



MEETING OF THE BOARD OF GOVERNORS
Committee on University Governance

April 6, 2022 at 1:15 p.m.
Via Videoconference and PBS North Carolina Live Stream
A.K. Hinds University Center, Grand Room (3rd Floor)
Western Carolina University
Cullowhee, North Carolina

AGENDA

OPEN SESSION

- A-1. Approval of the Open Session Minutes of February 23, 2022..... David Powers
- A-2. Vidant Medical Center Board of Trustees Appointments..... David Powers
- A-3. Free Speech and Free Expression Presentation..... David Powers

CLOSED SESSION

- A-4. Approval of the Closed Session Minutes of February 23, 2022..... David Powers
- A-5. Legal Affairs Report..... Andrew Tripp

OPEN SESSION

- A-6. 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:

- *Staton v. ECU*
- *Christopher Soderlund, et al. v. North Carolina School of the Arts, et al.*
- *UNC School of the Arts and University of North Carolina Tort Claims Affidavits*
- *David Derkits v. East Carolina University and UNC Board of Governors*

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

DRAFT OPEN MINUTES

February 23, 2022

Via Videoconference and PBS North Carolina Live Stream

UNC System Office

140 Friday Center Drive, Room 128

Chapel Hill, North Carolina

This meeting of the Committee on University Governance was presided over by Chair David Powers. The following committee members, constituting a quorum, were present either in person or via videoconference: Leo Daughtry, Mark Holton, and Terry Hutchens. Pearl Burris-Floyd was not present for this meeting.

Chancellors participating in-person were Wesley Burks, Karrie Dixon, and Philip Rogers.

Staff members present included Andrew Tripp, Meredith McCullen, and others from the UNC System Office.

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

Chair David Powers called the meeting to order at 1:37 p.m., on Wednesday, February 23, 2022.

The chair reminded all members of the committee of their duty under the State Government Ethics Act to avoid conflicts of interest and the appearances of a 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 January 19, 2022.

MOTION: Resolved, that the Committee on University Governance approve the open session minutes of January 19, 2022, as distributed.

Motion: Mark Holton

Motion carried

2. Free Speech and Free Expression Survey Update (Item A-2)

The chair called on Dr. Andrew Kelly to provide the committee with an update on the free speech and free expression survey. Surveys have been distributed with the goal of receiving 4,000 responses. Survey results will be presented to the committee at its May meeting.

3. University of North Carolina School of the Arts Board of Trustees Appointment (Item A-3)

The chair called on Mr. Holton to provide a brief background on the nomination to fill a partial vacancy on the University of North Carolina School of the Arts Board of Trustees.

MOTION: Resolved, that the Committee on University Governance approve Graydon Pleasants to fill the partial vacancy effective December 7, 2021, and ending June 25, 2025.

Motion: Mark Holton

Motion carried

4. Liability Insurance Trust Fund (LITF) Council Appointment (Item A-4)

The chair called on Mr. Andrew Tripp to provide background information to the committee on the nomination to fill a vacancy on the Liability Trust Fund Council as well as the roles, responsibilities, and duties of the council.

MOTION: Resolved, that the Committee on University Governance approve Latonya Brown to fill the vacancy on the LITF Council.

Motion: Terry Hutchens

Motion carried

5. Project Kitty Hawk, Inc. (Item A-5)

At its January meeting, the Board of Governors received an update from President Hans in which President Hans indicated that he would refer to the Board of Governors the question of approving Project Kitty Hawk, Inc.'s proposed Conflicts of Interest and Ethics Policy. Chair Powers called on Mr. Tripp to provide the committee with an overview of what has transpired with the Project Kitty Hawk, Inc., Board of Directors and briefly discussed the draft Conflicts of Interest and Ethics Policy, which was before the committee for approval.

MOTION: Resolved, that the Committee on University Governance approve the Conflicts of Interest and Ethics Policy for the Project Kitty Hawk, Inc., Board of Directors.

Motion: Mark Holton

Motion carried

6. Closed Session

Chair Powers called on Mr. Holton for the closed session motion. Mr. Holton 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 and § 131E-97.3 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: *Christopher Soderlund, et al. v. North Carolina School of the Arts, et al.*; *UNC School of the Arts and University of North Carolina Tort Claims Affidavits*; *Matter of Estate of Montae Imbt Johnson*, and *Alec Granger v. University of North Carolina*. Pursuant to G.S. 143-318.11(a)(1) and (3).

Motion: Mark Holton

Motion carried

THE MEETING MOVED INTO CLOSED SESSION AT 1:55 P.M.
(The complete minutes of the closed session are recorded separately.)

THE MEETING RESUMED IN OPEN SESSION AT 2:10 P.M.

7. Adjourn

Before adjourning the meeting, Chair Powers provided the committee with a brief description of upcoming free speech and free expression presentations for the April and May meetings. There being no further business and without objection, the meeting adjourned at 2:11 p.m.

Mark Holton, Secretary

AGENDA ITEM

A-2. Vidant Medical Center Board of Trustees Appointments David Powers

Situation: There are three seats on the Vidant Medical Center (VMC) Board of Trustees, requiring action: Seat 4, Seat 5, and Seat 20. Dr. Mary Raab, occupying Seat 4, has completed her service to the board. East Carolina University Chancellor Philip Rogers, occupying Seat 5, and Carlester Crumpler occupying Seat 20, are eligible for reappointment for an additional five-year term.

Background: Pursuant to the amended affiliation agreement between the University, East Carolina University, and VMC, the Board of Governors of the UNC System is responsible for appointing nine of the 20 total seats on VMC's Board of Trustees. The VMC Nominating Committee, consisting of VMC board chair Carlester Crumpler, Deborah Davis, Chancellor Phillip Rogers, and Dean Michael Waldrum met to consider the appointment of Seat 4 and the reappointment of Chancellor Rogers to Seat 5 and Carlester Crumpler to Seat 20.

Assessment: The nominating committee recommends Angela A. Allen for appointment to Seat 4 for a five-year term beginning on March 1, 2022, and ending on February 28, 2027. The nominating committee recommends Chancellor Rogers for reappointment to Seat 5 and Carlester Crumpler to Seat 20, both for a five-year term beginning on March 1, 2022, and ending on February 28, 2027. Biographical information is included in the materials.

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

Ms. Angela A. Allen

Angela A. Allen grew up and went to school in Eastern North Carolina. She graduated from East Carolina University in 1981. Following graduation, Allen joined IBM and quickly rose from the ranks of computer programmer to global vice president.

While at IBM, Allen was awarded a company-sponsored MBA through Harvard Business School, numerous Golden Circle awards, a Chairman's Team Award, and various technical and management awards during her career. She had the privilege of leading people in countries across North America, South America, Europe, Africa, India, China, Japan, Australia, and Canada. Allen's jobs included significant commercial responsibilities leading a 30-thousand-person team of technical-professionals with a multi-billion-dollar sales and delivery commitment to the business. Another significant role included a 10-year tour of work in Northern Virginia where she led the largest Application Services Practice for IBM's Federal Government division. She developed and maintained systems and teams for the Department of Defense, IRS, Health and Human Services, FEMA, the Department of Education, and many other agencies during this time.

For more than 20 years, Angela has been on various committees and programs supporting students at East Carolina University. She first engaged at the Computer Science Department where she linked the school with IBM and its resources for course curriculum, students, and experts. Allen served on the East Carolina's Women's Philanthropic Roundtable, the ECU Foundation, the ECU Board of Trustees, ECU's BB&T Leadership Board, the College of Engineering & Technology Board, A Forever Pirate Alumni, and member of ECU's Black Alumni Chapter.

Mr. Carlester T. Crumpler

Carlester Crumpler is a senior leader on the Atlanta Market Leadership Team and serves as a senior relationship manager in the Healthcare, Education, & Not for Profit Banking Group at Bank of America Merrill Lynch. In this role, Crumpler serves as a strategic advisor to not-for-profit organizations and leads a team that is responsible for sharing innovative ideas, products, and solutions that help clients streamline operations, increase profitability, and improve productivity so they can focus more on fulfilling their mission. In Crumpler's market leadership role, he is responsible for leading, crafting, and executing on the Atlanta market's employee engagement strategy for the bank's 5,400 employees in the Atlanta market.

Crumpler joined Bank of America in 2005 and has served in various roles with increasing responsibility throughout his career. These assignments include credit analysis, underwriting and deal structuring, business development, and sales in the Global Commercial Bank's Middle Market and For Profit Healthcare banking groups.

Crumpler currently serves on the boards of Vidant Health System and the Urban League of Greater Atlanta. In prior years, he has served on both the East Carolina University Foundation Board and the East Carolina University Leadership Advisory Council, and is a former founding board member of the Ron Clark Academy.

Carlester holds both a Bachelor of Science degree in Business Administration and a Master of Business Administration degree from East Carolina University. Prior to completing his MBA and joining Bank of America, Carlester enjoyed a six-year career in the National Football League with the Seattle Seahawks and Minnesota Vikings.

Dr. Philip G. Rogers**Chancellor, East Carolina University**

Dr. Philip G. Rogers became the 12th chancellor of East Carolina University on March 15, 2021. Rogers was nominated by UNC System President Peter Hans and elected by the Board of Governors on December 17, 2020. Prior to his appointment as chancellor, Rogers was the senior vice president for learning and engagement at the American Council on Education. As senior vice president, Rogers helped institutions navigate complex challenges facing the global higher education landscape. He was responsible for ACE's academic, research and innovation strategy, overseeing five separate divisions including advancement and fundraising, education attainment and academic innovation, global engagement and internationalization, leadership and professional learning, and research.

The appointment as chancellor is a homecoming for Rogers, who first came to ECU as a policy analyst in 2007 and served as chief of staff from 2008-13. As chief of staff he was responsible for external relations for the university, including government relations, marketing and communications, public service, and policy development. Rogers earned a doctorate degree in higher education management with distinction from the University of Pennsylvania, a master's degree in public administration from the University of North Carolina at Chapel Hill, and a bachelor's degree in communications from Wake Forest University.

AGENDA ITEM

A-3. Free Speech and Free Expression PresentationDavid Powers

Situation: This is the fourth in a series of presentations surrounding free speech and free expression across UNC System constituent institutions. The Committee on University Governance will participate in a discussion with Senator Amy Galey and Senator Mike Woodard of the North Carolina State Senate, and Representative Jon Hardister and Representative Zack Hawkins of the North Carolina House of Representatives. Biographical information for each is included in the materials.

Background: G.S. 116-301 requires that the Board designate a standing committee to act as the Committee on Free Expression and report annually to the public, the Board, the Governor, and the General Assembly on issues related to free speech and free expression within the University. The Board has designated the Committee on University Governance to fulfill these responsibilities.

Assessment: The presentations will allow institutions to showcase their commitment to promoting and protecting free speech; shed light on steps they are taking to inform students, faculty, and staff about rights and responsibilities; and share strategies for gathering and utilizing recommendations to improve free expression across the UNC System.

Action: This item is for information only.

Senator Amy Galey

Amy Galey currently serves in the North Carolina Senate, representing the 24th district since 2021. She grew up in Union Ridge, North Carolina and graduated from Western Alamance High School in 1985. Following graduation from high school, she left for Chapel Hill. She graduated from the University of North Carolina at Chapel Hill in 1989 with a BA in history and received her law degree from the University of North Carolina School of Law in 1994. Her career experience includes working as an office assistant and as a staff attorney with the Defender Corporation of Charleston County.

Senator Mike Woodard

Mike Woodard serves in the North Carolina Senate, representing the 22nd district since 2013. Woodard was born in Wilson, North Carolina, and his home city is Durham. Before becoming a state senator, Woodard was elected to the Durham City Council and served from 2005 through 2012. He graduated from Duke University in 1981 and has worked as an administrator at Duke University since 1981.

Representative Jon Hardister

Jon Hardister currently serves in the North Carolina House of Representatives, representing the 59th district since 2013. Hardister is a Greensboro, North Carolina, native and graduated from Grimsley High School. Following high school, he attended and graduated from Greensboro College with a BA in political science. Hardister is the vice president for marketing at First Carolina Mortgage, a small business that is owned and operated by his family.

Representative Zack Hawkins

Zack Hawkins currently serves in the North Carolina House of Representatives, representing the 31st district since 2019. Hawkins home city is Durham, North Carolina. He received his BS in biology from Elizabeth City State University and his MS in biology for North Carolina Central University. Hawkins has served as a teacher in Durham Public Schools (Southern High School), and works every day to help remove financial barriers for those that need it most.