

January 24, 2024 at 12:45 p.m.  
Via Videoconference and PBS North Carolina Livestream  
UNC System Office  
223 S. West Street, Room 1809  
Raleigh, NC 27603

## AGENDA

### OPEN SESSION

- A-1. Approval of the Open Session Minutes of November 15, 2023 Kellie Blue
- A-2. Project Kitty Hawk Board of Directors Appointments.....Kellie Blue
- A-3. UNC Health Board of Directors Appointments Peter Hans
- A-4. ECU Health Medical Center Board of Trustees  
Appointment.....Kellie Blue
- A-5. Consideration of Proposed Revisions to Section 1100.1 of the UNC Policy Manual,  
*Policy on Intercollegiate Athletics*..... Andrew Tripp
- A-6. Informational Report on Delegation of Authority Project Andrew Tripp

### CLOSED SESSION

- A-7. Approval of the Closed Session Minutes of November 15, 2023 Kellie Blue
- A-8. 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.

- To consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action for the following cases:
  - *North Carolina State University Property Damage Matter*
  - *East Carolina University Security / Law Enforcement Agency Video Recording Request*

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

## DRAFT MINUTES

November 15, 2023 at 2 p.m.  
Via Videoconference and PBS North Carolina Livestream  
University of North Carolina at Greensboro  
Nursing and Instructional Building, Room 510  
Greensboro, North Carolina

This meeting of the Committee on University Governance was presided over by Chair Kellie Blue. The following committee members, constituting a quorum, were also present in person: Pearl Burris-Floyd, Alex Mitchell, Michael Williford, and Philip Byers.

Chancellors participating were Chancellor Darrell Allison and Chancellor Harold Martin.

Staff members present included Andrew Tripp, 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 2 p.m. on Wednesday, November 15, 2023, and called for a motion to approve the open session minutes of October 19, 2023.

**MOTION:** Resolved, that the Committee on University Governance approve the open session minutes of October 19, 2023, as distributed.

**Motion:** Pearl Burris-Floyd

**Motion carried**

### 2. Consideration of Proposed Revisions to Section 200 of the UNC Policy Manual (Item A-2)

Chair Blue called on Mary Griffin Inscoe to summarize the proposed amendments to Section 1100.1 of the UNC Policy Manual. Chair Blue then called for a motion to approve the amendments.

Mr. Byers brought forward a motion to amend the policy changes by striking the proposed deletion to Section V. of Section 200.5 of the UNC Policy Manual, *Policy on Legal Affairs, Initiating and Settling Potential and Pending Litigation*.

**MOTION:** Resolved, that the Committee on University Governance approve Mr. Byers' amendment to the proposed changes to Section 200.5 of the UNC Policy Manual, *Policy on Legal Affairs, initiating and Settling Potential and Pending Litigation*.

**Motion:** Philip Byers

**Motion carried**

Chair Blue then called for a motion to approve the proposed revisions to Sections 200.1, 200.5, and 200.6 of the UNC Policy Manual with the inclusion of the voted-on amendment.

**MOTION:** Resolved, that the Committee on University Governance approve amendments to Section 200.1, *Dual Memberships and Conflicts of Interest*, Section 200.5, *Policy on Legal Affairs; Initiating and Settling Potential and Pending Litigation*, and Section 200.6, *Policy on Delegation of Authority to the President*, of the UNC Policy Manual with the inclusion of the voted-on amendments.

**Motion:** Philip Byers

**Motion carried**

**3. Closed Session**

**MOTION:** Resolved, that the Committee on University Governance move 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; to consult with our attorney to protect attorney-client privilege; Pursuant to G.S. 143-318.11(a)(1) and (3).

**Motion:** Michael Williford

**Motion carried**

**THE MEETING MOVED INTO CLOSED SESSION AT 2:03 p.m.**  
(The complete minutes of the closed session are recorded separately.)

**THE MEETING RESUMED IN OPEN SESSION AT 2:16 p.m.**

There being no further business and without objection, the meeting adjourned at 2:17 p.m.

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Michael Williford, Secretary

**AGENDA ITEM**

A-2. Project Kitty Hawk Board of Directors Appointments..... Kellie Blue

**Situation:** Project Kitty Hawk, Inc., was established as directed by Section 8.24 of S.L. 2021-180. The law requires the University of North Carolina Board of Governors to appoint seven of the nine members of the board of directors.

**Background:** Project Kitty Hawk, Inc., a private North Carolina nonprofit corporation, has been established in accordance with the 2021 Appropriations Act to support the digital learning and career development programs offered by constituent institutions of the University of North Carolina System. The entity itself will be governed by a board of directors consisting of two ex-officio (voting) members and seven members appointed by the Board of Governors from certain categories specified by the enabling legislation.

The enabling legislation creates a nine-member board of directors to govern Project Kitty Hawk, Inc. Seven of the nine board members consist of three chancellors or chief academic officers of constituent institutions of the UNC System and four individuals with experience in higher education, business management, or both. These seven individuals are appointed by the Board of Governors, in consultation with the president. Additionally, the chair of the UNC Board of Governors and the president serve as the two ex-officio (voting) members of the board.

**Assessment:** The committee is being presented with three reappointments and one new appointment according to the categories specified by the enabling legislation based on the recommendation of the president. Recommended for reappointment are Chancellor Philip Rogers, Susan Cates, and John Comly. Chancellor Karrie Dixon of Elizabeth City State University is being recommended to fill one of the three chancellor seats. All candidates are recommended for a two-year term, beginning February 1, 2024, and ending January 31, 2026. Biographical information can be found in your materials.

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

**John Comly**

John Comly leads a team of more than 400 employees dedicated to unleashing potential and helping learners achieve possibilities. Since serving as president and CEO since 2017, Mr. Comly has led the company through rapid growth and transformation. In 2019, when the company was known as American Safety Council, Mr. Comly was named one of Orlando Business Journal's CEOs of the Year, recognizing his outstanding investment in technology and proven ability to drive growth. In 2021, Mr. Comly helped guide the company through a successful private equity-backed recapitalization with Ridgemont Equity Partners – a transaction recognized as the 2021 Private Equity Middle Market Deal of the Year. In 2023, after leading the company through a series of strategically and culturally accretive mergers and acquisitions, as well as strategic-organic growth, American Safety Council was rebranded as Certus – an evolution that reflects the company's proud history and positions it for its next phase of growth. Prior to joining Certus, Mr. Comly spent over six years at Red Ventures, a Charlotte-based technology company, where he held several senior leadership roles and served as president of multiple business units.

**Susan Cates**

Susan has over 25 years of experience in private equity, investment banking, and educational leadership. Prior to joining Leeds, Susan was Chief Operating Officer at 2U, Inc., where she oversaw all product and service delivery operations. She was a founding team member of ThinkEquity Partners, where she led the education banking vertical, and a partner at Best Associates, where she led investments in education platforms across the U.S. and Latin America. Susan served as President of Executive Development at the UNC Kenan-Flagler Business School and led the creation and growth of the school's ground-breaking online MBA program. Susan began her career as an investment banker at Wachovia Bank and Merrill Lynch.

**Chancellor Karrie Dixon**

Dr. Karrie Dixon was named 12th chief executive officer and seventh chancellor of Elizabeth City State University on December 14, 2018. Prior to her current role, Dr. Dixon was vice president for academic and student affairs. Prior to joining the UNC System, Dr. Dixon served a total of 10 years combined at two other UNC institutions. Most recently, she was an assistant vice provost at NC State University and remains an adjunct assistant professor at the College of Education's Department of Educational Leadership, Policy, and Human Development. Dr. Dixon was elected to serve on the Southern Association of Colleges and Schools Commission on Colleges board of trustees in 2021. In 2021, Dr. Dixon was appointed to the board of directors of the American Association of State Colleges and Universities for a three-year appointment and appointed to the Association of Governing Boards Council of Presidents. In 2020, Dr. Dixon was named to the newly formed national Women in Aviation advisory board by U.S. Transportation Secretary Elaine Chao. Dr. Dixon is a member of the American Association of State Colleges and Universities' Millennium Leadership Initiative, class of 2013. She was a recipient of the 2015 Alumni Distinguished Service Award from the University of North Carolina at Greensboro. Dr. Dixon serves as a presidential sponsor for the North Carolina American Council on Education (NC ACE) Women's Network. Dr. Dixon holds a bachelor's degree from NC State University, a master's degree from UNC Greensboro, and a doctorate from NC State.

**Chancellor Philip Rogers**

Dr. Philip G. Rogers became the 12th chancellor of East Carolina University on March 15, 2021. Prior to his appointment as chancellor, Dr. Rogers was the senior vice president for learning and engagement at the American Council on Education. The appointment as chancellor is a homecoming for Dr. Rogers, who first came to ECU as a policy analyst in 2007 and served as chief of staff from 2008 to 2013. As chief of staff, he was responsible for external relations for the university, including government relations, marketing and communications, public service, and policy development. Dr. Rogers earned a doctoral 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. UNC Health Board of Directors Appointments ..... Peter Hans

**Situation:** There are two holdover vacancies on the UNC Health Board of Directors to be filled. The committee will consider confirmation of President Hans' appointments to these vacancies.

**Background:** The board of directors of UNC Health is composed of 25 members, five of which are ex-officio members, including the president of the UNC System (or the president's designee) and the chancellor of the University of North Carolina at Chapel Hill. The remaining 20 members of the board are members at-large, and 12 of those members are appointed by the president of the UNC System and confirmed by the Board of Governors. Session Law 2023-134 and Session Law 2023-136 together materially rewrote the law regarding UNC Health Care. During the transition period of the UNC Health Board of Directors, certain vacancies are to be filled by the previous appointing authority until such time that the new terms begin as specified by law.

**Assessment:** President Hans appoints and recommends that the Board of Governors confirm Doyle Parrish and William A. Keyes IV for terms ending October 31, 2026 to the UNC Health Board of Directors. These Board members, if their appointments are confirmed, will fill vacancies on the Board existing since November 1, 2022 and will serve the balance of those 4-year terms ending on October 31, 2026. These seats were previously appointed by the Board of Governors, and, therefore, under the new law are to be filled by the president subject to the Board of Governors' confirmation. Biographical information of the appointees is included below.

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

**Doyle Parrish**

Doyle Parrish is the CEO and co-founder of Summit Hospitality Group in Raleigh, North Carolina. He is the past chairman of the North Carolina Travel & Tourism Coalition, past chairman and past board member of the Greater Raleigh Convention and Visitors Bureau, and past president of Raleigh's North Carolina Theatre. Mr. Parrish has served on the board of directors for Capstone Bank and was a member of the University of North Carolina Board of Governors. He currently serves on the Wake Forest University Business School board of visitors, the Hospitality Alliance of North Carolina, the Centennial Authority, the Occoneechee Council of the Boy Scouts of America, and the national board of the Boy Scouts of America. Mr. Parrish has a B.S. in industrial relations from the University of North Carolina at Chapel Hill, and an MBA from Wake Forest University.

**William A. Keyes IV**

William Keyes is the president of the Institute for Responsible Citizenship. Dr. Keyes has served in many leadership capacities, including on the board of trustees for the University of North Carolina at Chapel Hill. Dr. Keyes also served on the Union Bank board of directors from 2020 until its acquisition by FNB Corp. in 2022. Dr. Keyes is the recipient of the Harvey Beech Award, the GAA Distinguished Service Medal, and the William Richardson Davie Award. Dr. Keyes earned his Ph.D. in communication studies in 2018 from UNC-Chapel Hill.

## AGENDA ITEM

A-4. ECU Health Medical Center Board of Trustees Appointment ..... Kellie Blue

**Situation:** There is one seat up for reappointment on the ECU Health Medical Center Board of Trustees. Mr. Tony Cannon, who occupies Seat 10 on the board, will complete his term on February 29, 2024.

**Background:** The University of North Carolina Board of Governors is responsible for appointing nine of the 20 total seats on the ECU Health Medical Center Board of Trustees.

**Assessment:** The nominating committee for the ECU Health Medical Center Board of Trustees met and voted to reappoint Mr. Tony Cannon for an additional five-year term beginning March 1, 2024. Biographical information is located in your materials.

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

Tony Cannon

Tony Cannon is the General Manager/Chief Executive Officer of Greenville Utilities Commission. He was appointed to this position in 2012, after serving as Assistant General Manager/Chief Operating Officer since 2006. He has more than 35 years of experience in public utilities, joining Greenville Utilities from the Greer Commission of Public Works in South Carolina. Tony serves as chair of the Board of Directors for the American Public Power Association (APPA) where he is also a member of the Executive Committee. He serves on the Board of Directors for ElectriCities of North Carolina and as a commissioner for the North Carolina Eastern Municipal Power Agency. He is past chair of the Carolinas Public Gas Association. He is also president of the Executive Committee for the East Carolina University Educational Foundation (Pirate Club). He serves on the Board of Directors and is a past chair of the Pitt-Greenville Chamber of Commerce. He is involved with numerous other professional and civic organizations.

## AGENDA ITEM

- A-5. Consideration of Proposed Revisions to Section 1100.1 of the UNC Policy Manual,  
*Policy on Intercollegiate Athletics*..... Andrew Tripp

**Situation:** The Board of Governors is responsible for the general determination, control, supervision, management, and governance of all affairs of the constituent institutions. For this purpose, the Board may adopt such policies and regulations as it may deem wise, including policies related to a constituent institution's intercollegiate athletics program.

**Background:** Intercollegiate athletics have been an institutional responsibility in the University under a delegation made by the Board of Governors in July 1972. The Board of Governors delegated to the chancellors of the constituent institutions the responsibility for the supervision of the institution's intercollegiate athletics program, subject to such policies as may be prescribed by the Board of Governors. The Board of Governors adopted a policy on intercollegiate athletics in 1985, which was replaced with the current policy in 2003. The policy requires the chancellors to fulfill various compliance obligations in the operation of the institution's intercollegiate athletics program.

**Assessment:** This matter was held over from the Committee's November 2023 meeting. The Committee on University Governance will consider revisions to Section 1100.1 of the UNC Policy Manual, *Policy on Intercollegiate Athletics*, that are designed to enhance oversight of the intercollegiate athletics program by requiring the chancellors to make available certain athletic related agreements to the Board of Governors and provide the president notice of, and a financial plan for, any agreement that would result in the constituent institution transferring, leaving, or joining an athletic conference association. The purpose of this notice is to provide the president the opportunity to weigh in on the potential impacts of the agreement, including those that may impact the financial health of the intercollegiate athletics program, contract risks, and/or legal risks associated with the agreement. Further, the revisions provide the Board of Governors an opportunity to review the agreement and financial plan and potentially weigh in with legal counsel such that it can inform the constituent institution of any legal risks that might flow from the agreement.

**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.

### Intercollegiate Athletics

1. The Board of Governors has delegated the responsibility for intercollegiate athletics to the chancellors under *The Code's Delegation of Duty and Authority*. That delegation is subject to the requirements and mandates in this policy.
2. The chancellors shall ensure that all athletes admitted to the institution are capable of progressive academic success and graduation within six years.
3. The chancellors shall ensure that the policies for admission of student athletes are reviewed by appropriate members or bodies of the faculty and that any advice or recommendations ~~or advice~~ from those members or bodies are received and considered.
4. The chancellors shall ensure that exceptions or waivers for the admission of student athletes are reviewed by appropriate members or bodies of the faculty and that any recommendation concerning these applicants are received and considered by the chancellors in a timely manner.
5. The chancellors shall ensure that student athletes follow a coherent course of study that is designed to accomplish reasonable progress toward a ~~baccalaureate~~ degree.
6. ~~The C~~chancellors shall ensure that the tutorial and remedial programs for student athletes are ~~will be~~ administered by appropriate academic offices in cooperation with athletic department officials.
7. The chancellors shall ensure that athletes who are not making satisfactory academic progress are not allowed to continue as team players.
8. The chancellors shall ensure that a mandatory drug-testing program for student athletes is implemented and monitored.
9. The chancellors shall ensure that formal awareness programs on the dangers of gambling in athletics ~~is~~ are implemented.
10. The chancellors shall ensure that the institutions conform with NCAA standards.
11. The chancellors shall ensure that all foundations, clubs, and associations established primarily to raise money on behalf of a constituent institutions ~~s~~ are audited annually and that those audits are reviewed by the institutional Boards of Trustees and are forwarded to the President.
12. The chancellors shall ensure that the position of director of athletics is separate and distinct from the position of a coach of any sport.

13. If an institution receives funds from the State from any source that are specifically appropriated for its athletics department operations, the chancellor shall submit to the president a proposed athletics department operating budget and a five-year budget projection that demonstrates how these funds will be used toward achieving the following objectives:

a. Providing an economic benefit to the institution and its service region;

b. Remediating any athletics department operating deficits;

c. Decreasing the reliance on non-athletics-specific institutional trust fund revenues to cover athletics department expenditures; and

d. Mitigating against future significant increases in student fees.

143. The chancellors shall submit an annual report to the Board of Trustees of the constituent institutions with a copy to the President, who will report to the Board of Governors. The annual report shall be designed according to criteria and format defined by the Office of the President and shall include the following elements:

a. organization and philosophy of athletics programs;

b. the admission policy for student athletes including the definitions utilized for exceptions to campus-based criteria;

c. student-athlete exceptions to the minimum course requirements set by the Board of Governors and defined in Policy 700.1.1 and Regulation 700.1.1.1[R];

d. the student-athlete profiles for admitted student athletes including SAT/ACT scores, if applicable, high school grade point averages and NCAA classifications;

e. information about the majors or programs of study chosen by student athletes;

f. academic progression information for student athletes and six-year graduation rates; ~~and~~

g. information about “booster” club organizations and procedures;

h. athletics financial data as reported to the NCAA; and

i. information on athletically related agreements accessible to the constituent institution. For example: grant of rights agreements, multimedia rights agreements, NCAA and conference membership agreements, licensing agreements, and name image and likeness contracts or affiliation agreements. Information to be reported shall be defined by the president and may be limited to those agreements accessible to the constituent institution, subject to applicable law.

154. The chancellors shall report to the Board of Trustees the student-athlete exceptions to the institution’s undergraduate admissions criteria.

165. The chancellors shall ensure that the annual report is forwarded to appropriate members or bodies of the faculty and that any response from such members or bodies is received and considered by the chancellors.

176. a. The chancellors shall provide the president advance notice prior to executing any agreement which would result in the constituent institution's transfer, removal, or joining of an athletic conference association. The notice to the president shall include for the president's approval or disapproval a financial plan related to the proposed action. If the president approves the financial plan, the president shall provide the notice and the financial plan to the Board of Governors. The Board of Governors may, but is not required to, bring the financial plan before the board for an up-or-down vote. The matter may be calendared by the Chair or via a prevailing motion made by any member of the board. Such a motion must be made and seconded, if at all, not later than the next regularly-scheduled meeting of the Board of Governors following the president's provision of the notice and the financial plan to the board.

b. If the Board of Governors votes down the financial plan, the chancellor may not proceed with the proposed action unless the chancellor presents a new financial plan for the president's approval or disapproval, and the Board of Governors' consideration described in Section 17(a) above. Any Board of Governors review may be conducted in Closed Session pursuant to N.C.G.S. § 143-314.11(a)(3) to consult with an attorney employed or retained by the public body in order to preserve the attorney-client privilege between the attorney and the public body.

[This policy consolidates policies 1100.1 and 1100.2]

## AGENDA ITEM

A-6. Informational Report on Delegation of Authority Project..... Andrew Tripp

**Situation:** In March 2021, the Committee on University Governance and Board of Governors reviewed differing approaches to delegation of decision-making across the UNC System. The purpose of the review was to determine whether the current structure of decision-making sufficiently aligns responsibility with accountability. This review created a path for changes to campus practices and/or University policy to improve the effectiveness or clarity of the University's policies and procedures and mitigate enterprise risk facing the University.

**Background:** In July 2021, via resolution, the Board of Governors directed each campus board of trustees to amend and restate the delegation of its authority among the trustees and campus administration. By the end 2021, the boards of trustees submitted their amended and restated delegations to the UNC System Office, who has published them online: <https://www.northcarolina.edu/delegated-authority-resolutions/>

These delegations of authority provide campus leaders with a resource to review and improve upon accountability and decision-making.

**Assessment:** Two years following implementation, the Committee on University Governance should be familiar with the initiative and should consider if and when to prompt campus boards of trustees to assess and update their delegation resolutions to ensure that the most current delegations reflect current practices.

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