

UNIVERSITY OF NORTH CAROLINA
SCHOOL OF THE ARTS

DRAFT

Governance Committee
The University of North Carolina School of the Arts

Thursday, September 21, 2017
10:00-11:00 a.m.
Conference Room 301
Hanes Student Commons

OPEN SESSION AGENDA

Governance Committee

- | | |
|-------------------------------|---|
| * Rob King, Chair | Jim DeCristo, Staff |
| * Peter Brunstetter | Corey Madden, Staff |
| * Skip Dunn | Joan Roggenkamp, Staff |
| * Elizabeth Madden | David Harrison, General Counsel |
| * Erna Womble | Faculty Council |
| * Ralph Womble | Christia Thomason, Staff Council Representative |
| * Michael Tiemann, Ex-officio | |
| Secretary Susi Hamilton | |
| Vacant, Alumni | |

* Denotes voting

- | | |
|------------------------------|----------------------------|
| Convene Meeting | Rob King, Chair |
| Welcome | |
| Confirm Quorum | |
| Approval of April 27, 2017 | Chair King |
| Open Session Meeting Minutes | |
| Review Member Terms | Jim DeCristo |
| Renewals and New Members | |
| Review Bylaws and Revisions | Chair King
Jim DeCristo |
| Move to Closed Session | Chair King |
| Report from Closed Session | Chair King |
| Other Business/Announcements | Chair King |
| Adjournment | Chair King |

UNIVERSITY OF NORTH CAROLINA
SCHOOL OF THE ARTS

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Governance Committee
The University of North Carolina School of the Arts

Thursday, April 27, 2017
3:00 – 4:00 p.m.

Room 301
Hanes Student Commons

OPEN SESSION MINUTES

Governance Committee

- * Charlie Lucas
- * Elizabeth Madden, Conference Phone
- * Michael Tiemann, Ex-officio
- * Erna Womble
Justin Poindexter, Alumni
Jim DeCristo, Staff
David Harrison, General Counsel
Joan Roggenkamp, Staff
Tareake Ramos, SGA
Leslie Kamtman, Staff Council
Trish Casey, Faculty Council
David English, Interim Provost
Karen Beres, Interim Vice Provost
Amanda Balwah, Secretary to BOT

Committee Members Absent

- * Skip Dunn
- * Rob King, Chair
- * Ralph Womble
Secretary Susi Hamilton
Corey Madden, Staff

* Denotes voting

Acting Chair Charlie Lucas called the Governance Committee of the University of North Carolina School of the Arts to order at 3:00 p.m. in Room 301 of the Hanes Student Commons. A quorum was present.

Approval of Minutes

Motion: Elizabeth Madden made a motion to approve the Open Session December 8, 2016 meeting minutes. Erna Womble seconded and the motion was unanimously approved.

Review of Facilities Use at School of Music

Interim Vice Provost Karen Beres reported facilities usage in the School of Music. This year, under our revised policy, two faculty members taught private lessons. We expect to see slightly increased activity next year.

Executive Committee Approved Policies for 2016-2017

General Counsel David Harrison reviewed the policy changes made in FY17, where the authority for these policies is delegated to the Chancellor. (Policy list attached)

Revision to Adverse Weather Policy

Jim DeCristo reported that a few changes were made to the Adverse Weather Policy to more align with the Governor's office.

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Member Terms

Jim DeCristo reviewed the current terms of Board members. We have 5 (3 BOG & 2 Legislative) members who have been put forward for reappointment and 1 replacement (BOG), as the member is not eligible for renewal after serving 2 full terms. We expect to know the outcome of both the BOG and Legislative appointment process in late May. The Committee continues to search for potential new members and ask that BOT members continue to submit names to the Governance Committee for consideration.

Closed Session

Since the only business for Closed Session was to approve past minutes, it was agreed to postpone approval to the September meeting.

Adjournment

With no further business to discuss, the Governance Committee meeting adjourned at 3:15 p.m.

Submitted by
Joan Roggenkamp
Governance Committee Staff

UNCSA Board of Trustees Terms
Voting Members

<u>Name</u>	<u>Served</u>	<u>Eligible</u>	<u>Notes</u>
Stephen Berlin	BOG: LEG -2013-2017; BOG - 2017-2021	0 full term	Filled John Williams vacancy
Peter Brunstetter	LEG: 2017-2021	1 full term	Filled Charles Lucas vacancy
Greer Cawood	BOG: partial 2013-2015; 2015-2019	1 full term	Reappointed for full term Filled Barbara Goodmon vacancy (resigned 7/8/13)
Noel "Skip" Dunn	BOG: partial 2012-2015; 2015-2019	1 full term	Reappointed for full term Filled Lee Chaden vacancy, (resigned 12/2011)
Anna Folwell	LEG: partial 2016-2019	2 full terms	Filled Isaac Green vacancy (6/30/15)
Phillip Horne	LEG: 2015-2019	1 full term	Filled Mariana Qubein vacancy (resigned 2/5/15);
Rob King	BOG: partial 2010-2013; 2013-2017; 2017-2021	0 full term	Reappointed for full term Filled Ron Schiller vacancy (resigned 3/9/10)
Mark Land	BOG: 2015-2019	1 full term	Filled Claire Christopher vacancy
Elizabeth Madden	LEG: 2013-2017; 2017-2021	0 full term	Filled Linda Stauch vacancy
Michael Tiemann, Chair	BOG: partial 2012-2013; 2013-2017; 2017-2021	0 full term	Filled Michael Almond vacancy; Reappointed for full term
Erna Womble Secretary	BOG: 2013-2017; 2017-2021	0 full term	Filled Christine McGuire vacancy
Ralph Womble Vice Chair	BOG: 2015-2019	1 full term	Filled Don Flow vacancy Reappointed for full term
<u>SGA</u>			
Hassiem Muhammad	Ex Officio: 2017-2018	Designated 1-yr term	SGA President

<u>Emeritus, Alumni, Ex-Officio, Foundation Liaison, Honorary</u>	<u>Non-voting, not counted towards quorum</u>		
Susi Hamilton	Ex Officio	Designated by Legislation	Replaced Susan Kluttz
Sandi Macdonald	Ex Officio	Designated by Legislation	Filled David Worters vacancy
Tom Kenan	Emeritus	Lifetime	
Vacant	Alumni: July 1, 2017-June 30, 2019	2-yr term	Filled Justin Poindexter vacancy
Jim Martin	Foundation Liaison to BOT: 2016-2018; 2-year term	Designated by Foundation President for 2-yr term	Filled Chris Chapman vacancy
Anne Sessions	Board of Visitor Liaison: 1-year term 2017-2018	Designated by BOV Chair for 1-yr term	Filled Judy Watson vacancy
Erna Womble	BOT liaison to Foundation: 2-year term Partial 2016-2017; 2017-2019	Elected by the board	Filled Michael Tiemann vacancy
Greer Cawood	BOT liaison to the Board of Visitors: 2-year term 2017-2019	Elected by the board	Filled Ralph Womble vacancy

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BYLAWS OF THE BOARD OF TRUSTEES of the UNIVERSITY OF NORTH CAROLINA SCHOOL OF THE ARTS

ARTICLE I—ORGANIZATION

Section 101—Membership

- (a) **Composition:** The University of North Carolina School of the Arts shall have a Board of Trustees composed of fifteen persons chosen as follows: (i) eight elected by the Board of Governors of The University of North Carolina, (ii) four appointed by the North Carolina Legislature, (iii) the Conductor of the North Carolina Symphony or his/her designee, and Secretary of the Department of Natural and Cultural Resources, both serving ex officio, non-voting positions, and (iv) the President of the Student Government Association (SGA), serving ex officio and voting. The term of office of all such elected or appointed trustees (excluding the ex officio trustees) shall be four years, commencing on July 1 of such odd numbered years, with eligibility limited to two full terms in succession.

- (b) **Vacancies:** Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the North Carolina Legislature, it shall be the duty of the Secretary or the Assistant Secretary of the Board of Trustees to inform the Legislature of the existence of such vacancy, and the Legislature shall appoint a person to fill the unexpired term. Whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the Secretary or Assistant Secretary of the Board of Trustees to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the unexpired term.

- (c) **Attendance:** Whenever a member appointed by the Board of Governors shall fail, for any reason other than ill health or service in the interest of the State or nation, to be present for three successive regular meetings of the Board of Trustees, his/her place as a member shall be deemed vacant. Each member appointed by the North Carolina Legislature must attend at least seventy-five percent (75%) of the Board’s regularly scheduled meetings each year (July 1 – June 30), pursuant to N.C. Executive Order 34 (2009). Failure to do so shall be grounds for removal from the Board.

- (d) **Term limit:** Any person who has served two full four-year terms in succession as a member of the Board of Trustees shall, for a period of one year, be ineligible for election or appointment to the Board, but may be elected or appointed to the board of another institution.

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- (e) **Persons ineligible to serve:** No member of the General Assembly or officer or employee of the State, The University of North Carolina, or any constituent institution shall be eligible for election or appointment as a trustee. No spouse of a member of the General Assembly, or of an officer or employee of a constituent institution may be a trustee of that constituent institution. Any trustee who is elected or appointed to the General Assembly, or who becomes an officer or employee of the State, The University of North Carolina, or any constituent institution or whose spouse is elected or appointed to the General Assembly, or becomes an officer or employee of that constituent institution shall be deemed thereupon to resign from his membership on the Board of Trustees.
- (f) **No dual membership:** No person may serve simultaneously as a member of the Board of Trustees and as a member of the Board of Governors. Any Trustee who is elected or appointed to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that his/her term commences as a member of the Board of Governors.

102—Special Membership

- (a) **Trustee Emeritus** – The Board of Trustees may elect non-voting trustees emeriti. Qualifications for election as Trustee Emeritus shall be outstanding and dedicated service to the University of North Carolina School of the Arts and the Board of Trustees, especially during the School’s formative years. A Trustee Emeritus may serve for a term of years or for a lifetime as specified by the Board at the time of election.
- (b) **Alumni Representative** - The Board of Trustees shall elect a non-voting representative from among the alumni of the University of North Carolina School of the Arts to serve on the Board of Trustees for a term of two years.
- (c) **Affiliated Board Liaisons** – Every other year, the Board of Trustees shall elect from among its membership one member to serve as a non-voting liaison to the Board of Directors of the University of North Carolina School of the Arts Foundation, Inc. (“UNCSA Foundation”) and one member to serve as the non-voting liaison to the Board of Visitors of UNCSA. The Board of Trustees shall recognize as special members of the Board the chair of the UNCSA Foundation Board of Directors and the chair of the UNCSA Board of Visitors. The chair of each affiliated group has the option of appointing a designee from the membership of their board. The terms of the liaisons between the three boards shall be 2 years.
- (d) **Rights and privileges:** Special members shall have all the rights and privileges of membership except the right to vote. In determining a quorum or the number of

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<#>**Honorary Trustees** – The Board of Trustees shall establish seven Honorary Trustee positions to represent the areas of dance, design and production, drama, film, academic programs, music, and high school. These Honorary Trustees shall provide a broad national perspective on the highest standards of the discipline they represent.¶
¶
These individuals will be solely nominated and appointed by the Chancellor with the Board ratifying each nominee. They will be non-voting but shall have the same participation in all Board Committees, meetings and activities as all other *ex officio* positions of the Board. The term shall be two years.¶

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votes required in specific circumstances, special members shall not be counted. Special members may serve, by appointment from the Chair of the Board, on any committee but shall not have a vote or be counted in determining the presence of a quorum. Special members may attend closed sessions if their presence would contribute to the matter before the committee. The Chair of the Board or the chair of the committee will determine whether these special members will attend closed session.

Section 103—Officers

(a) **Election:** At the first meeting after June 30 of each year, the Board of Trustees shall elect from its membership a Chair, one or two Vice-Chairs, and a Secretary, each of whom shall serve for a term of two years or until his/her successor is elected. If a vacancy occurs in any of these offices, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term.

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(b) **Assistant Secretary:** The Board of Trustees shall also elect, with the Chancellor’s advice, an Assistant Secretary, from among the members of the Chancellor’s staff. Copies of all minutes, paper, and documents of the Board of Trustees may be certified by its Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the Board.

(c) **Nominations:** At the last meeting before June 30th, the Chair shall appoint a Nominating Committee composed of three voting members of the Board of Trustees and designate the chair. The Nominating Committee shall present a slate of nominees to the Board of Trustees at the first meeting after June 30th.

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(d) **Term Limits:** Any member who has served as an officer for one full two-year term, is ineligible for election to that office for a period of one year, but may be elected to any other office.

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Section 104—Committees

(a) **Committees -** There will be six standing committees of the Board of Trustees. These committees are:

- Finance Committee
- Audit Committee
- Academic and Student Affairs Committee
- Personnel Committee
- Governance Committee
- Advancement Committee

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Each committee shall be staffed by one or more employees of UNCSEA. They may establish subcommittees or meet jointly at the discretion of the Chair or the subcommittee chairs.

At the first meeting after June 30 of each year, the newly elected Chair of the Board shall appoint the members of the committees and designate a chair for each committee. Each voting member of the Board shall at all times serve on one of these committees. The Chair may also appoint *ex officio* members and any special membership trustees of the Board to serve as non-voting members of the committee. Employees of UNCSEA may not serve as members of the Board or the committees. The Chair of the Board or the chair of the committee may invite employees to participate in discussions of the committee.

(b) **Special Committees**

Special committees may be created by the Board of Trustees or the Chair of the Board to perform specific functions not requiring the continuous existence of a committee. The size, function, and procedures of special committees shall be determined either by majority vote of the Board or by the Chair of the Board. The chair and membership of a special committee shall be appointed by the Chair of the Board of Trustees. Special committees shall cease to exist when their functions have been discharged; however, every special committee shall cease to exist one year after the date of its creation, unless continued by affirmative action of the Board or the Chair of the Board. However, there shall not be an executive committee formed of the Board which has authority to act on behalf of the Board. Notwithstanding the above, the size, function, procedures, membership, and selection of the chair of a chancellor search committee shall be determined by majority vote of the Board of Trustees. The Chair of the Board of Trustees shall be an *ex officio* member of all special committees, except the Nominating Committee.

(c) **General Provisions Concerning Committees**

Meetings – Each committee shall meet at such times as either the chair of the committee or the Board of Trustees shall designate. The procedures regarding meetings of the Board of Trustees set forth in Article II shall also apply to the committees.

Closed Sessions - All meetings of the committees of the Board of Trustees shall be open to the public unless, consistent with the requirements of state law, a meeting is closed to the public by a motion duly made and adopted by the committee in an open meeting. By vote of a majority of the voting members present at any meeting of the committee, the meeting shall be closed to the public, subject to the requirements of State law concerning access to such meetings.

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Section 105— The Board of Trustees of the Endowment Fund of the University of North Carolina School of the Arts

The Board of Trustees of the Endowment Fund of the University of North Carolina School of the Arts shall consist of:

1. the Chair of the Board of Trustees, who shall serve *ex officio* as the chair of the Endowment Fund Board;
2. the Chancellor, or the Chancellor's designee, who shall serve *ex officio* as the Secretary of the Endowment Fund Board;
3. the Chair of the Finance Committee of the Board of Trustees, who shall serve *ex officio* as the Vice Chair of UNCSEA Endowment Board; and
4. at least three, but no more than six, other members elected by the Board, but not necessarily members of the Board of Trustees.

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The terms of the elected members of the Endowment Fund Board shall be three years and shall be staggered. The Trustees of the Endowment Fund Board shall make decisions concerning the receipt and administration of endowment fund gifts, devises and bequests and any other property of any kind that may come to the Endowment Fund Board, exclusive always of monies received through State appropriations and from tuition and fees. The Endowment Fund Board will function in accordance with North Carolina General Statutes 116-36 and regulations of the Board of Governors of the University of North Carolina. The Endowment Fund Board is not subject to the Open Meetings Law pursuant to North Carolina General Statutes 143-318.18(6).

ARTICLE II: MEETINGS

Section 201—Regular Meetings

There shall be a minimum of four regular meetings of the Board of Trustees each year. The Secretary or Assistant Secretary shall send each member a notice specifying the time and place of each regular meeting of the Board at least ten days in advance of the regular meeting date. Any matter of business may be considered at a regular meeting of the Board.

Section 202—Special Meetings

A special meeting of the Board of Trustees may be called by the Chair, at the Chair's discretion, or shall be called by the Secretary or Assistant Secretary upon written request of not fewer than six voting members of the Board. A special meeting called by the Secretary or Assistant Secretary shall be held within ten days of receipt by the Secretary or Assistant Secretary of written request for such special meeting. The Secretary or Assistant Secretary shall send each member a notice specifying the time and place of a

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special meeting of the Board at least seven days in advance of the meeting date, but 48 hours advance notice may be given by telephone when, in the opinion of the Chair or Chancellor an expedited meeting is necessary. Any matter of business may be considered at a special meeting of the Board.

Section 203—Agenda

- (a) **Advance notice:** At least seven days prior to each regular meeting of the Board of Trustees, the Secretary or Assistant Secretary shall send each member a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented at the meeting. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be sent to each member of the Board at least four days in advance of the special meeting; however, if this is not practicable, the agenda for a special meeting may be presented to the members of the Board as the first order of business at the meeting.
- (b) **Agenda Preparation:** The agenda for every meeting of the Board shall be prepared by the Chancellor and his/her staff in consultation with the Chair.
- (c) **Matters considered at the meeting:** Any member of the Board of Trustees may present to any meeting of the Board any item whether or not the same is on the agenda of the meeting.

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Section 204—Conduct of Business

- (a) **Quorum:** A quorum of the Board of Trustees shall consist of a majority of the elected, appointed, and *ex officio* voting members of the Board then in office. Any voting member who is present at a regular meeting of the Board or of a Committee or who attends a special or emergency meeting of the Board or any meeting of a Committee by telephone, video conference, or other electronic means that allows for two-way voice interaction will be counted present for purposes of determining a quorum and for attendance.
- (b) **Presiding:** The Chair shall preside over all regular and special meetings of the Board of Trustees. In the absence of the Chair, a Vice Chair shall preside. In the absence of both the Chair and the Vice-Chair, a presiding officer shall be elected by and from the membership of the Board of Trustees.
- (c) **Voting:** All elected, appointed, and *ex officio* voting members of the Board of Trustees may vote on all matters coming before the Board for consideration. Any voting member who attends by telephone, video conference, or other electronic means that allows for two-way voice interaction may cast his/her vote by that electronic means. No member may vote by proxy, in absentia, or by mail, facsimile, or electronic mail.

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- (d) **Conduct of meetings:** Except as modified by specific rules and regulation enacted by the Board of Trustees, Robert's Rules of Order Newly Revised (latest edition) shall constitute the rules of the parliamentary procedure applicable to all meeting of the Board of Trustees and its several committees provided that the business of the committees may be reported to the Board by motions and votes or by a procedure of reporting out the deliberations of the committee to the Board.

Section 205—Minutes

- (a) **Recording:** The Secretary or Assistant Secretary shall keep minutes of all meeting of the Board of Trustees; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; shall be custodian of all records of the board; and, when required, shall attest the execution of all legal documents and instruments of the University of North Carolina School of the Arts.
- (b) **Dissemination:** Within twenty days after each meeting of the Board of Trustees, the Secretary or Assistant Secretary shall send transcribed minutes of the meeting to each member of the Board.

Section 206—Closed Sessions

All meetings of the Board of Trustees shall be open to the public unless, consistent with the requirements of state law, a meeting is closed to the public by a motion duly made and adopted by the Board in an open meeting. By vote of a majority of the elected or appointed voting members present at any meeting of the Board of Trustees, the meeting shall be closed to the public, subject to the requirements of State law concerning access to such meetings.

Section 207—Keeping Board of Governors Informed

The Secretary or the Assistant Secretary of the Board of Trustees shall keep the Board of Governors, through the Secretary of The University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees, including notice of any changes in the membership of the Board or in its committee structure and bylaws, notices of meeting and a copy of the minutes of all meetings.

ARTICLE III: POWERS AND DUTIES

Section 301—General Powers and Duties

The Board of Trustees shall promote the sound development of the University of North Carolina School of the Arts within the functions prescribed for it, helping it to serve the

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people of the State in a way that will complement the activities of the other institutions and aiding it to perform at a high level of excellence in every area of endeavor. The Board of Trustees shall serve as advisor to the Board of Governors on matters pertaining to the University of North Carolina School of the Arts and shall also serve as advisor to the Chancellor concerning the management and development of the institution.

Section 302—Other Powers and Duties

The Board of Trustees shall have such other powers and duties, not inconsistent with provisions of The Code of The University of North Carolina or with applicable provisions of State law, as are specified in said Code or as shall be defined and delegated by the Board of Governors.

ARTICLE IV: AMENDMENT OF BYLAWS

Section 401—Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the members of the Board if the substance of the amendment has been filed in writing with the Secretary or Assistant Secretary and a copy has been sent to each member of the Board at least seven days prior to the meeting at which the amendment is to be voted upon.

ARTICLE V: SUBORDINATION TO THE UNIVERSITY CODE

Section 501—Subordination to University Code

To the extent that any of these bylaws may be inconsistent with The Code of The University of North Carolina, as the same may be amended from time to time, said Code shall control.