC Policy Manual or ~~Centers~~centers or ~~Institutes~~institutes covered by Section 400.5[R] of the UNC Policy Manual.

~~III. —Duties and Responsibilities. Board members are responsible for performing essential functions that are central to the governance of the University, as described in Chapter 116 of the North Carolina General Statutes, *The Code of the University of North Carolina*, the UNC Policy Manual ~~of the University~~, and the policies and by-laws of the constituent institutions. ~~Board members shall adhere to the standards of conduct and fulfill duties and expectations set forth in this policy.~~~~

~~A. —Attendance. Board members shall attend board meetings. If a member of the Board of Governors is, for any reason other than ill health or service in the interest of the State or nation, absent for four (4) successive regular meetings of the Board, his or her place as a board member shall be deemed vacant.<sup>1</sup> If a member of a board of trustees of a constituent institution is, for any reason other than ill health or service in the interest of the State or nation, absent for three (3) successive regular meetings of a board of trustees, his or her place as a board member shall be deemed vacant.<sup>2</sup>~~

<sup>1</sup>N.C.G.S. § 116-7(c).

<sup>2</sup>N.C.G.S. § 116-31(j).

~~B. Participation in Policy and Oversight Functions. Board members are expected to prepare for meetings; actively contribute to the work of the board; and act in accordance with the governance, oversight, and advisory functions allocated to the board by:~~

~~1. Reviewing and inquiring about materials that involve the institution or University-affiliated organization, such as board minutes and annual reports;~~

~~2. Understanding and participating appropriately in the oversight function allocated to the board with respect to the finances and effectiveness of the institution or University-affiliated organization;~~

~~3. Seeking information from and consulting appropriately with the chief executive officer of the institution or University-affiliated organization to gain additional context, make well-informed policy decisions, and carry out responsibilities for board-level oversight and monitoring of the affairs of the institution or University-affiliated organization;~~

~~4. Participating as requested in the preparation and revision of long-range plans for the institution or University-affiliated organization;~~

III. Serving on and contributing to the work of assigned committees; Board members shall adhere to the standards of conduct and fulfill duties and expectations set forth in this policy.

A. Attendance. Board members shall attend board meetings. If a member of the Board of Governors is, for any reason other than ill health or service in the interest of the State or nation, absent for four (4) successive regular meetings of the Board, his or her place as a board member shall be deemed vacant.<sup>1</sup> If a member of a board of trustees of a constituent institution is, for any reason other than ill health or service in the interest of the State or nation, absent for three (3) successive regular meetings of a board of trustees, his or her place as a board member shall be deemed vacant.<sup>2</sup>

B. Participation in Policy and Oversight Functions. Board members are expected to prepare for meetings; actively contribute to the work of the board; and act in accordance with the governance, oversight, and advisory functions allocated to the board by:

1. Reviewing and inquiring about materials that involve the institution or University-affiliated organization, such as board minutes and annual reports;

2. Understanding and participating appropriately in the oversight function allocated to the board with respect to the finances and effectiveness of the institution or University-affiliated organization;

3. Seeking information from and consulting appropriately with the chief executive officer of the institution or University-affiliated organization to gain additional context, make well-informed policy decisions, and carry out responsibilities for board-level

oversight and monitoring of the affairs of the institution or University-affiliated organization;

4. Participating as requested in the preparation and revision of long-range plans for the institution or University-affiliated organization;

5. Serving on and contributing to the work of assigned committees; and

6. Listening to and considering differing opinions, and otherwise making reasonable efforts to conduct oneself in accordance with the practices and customs of formality and decorum articulated in Robert's Rules of Order;<sup>3</sup>

6. <sup>3</sup>

C. Referring Scope of Authority. Board members' authority is collective, not individual, and only arises from their participation with other members of the board when officially convened. Individual board members hold no inherent authority under applicable law or University policy to exercise administrative or executive functions on behalf of their institution. Individual board members may not bind the board or the institution, enter into contracts on behalf of the board or the institution, or otherwise act on behalf of or in the name of the board or institution unless clearly authorized to do so in a particular matter by the board itself or the chief executive officer of the institution. Accordingly, and by way of example, board members shall:

7.1. Refer matters of administration and management to the chief executive officer of the institution or University-affiliated organization for handling;

8.2. Respecting Respect and following follow executive leadership, management, and reporting lines when communicating with and seeking information from the University and the constituent institutions, and refraining avoid from directing matters of administration or executive action except through the chief executive officer of the institution or University-affiliated organization; and

9. Recognizing that board members' authority is collective, not individual, and only arises from their participation with other members of the board when it is officially convened.

C. Ethical Conduct. Board members shall adhere to high standards of ethical conduct by complying with laws, regulations, and University policies applicable to their service as board members and public officials, which include the obligations to:

1. Exercise authority honestly and fairly, free from impropriety, threats, favoritism, and undue influence, as required by the State Ethics Act.<sup>4</sup>

<sup>3</sup>Section 202C(4) of *The Code of the University of North Carolina*.

<sup>4</sup>N.C.G.S. § 138A-2.



~~2. Keep confidential all information and records that are required by law to be kept confidential, including, but not limited to, personnel records and information, student records and information, attorney-client communications, and closed session deliberations and information;~~

~~3. Not undertake reviews, background checks, investigations, or any other assessments of University employees or candidates for University employment unless duly and explicitly directed to do so by the president, by the chief executive officer of the employing institution, or by the Board of Governors.~~

D. Ethical Conduct. Board members shall adhere to high standards of ethical conduct by complying with laws, regulations, and University policies applicable to their service as board members and public officials, which include the obligations to:

1. Exercise authority honestly and fairly, free from impropriety, threats, favoritism, and undue influence, as required by the State Ethics Act.<sup>4</sup>

2. Keep confidential all information and records that are required by law to be kept confidential, including, but not limited to, personnel records and information, student records and information, attorney-client communications, and closed session deliberations and information;

3. Comply with North Carolina open meetings ~~and public records laws;~~by conducting hearings, deliberations, and actions of these bodies be conducted openly, except when permitted or required to a closed session

4. Comply with applicable public records laws by permitting open access to and inspection of public records in the member's custody, including records created, sent, or received by Board members entirely on non-University accounts or devices, as required by law;

4.5. Bring matters of concern, potential or real conflicts of interest, and reports of unlawful and/or noncompliant activity to the attention of the appropriate institutional or organizational officer, such as the president, chancellor, board chair, or committee chair;

5.6. Avoid any personal or business interest that may conflict with the member's responsibilities to the institution or University-affiliated organization;

6.7. Avoid even the appearance of impropriety when conducting the institution's or University-affiliated organization's business; ~~and~~

8. Recuse oneself from consideration of matters during meetings when required;

9. Conduct oneself at all times in accordance with the University's prohibition about all forms of illegal discrimination or harassment;

10. Not engage in acts of fraud or other violations of law inconsistent with the ethical expectations of a public official;

11. Not act as a registered lobbyist on behalf of any lobbyist principal in any matter or issue that is adverse to the interests of the UNC System, a constituent institution, or a University-affiliated organization; and

7.12. Not represent, as a practicing attorney, any party in a matter in which the party's interest is adverse to the interests of the UNC System, a constituent institution, or a University-affiliated organization.

~~D. Support for the Institution. Board members shall discharge their duties to the institution with care, skill, prudence, and diligence by:~~

~~1. Exercising the degree of diligence, care, and skill that a prudent individual familiar with such matters would use under similar circumstances in a like position;~~

~~2. Acting in good faith with the best interest of the institution or University-affiliated organization in mind;~~

~~3. Conducting oneself, at all times, in furtherance of the institution's or University-affiliated organization's goals and not the member's personal or business interests;~~

~~4. Providing oversight to ensure that the institution's or University-affiliated organization's resources are dedicated to the fulfillment of its mission; and~~

~~5. Becoming knowledgeable about issues that affect the University and seeking to understand the educational needs and desires of all the State's citizens, and their economic, geographic, political, racial, gender, and ethnic diversity.<sup>5</sup>~~

**Removal**

E. Support for the Institution. Board members shall discharge their duties to the institution with care, skill, prudence, and diligence by:

1. Exercising the degree of diligence, care, and skill that a prudent individual familiar with such matters would use under similar circumstances in a like position;

2. Acting in good faith with the best interest of the institution or University-affiliated organization in mind;

3. Conducting oneself, at all times, in furtherance of the institution's or University-affiliated organization's goals and not the member's personal or business interests;

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<sup>5</sup> N.C.G.S. § 116-7.

4. Providing oversight to ensure that the institution's or University-affiliated organization's resources are dedicated to the fulfillment of its mission; and

5. Becoming knowledgeable about issues that affect the University and seeking to understand the educational needs and desires of all the State's citizens, and their economic, geographic, political, racial, gender, and ethnic diversity.<sup>5</sup>

IV. Sanctions. A board member may be removed, ~~or~~ recommended for removal, or subject to a lesser sanction for specified cause by any material violation of the duties, responsibilities, and expectation of board members set forth in this policy. Any sanction shall require an affirmative vote of two-thirds (2/3) of the voting membership of the Board of Governors or board of trustees then in office.

A. Removal of a Member of a Board of Trustees or University-affiliated Organization. The Board of Governors may remove from the board of trustees of a constituent institution or from the board of a University-affiliated organization a board member who was elected by the Board of Governors. With respect to a member of a board of trustees who was appointed by ~~the Governor~~ a different appointing authority, the Board of Governors may vote to recommend to the ~~Governor~~ appointing authority that the member be removed.

B. Removal of a Member of the Board of Governors. The Board of Governors may recommend to the State House of Representatives or State Senate, whichever chamber elected the member, that a member of the Board of Governors be removed.

C. Other Sanctions. A board member, regardless of their appointing authority, may be subject to other sanctions lesser than removal (ex: public censure, suspension of voting rights, removal of committee assignments).

D. Complaints.

1. Complaints against a board member may be made to the chair of the Committee on University Governance.

2. Upon receipt of a complaint, the chair of the Committee on University Governance shall determine whether, assuming all of the facts alleged are true, the complaint alleges a material violation of the duties, responsibilities, and expectations of board members. If the complaint does not meet this threshold, the chair of the Committee on University Governance may dismiss the complaint and shall report the dismissal to the Committee on University Governance.

3. If the complaint is against a member of a board of trustees or University-affiliated organization, then the Committee on University Governance may retain the complaint for review and adjudication by the Governance Committee under section E, or it may direct the complaint to the board of trustees with directions for appropriate action. The committee's determination should be based on the allegations of the complaint, the board of trustee's capacity to review the complaint, and all other relevant circumstances.

4. The chair of the committee may, after consultation with the membership of the Committee, refer the complaint to the State Ethics Commission.

C.E. Procedure for ~~Removal~~Sanctions; Specification of Cause; Notice and Opportunity to Respond.

1. The chair of the Committee on University Governance shall send the ~~board member~~respondent a written specification of ~~reasons to consider~~the complaint(s) ~~against~~ the board ~~member's removal~~member. In the event that the chair of the Committee on University Governance is the subject of the board's consideration ~~of a recommendation of removal~~, the vice chair of the Committee on University Governance will temporarily serve in the chair's role. The notice shall state that the board member may submit a written response to the chair of the Committee on University Governance ~~and the complaining board member~~ within ~~five (5)~~ 10 business days of receipt of the written notice.

2. ~~The Committee on University Governance shall consider the written response of the board member and recommend to the Board of Governors action that the committee deems appropriate.~~ If the board member submits no written response to the chair of the Committee on University Governance within the specified timeframe, the Committee on University Governance may ~~continue with its consideration of removal of the board member, or a recommendation that the appropriate appointing or electing authority remove the board member~~proceed to consider the complaint.

3. In its consideration of each matter, the Committee on University Governance shall ensure that all material facts are presented to the committee. The committee may select one or more committee members or another qualified individual to investigate the allegations and provide the committee with factual findings and a recommendation. The committee may review any documents or establish any procedures it considers necessary based on the particular circumstances involved.

4. Following the deadline for the respondent's written response and the conclusion of any investigation, the Committee on University Governance shall conduct a hearing to consider the complaint against the board member. The chair of the Committee on University Governance shall preside over the hearing, which shall include a full and accurate presentation of all relevant facts. During this hearing, the respondent member shall be permitted to be heard.

5. At the conclusion of the hearing, the Committee on University Governance shall assess the evidence presented using a preponderance of the evidence standard and recommend to the Board of Governors findings and action that the committee deems appropriate.

~~3.~~

## V. Other Matters

- A. **Effective Date.** The requirements of this policy shall be effective on the date of adoption by the Board of Governors.
- B. **Relation to State Laws.** The foregoing policies as adopted by the Board of Governors are meant to supplement, and do not purport to supplant or modify, those statutory enactments which may govern the activities of public officials.
- C. **Regulations and Guidelines.** These policies shall be implemented and applied in accordance with such regulations and guidelines as may be adopted from time to time by the president.

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<sup>1</sup> [.G.S. 116-7\(c\).](#)

<sup>2</sup> [.G.S. 116-31\(j\).](#)

<sup>3</sup> [Section 202 C\(4\) of \*The Code\*.](#)

<sup>4</sup> [G.S. 138A-2.](#)

<sup>5</sup> [G.S. 116-7.](#)

## Obligations of University Board Members

### **Fiduciary Obligations**

Under state statutory and common law, board members of colleges and universities are fiduciaries and must act in accordance with the fiduciary duties of care, loyalty, and obedience.

Fiduciary duties require board members to make careful, good-faith decisions in the best interest of the institution consistent with its public or charitable mission, independent of undue influence from any party or from financial interest.

- **Duty of Care** - Governing board members must carry out their responsibilities in good-faith and using that degree of diligence, care, and skill which ordinarily prudent persons would reasonably exercise under similar circumstances in like positions.
- **Duty of Loyalty** – A university board member must be loyal to the institution and not use the position of authority to obtain, directly or indirectly, a benefit for him or herself or for another organization in which the board member has an interest
- **Duty of Obedience** – Board members must ensure that the institution is acting at all times in accordance with its mission and purposes.

### **Ethical Obligations and Conflicts of Interest**

#### **State Government Ethics Act (G.S. 138A)**

Applies to voting members of the Board of Governors and board of trustees, the UNC president, vice presidents, chancellors, and vice chancellors.

- Requires filed statements of economic interest disclosing their personal and business financial interests.
- Requires participation in ethics and lobbying education programs and training
- Board members must determine whether a conflict of interest exists before taking official action
- Prohibits use of a public position for private gain or in private advertising
- Prohibits acceptance of certain gifts and honoraria
- Prohibits participating in official actions in which a member's extended family, their employer or client, or a business or nonprofit organization with which they are associated may receive a financial benefit

#### **Dual Office Holding (G.S. 116-7)**

A Board of Governors member may not be:

- A member of the General Assembly;
- Spouse of a member of the General Assembly; or
- Officer or employee of the state, the University of North Carolina, or any constituent institution:

Any member of the Board of Governors who is elected or appointed to the General Assembly or who becomes an officer or employee of the State or of any constituent institution or whose spouse is elected or appointed to the General Assembly or becomes an officer or employee of The University of North Carolina or of any constituent institution shall be deemed thereupon to resign from his membership on the Board of Governors.

## **Disclosure Obligations**

### **North Carolina Public Records Act (G.S. 132-6)**

- Requires custodians of public records, including board members, to permit inspection of records created or received in the transaction of public business.
- Materials become public records based on content, not manner of creation or storage location.
- Documents created on or sent to or from private or business email accounts or nongovernmental computers and other devices may be public records.
- Board members must retain and not destroy all records reflecting the business of the Board in accordance with schedules generated by the Department of Cultural Resources.

### **North Carolina Open Meetings Act (G.S. 143-318.9)**

- “. . . it is the public policy of North Carolina that the hearings, deliberations, and actions of these bodies be conducted openly.”
- Requires public notice and minutes of board meetings.
- Permits closed session for certain limited purposes.

## **Confidentiality Obligations**

- It is a violation of state law to improperly disclose confidential personnel information.
- Federal law (FERPA) prohibits disclosure of information from student records.
- Sharing attorney-client privileged information may destroy the privilege.
- State Ethics Act prohibits improper use or disclosure of confidential information.

## **Sarbanes-Oxley Act**

The Sarbanes-Oxley Act (SOX) primarily governs publically traded companies, but several of its core principles can offer guidance to higher education institution board members:

- SOX requires a corporation’s principal executive officer and the principal financial officer to vouch for completeness and accuracy of the entity’s financial reports.
- SOX puts a board of directors at personal risk if a corporation under their review misrepresents its financial condition or otherwise violates the disclosure laws.
- The Act requires that an independent auditor report to the board’s audit committee
- Board members are prohibited from maintaining any conflicts of interest.
- All members of the board are required to disclose any ownership interest they have directly or indirectly in the company.
- Board audit committees must establish procedures for receiving complaints regarding accounting, internal accounting controls, or auditing matters.
- Must provide for confidential, anonymous submission by employees regarding questionable accounting or auditing matters.



## AGENDA ITEM

A-3. UNC Press Board of Governors Nominations.....David Powers

**Situation:** UNC Press has two vacancies on its board of governors, with five-year terms beginning July 1, 2020 and ending June 30, 2025.

**Background:** The UNC Press Board of Governors has 15 elected members who serve five-year terms and may be reelected for successive terms up to a service limit of three full terms. Fourteen of the current members actively hold academic positions at universities including Appalachian State University, North Carolina Central University, North Carolina State University, University of North Carolina at Chapel Hill, and University of North Carolina at Greensboro.

According to its by-laws, the UNC Press Board of Governors creates a nominating committee and submits a slate to the chancellor of UNC-Chapel Hill, who transmits it to the president of the UNC System to present to the Board of Governors.

**Assessment:** Following the recommendation of UNC Press and UNC-Chapel Hill Chancellor Guskiewicz, Interim President Roper nominates Mr. John C. O’Hara Jr. and Professor Carlton E. Wilson for appointment. Biographical information for each is included in the materials.

**Action:** This item requires a vote by the committee, with a vote by the full Board of Governors through the consent agenda.



## **UNC Press Board of Governors Candidates**

### **John C. O'Hara, Jr.**

John O'Hara, Jr., is retired director of Rockefeller & Co. Financial, where he worked on strategic initiatives for the Asset Management Division. Prior to joining Rockefeller & Co. in 2011, he served as chief operating officer of Franklin Street Partners, an independent wealth management firm based in Chapel Hill, North Carolina. O'Hara previously worked as a managing director in the Investment Management Division of Goldman Sachs, as well as managing director of the Commodities Corporation, which was acquired by Goldman Sachs in 1997.

O'Hara received an MBA from the Kenan-Flagler Business School of the University of North Carolina at Chapel Hill and a BA in political science from the University of Massachusetts at Amherst. In addition to the UNC Press Board of Governors, he serves as a trustee of the National Humanities Center and emeritus director of the Institute for the Arts & Humanities at UNC-Chapel Hill and the Kenan-Flagler Business School Foundation.

### **Carlton E. Wilson**

Carlton Wilson is professor of history and dean of the College of Arts and Sciences at North Carolina Central University. Wilson received his BA in history from North Carolina Central University (1978); his MA in British history from The Ohio State University (1980); and his Ph.D. from the University of North Carolina at Chapel Hill (1995). His research interests include the African presence in Britain and modern Europe and the African Diaspora. In 2000, he received the University of North Carolina Board of Governors Award for Excellence in Teaching.

Before becoming dean of Arts and Sciences, Wilson served as chair of the Department of History and Dean of the College of Liberal Arts at NCCU. He also served as the interim provost and vice chancellor for Academic Affairs. He has held several positions in professional organizations, including chair of the American Historical Association's Committee on Minority Historians and member of the executive councils for the Southern Conference on British Studies and the Association for the Study of African American Life and History. Wilson is also a current member of the board of directors of the Museum of Durham History.



## AGENDA ITEM

A-4. UNC-TV Board of Trustees Nominations..... Terry Hutchens

**Situation:** UNC-TV Board of Trustees has four vacancies, with terms beginning on July 1, 2020 and ending on June 30, 2023.

**Background:** UNC-TV's Board of Trustees serves in a direct advisory capacity, assuring that public involvement and perspectives will have further influence on UNC-TV operations. The Board of Governors appoints 11 trustees, the governor appoints four, and the president *pro tempore* of the North Carolina Senate and speaker of the North Carolina House of Representatives each appoint one. Five serve *ex officio*: the president of the University of North Carolina System, the president of the NC Community College System, the superintendent of public instruction, the secretary of health and human services, and the secretary of cultural resources.

**Assessment:** Individuals for three of the four seats are recommended for appointment at this meeting. The committee will discuss the fourth vacancy at the next meeting. Mr. Jack Clayton is recommended for reappointment; Mr. Rick French and Mr. Michael Schoenfeld are recommended for appointment. Biographical information for each is included in the materials.

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

**Jack Clayton**

Jack Clayton is the president of Business Strategies North Carolina for TowneBank. Clayton is retired executive vice president and regional president for Piedmont East Community Banking, which covers 57 counties in the Triad, Triangle, and Eastern North Carolina. He led the bank's broad sales, service, and growth strategies for retail and small business banking in the region.

Clayton has served on a number of boards including the Triangle Land Conservancy, the Triangle YMCA's Capital campaign, William Peace University, North Carolina State College of Management, Wake Forest University's Wake Will campaign, and the Boy Scouts of America. Additionally, he previously served as chair of the Research Triangle Regional Partnership, the Greater Raleigh Chamber of Commerce, the YMCA We Build People campaign, Habitat CEO Build, WakeMed Medical Center, and the Occoneechee Council Boy Scouts of America.

Clayton earned a BA in Economics from Wake Forest University. He also received his MBA from UNC-Chapel Hill and completed a post graduate degree at NYU. Additionally, he studied at UBS in Switzerland, Duke University, and Harvard University.

**Richard D. French**

Rick French is chairman and chief executive officer of French/West/Vaughan (FWV), a public relations, public affairs, advertising, and digital media agency with offices in Raleigh, New York City, Boston, Tampa, and Los Angeles. French founded Richard French & Associates in 1997 and four years later merged his firm with another North Carolina-based firm, West & Vaughan, to form what is now French/West/Vaughan. French's firm represents some of the world's leading companies and brands, including Wrangler, Disney, Volvo, Swiss energy conglomerate ABB, German coffee purveyor Melitta, Pxiimo Spirits, The V Foundation for Cancer Research, the International Gemological Institute, Bassett Furniture, Fossil, and countless others.

French is a member of the board of trustees of the internationally renowned Rock and Roll Hall of Fame and Museum, the Board of Advisors of the Veteran Golfers Association, the board of directors of the National Advisory Council of Teen Cancer America, and the regional board of directors of Portsmouth, VA-based TowneBank. Additionally, French serves on the international board of the Buddy Holly Educational Foundation and the board of the Texas Heritage Songwriters Association. French received a bachelor's degree in journalism from Oakland University in Rochester, MI.

**Michael J. Schoenfeld**

Michael Schoenfeld is the chief communications and government relations officer for Duke University in Durham, NC. He serves as Duke's principal spokesperson and counselor to the president and trustees on public affairs, issues and crisis management, media relations, marketing, branding, and advocacy. Schoenfeld previously served as vice chancellor for public affairs at Vanderbilt University in Nashville, TN, from 1997-2008. Earlier, Schoenfeld served as senior vice president for policy and public affairs at the Corporation for Public Broadcasting (CPB) in Washington, D.C.

Schoenfeld is a member and secretary-treasurer of The Seminar, a group of senior public relations executives from the leading corporations and nonprofit organizations, and the Page Society. He is a board member and past chair of the Durham Chamber of Commerce, vice chair of the WUNC-North Carolina Public Radio board of directors, and vice chair and chair-elect of the Triangle Community Foundation. Schoenfeld is also a member of a number of public affairs councils and associations. Schoenfeld is a 1984 graduate of Duke University and received a master's degree in public policy from the Stony Brook University in 1986.