



MEETING OF THE BOARD OF GOVERNORS  
Committee on University Governance

January 20, 2021 at 11:15 a.m.  
Via Videoconference and UNC-TV Live Stream  
University of North Carolina System Office  
Center for School Leadership Development, Room 128  
Chapel Hill, North Carolina

## AGENDA

### OPEN SESSION

- A-1. Approval of the Open Session Minutes of November 18, 2020 ..... David Powers
- A-2. Repeal of Section 300.1.3 of the UNC Policy Manual ..... Carolyn Pratt
- A-3. 2021 Board of Trustees Selection Process ..... David Powers
- A-4. Appointment to the Liability Insurance Trust Fund Council ..... David Powers
- A-5. University of North Carolina at Greensboro Board of Trustees Appointment ..... Terry Hutchens

### CLOSED SESSION

- A-6. Approval of the Closed Session Minutes of November 18, 2020 ..... David Powers
- A-7. Legal Affairs Report ..... Andrew Tripp

### OPEN SESSION

- A-8. Adjourn

### Additional Information Available

UNC Policy Manual Technical Corrections



## 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:

- *Lannan v. UNC System*
- *Dieckhaus v. UNC Board of Governors*

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

**DRAFT MINUTES**

November 18, 2020

Via Videoconference and UNC-TV Live Stream

University of North Carolina System Office

Center for School Leadership Development, Board Room

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 at the meeting or by videoconference: Pearl Burris-Floyd, C. Philip Byers, Leo Daughtry, Mark Holton, and Terry Hutchens.

*Mr. Byers joined the meeting via videoconference at 9:04 a.m., and Mr. Daughtry joined via videoconference at 9:12 a.m.*

Dr. Wesley Burks, Chancellor Karrie Dixon, and Interim Chancellor Ron Mitchelson also participated.

Staff members present included Thomas Shanahan, Meredith McCullen, 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 9:00 a.m., on Wednesday, November 18, 2020.

Chair Powers reminded all members of the committee that the meeting would be conducted pursuant to the provisions of the Open Meetings Act. The law requires that all votes be taken by roll-call vote. The chair also reminded committee members 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 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 October 21, 2020.

**MOTION:** Resolved, that the Committee on University Governance approve the open session minutes of October 21, 2020, as distributed.

**Motion:** Terry Hutchens

**Motion carried**

Roll Call Vote	
Powers	Yes
Hutchens	Yes
Byers	Not present for vote.
Burris-Floyd	Yes
Daughtry	Not present for vote.

Holton	Yes
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## 2. Free Speech and Free Expression Presentation (Item A-2)

The committee began its series of presentations on free expression and free speech with an informative discussion on the state of free expression. The committee was joined by three members of the faculty at the University of North Carolina at Chapel Hill: Mark McNeilly, Jennifer Larson, and Timothy Ryan. Their presentation highlighted areas to better understand the culture at UNC-Chapel Hill, the need to create an informative national conversation, and the lack of evidence-based analysis as it relates to free expression and civil discourse. Following discussion from the Board members and President Hans, it was determined that additional information from across the entire System was needed. UNC System Office staff will work with the institutions to begin the research process.

## 3. UNC Health Care System Board of Directors Appointments (A-3)

The chair provided background information to the committee on the nominations, as well as information about the process for the nominations, roles, responsibilities, and duties of the UNC Health Care System Board of Directors.

**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:** Mark Holton

**Motion carried**

Roll Call Vote	
Powers	Yes
Hutchens	Yes
Byers	Yes
Burris-Floyd	Yes
Daughtry	Yes
Holton	Yes

## 4. UNC-TV Board of Trustees Appointment (A-4)

The chair provided background information to the committee on the nomination, as well as the process for the nominations, roles, responsibilities, and duties of the UNC-TV Board of Trustees.

**MOTION:** Resolved, that the Committee on University Governance approve Item A-4 and recommend it to the full Board of Governors for a vote.

**Motion:** Terry Hutchens

**Motion carried**

Roll Call Vote	
Powers	Yes
Hutchens	Yes

Byers	Yes
Burris-Floyd	Yes
Daughtry	Yes
Holton	Yes

## 5. Closed Session

Mr. Byers moved that the committee 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; to 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: *DTH v. University of North Carolina*; *Staton v. UNC, et al.*; *Lannan v. UNC System*, and *SFAA v. UNC*. Pursuant to G.S. 143-318.11(a)(1) and (3).

**Motion:** C. Philip Byers

**Motion carried**

Roll Call Vote	
Powers	Yes
Hutchens	Yes
Byers	Yes
Burris-Floyd	Yes
Daughtry	Yes
Holton	Yes

## THE MEETING MOVED INTO CLOSED SESSION.

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

## 6. Other Business

a. Board of Trustees Selection Process. The chair checked with the committee about the board of trustees selection process, including reviewing the selection calendar and trustee nomination form.

## 7. Adjourn

There being no further business and without objection, the meeting adjourned at 10:49 a.m.

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C. Philip Byers, Secretary

**AGENDA ITEM**

A-2. Repeal Section 300.1.3 of the UNC Policy Manual..... Carolyn Pratt

- Situation:** This is a request to the committee to approve the repeal of Section 300.1.3, *Attorney Licensing*.
- Background:** At the October meeting of the Committee on University Governance, the committee approved proposed amendments to Section 200.5, *Policy on Legal Affairs; Initiating and Settling Potential and Pending Litigation*. Amendments to the policy included the insertion of language previously set forth separately in Section 300.1.3. That language pertains to the requirement that attorneys employed by the University be licensed to practice law in the State of North Carolina.
- Assessment:** The stand-alone language in Section 300.1.3 is unnecessary and duplicative given the full Board's November approval of the proposed amendments to Section 200.5, including the language which was transferred from Section 300.1.3. Accordingly, it is requested that the committee vote to repeal Section 300.1.3.
- Action:** This item requires a vote by the committee, with a vote by the full Board of Governors through the consent agenda at the next meeting.

### **Attorney Licensing**

Every person employed by the University of North Carolina or any of its constituent institutions to serve as a lawyer for the University shall be licensed to practice law in the State of North Carolina at the time that the person is employed. If a person is licensed to practice law in another state, but is not licensed to practice law in the State of North Carolina, the person may be provisionally employed conditioned on the person's obtaining a license to practice law in North Carolina within one year after the date of the person's initial employment. The president is authorized to make an exception to this requirement if the particular position for which the person is employed requires that the person offer advice and counsel predominantly in areas of federal law.

**AGENDA ITEM**

A-4. Appointment to the Liability Insurance Trust Fund Council.....David Powers

**Situation:** The Board of Governors is responsible for the creation of the Liability Insurance Trust Fund and the Liability Insurance Trust Fund Council that administers the fund. There is now a vacancy on the council that has typically been filled by the senior vice president and general counsel or another attorney from the Office of Legal Affairs at the UNC System Office.

**Background:** Chapter 116, Article 26, of the North Carolina General Statutes empowers the Board of Governors to authorize the purchase of insurance contracts and the creation of self-insurance trusts to provide individual health care practitioners with coverage against claims of personal tort liability based on conduct within the course and scope of health care functions undertaken by such individuals as employees, agents, or officers of the University of North Carolina System, any constituent institution of the University, and any health care institution affiliated with the University. The Board of Governors established the Liability Insurance Trust Fund (Trust Fund) as an unincorporated entity through a resolution adopted on June 9, 1978. The Trust Fund is a self-insurance program established to provide professional medical malpractice liability covering the University of North Carolina Hospitals at Chapel Hill (the hospitals) and the University of North Carolina at Chapel Hill Faculty Physicians (the faculty practice plan for the School of Medicine). The Trust Fund provides coverage for program participants and individual health care practitioners working as employees, agents, or officers of program participants. The Trust Fund is exempt from federal and state income taxes and is not subject to regulation by the North Carolina Department of Insurance. Coverage is self-funded by contributions from participating entities and investment income. Contributions are based on the actuarially determined funding level for a given plan year. The Trust Fund is administered by the Liability Insurance Trust Fund Council (Council), which is composed of not more than 13 members. The Attorney General, the Insurance Commissioner, the director of the Office of State Budget and Management, and the state treasurer appoint one member each. The remaining nine members are appointed by the Board of Governors.

**Assessment:** The Board typically appoints the general counsel of the University of North Carolina System or another staff member of the Office of Legal Affairs as a member of the council. Therefore, President Hans recommends that Andrew Tripp, senior vice president and general counsel, be appointed to fill the vacancy on the council that was held by the previous general counsel.

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





## AGENDA ITEM

A-5. University of North Carolina at Greensboro Board of Trustees Appointment ..... Terry Hutchens

- Situation:** University of North Carolina at Greensboro (UNC Greensboro) Board of Trustees has one partial-term vacancy effective January 1, 2021, and ending on June 30, 2021.
- Background:** Kathy E. Manning was elected by the Board of Governors to serve a term on the UNC Greensboro Board of Trustees beginning on July 1, 2017, and ending on June 30, 2021. Ms. Manning submitted her resignation effective immediately on December 18, 2020.
- Assessment:** Margaret P. Benjamin is recommended for appointment to fill this vacancy.
- Action:** This item requires a vote by the committee and a vote by the full Board of Governors.

**Margaret Benjamin**

Margaret Benjamin's lifelong involvement in public relations, fundraising, and leadership for nonprofit organizations has focused on community advancement, the arts, history, and the central role of museums in communities. A New Orleans native, Benjamin began her museum career as public relations director of the Gallier House Museum. She holds a BA in fine arts and advertising from Louisiana State University (LSU), and an MA in liberal studies from the University of North Carolina at Greensboro (UNCG). Benjamin's current community service includes: member, LSU Museum of Art Board of Directors; vice-chair, Museum Trustee Association Board of Directors; chair, Public Art Endowment of Greensboro Steering Committee; Greensboro Public Library Foundation Board; Cone Health Cancer Center Advisory Committee. Benjamin's activities include serving on the Board of Visitors, Light the Way Campaign Steering Committee, Weatherspoon Arts Foundation Board of Directors, and the Weatherspoon Art Museum Advisory Board.

Benjamin is a graduate of the Other Voices Diversity Program of Greensboro. At a Congressional awards ceremony in Washington, D.C., Benjamin received the 2017 Champion of Museums award from the American Alliance of Museums (AAM) for her exemplary advocacy for museums and was recognized as a 2018 AAM Star Advocate.