

April 26, 2018  
University of North Carolina School of the Arts  
Hanes Student Commons, Room 301  
Winston-Salem, North Carolina

**AGENDA**

**COMMITTEE MEMBERS:**

Rob King (Chair), Peter Brunstetter, Skip Dunn, Elizabeth Madden, Erna Womble,  
Michael Tiemann (Ex-officio), Secretary Susi Hamilton, Al Crawford (Alumni)

**COMMITTEE STAFF:**

Jim DeCristo (Staff), Corey Madden (Staff), Joan Roggenkamp (Staff),  
David Harrison (General Counsel), Wade Wilson (Faculty Council),  
Laura Martin (Faculty Council), Christia Thomason (Staff Council)

**AGENDA**

**OPEN SESSION**

1. Call to Order and Confirm Quorum ..... Chair King
2. Approval of Minutes from the December 7, 2017 Meeting ..... Chair King
3. Summary of EC approved policies ..... David Harrison
4. BOG Governance Memo Response ..... Jim DeCristo
5. Enterprise Risk Management (ERM) ..... Jim DeCristo
6. Review of BOT Terms ..... Chair King/  
Jim DeCristo

**CLOSED SESSION**

7. Approval of minutes from the December 7, 2017 Meeting ..... Chair King

**OPEN SESSION**

8. Other business ..... Chair King
9. Adjourn ..... Chair King

### **DRAFT OPEN MINUTES**

December 7, 2017

University of North Carolina School of the Arts  
Hanes Student Commons, Room 301  
Winston-Salem, North Carolina

### **TRUSTEES PRESENT**

Rob King (Chair), Peter Brunstetter, Skip Dunn, Erna Womble (via conference call),  
Ralph Womble, Michael Tiemann (Ex-officio)

### **TRUSTEES ABSENT**

Elizabeth Madden, Secretary Susi Hamilton, Al Crawford (Alumni)

### **COMMITTEE STAFF PRESENT**

Jim DeCristo (Chief of Staff), David Harrison (General Counsel), Joan Roggenkamp (Executive Assistant, Chief of Staff), Amanda Balwah (University Secretary), Christia Thomasson (Staff Council), Wade Wilson (Faculty Council)

### **OTHERS PRESENT**

David English (Provost), Charlie Leffler (Interim VC Finance and Administration), Lynda Lotich (Kenan Institute)

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### **CONVENE MEETING AND CONFIRM QUORUM**

Chair Rob King called the Governance Committee of the University of North Carolina School of the Arts to order at 10:00 a.m. in Room 301 of the Hanes Student Commons. A quorum was present.

Chair King asked that everyone attending to introduce themselves since the Committee had a new member, Peter Brunstetter.

### **APPROVAL OF MINUTES**

Chair King asked the committee members to review the minutes from September 21, 2017 meeting. He then called for a motion to approve the minutes as presented.

**MOTION:** Michael Tiemann moved to approve the Open Session September 21, 2017 meeting minutes. Ralph Womble seconded and the minutes were unanimously approved.

## **REVISED KENAN INSTITUTE FOR THE ARTS BYLAWS**

Lynda Lotich reviewed the recommended changes to the Kenan Institute for the Arts Bylaws. The changes were based on aligning terms with the same format as the Board of Trustees.

**MOTION:** Chair King moved to accept the Kenan Institute Bylaws changes as presented and take to the full Board meeting for approval. Michael Tiemann seconded and the motion was unanimously approved.

## **MOTION TO MOVE INTO CLOSED SESSION**

**MOTION:** Chair King moved that the Committee go into Closed Session to *Consider the qualifications, competence, performance, or condition of appointment of a public officer or employee or prospective public officer or employee.* Erna Womble seconded and the motion was unanimously approved.

## **REPORT FROM CLOSED SESSION**

In Closed Session, the Committee discussed personnel.

## **ADJOURNMENT**

With no further business to discuss, the December 7, 2017 Governance Committee meeting adjourned at 10:10 a.m.

Submitted by  
Joan Roggenkamp, Executive Assistant  
Governance Committee Staff

**AGENDA ITEM**

Summary of Executive Committee Approved Policies ..... David Harrison

**Summary:** UNCSA Policies Approved by Executive Committee

**Action:** For informational purposes only.

## **2017 – 2018**

### **Approved Policies**

- Revisions to IT Account Management Policy (Email) - #503 approved by Cabinet 5-1-17  
Claire Machamer
  
- Trespass Policy – approved by Cabinet 7-24-17  
David Harrison/Tom Younce, Interim Chief
  
- Emergency Operations Policy - #701 approved by Cabinet 7-24-17  
Tom Younce, Interim Chief
  
- Educational Assistance Policy – approved by Cabinet 7-24-17  
Carin Ioannou
  
- Contracts & Authority to Sign Policy - #109 – approved by Cabinet 8-28-17  
Carin Ioannou
  
- Contracts & Authority to Sign Policy #109 – approved by Cabinet 1-8-18  
Purchasing/signature Authority  
This policy establishes general guidelines for the creation, review, and signature authority for contracts at UNCSA. It also addresses signature authority for other documents which may or may not technically be contracts but which may purport to establish legal obligations on the part of UNCSA.  
Allen Carnes
  
- Cash Management Policy #302 - approved by Cabinet 3-19-18  
Revised contracts, and stated rules for all funds coming into the custody or control of UNCSA.  
Cabinet unanimously accepted the policy revision.  
Lisa McClinton
  
- Cashier Policy #303 – approved by Cabinet 3-19-18  
Removed procedures from the policy.  
Cabinet unanimously accepted the policy revision.  
Lisa McClinton

- Independent Contractor Policy #306 – approved by Cabinet 3-19-18  
Updated link and contacts. General Statute mandated by UNC System. Professional Services Agreement and IRS link not active and will be updated.  
Cabinet unanimously accepted the policy revision with updates to links.  
Lisa McClinton
  
- Travel Policy #310 - approved by Cabinet 3-19-18  
Removed procedures from the policy. International travel rules are in the procedures.  
Cabinet unanimously accepted the policy revision.  
Lisa McClinton
  
- Student Payment Policy #317 – approved by Cabinet 3-19-18  
Late payment was removed. Lisa McClinton will add to the policy a \$100 late fee, if not paid by due date.  
Cabinet unanimously accepted the change and revision.  
Lisa McClinton
  
- Third Party Lodging Policy #318 – approved by Cabinet 3-19-18  
New policy. Must justify that lodging rates will cost less than standard in state or out of state lodging rates approved by the State.  
Cabinet unanimously accepted the policy as presented.  
Lisa McClinton

**AGENDA ITEM**

BOG Governance Memo Response ..... Jim DeCristo

**Summary:** Campuses have the opportunity to ..... Jim DeCristo  
recommend responsibility changes to  
University Governance Committee

**Action:** For informational purposes only.



# The University of North Carolina

## BOARD OF GOVERNORS

Constituent Universities  
Appalachian State  
University

East Carolina  
University

Elizabeth City  
State University

Fayetteville State  
University

North Carolina  
Agricultural and  
Technical State  
University

North Carolina  
Central University

North Carolina  
State University  
at Raleigh

University of  
North Carolina  
at Asheville

University of  
North Carolina  
at Chapel Hill

University of  
North Carolina  
at Charlotte

University of  
North Carolina  
at Greensboro

University of  
North Carolina  
at Pembroke

University of  
North Carolina  
at Wilmington

University of  
North Carolina  
School of the Arts

Western Carolina  
University

Winston-Salem  
State University

Constituent High School  
North Carolina  
School of Science  
and Mathematics

An Equal Opportunity/  
Affirmative Action  
Employer

### Memorandum

**To:** UNC System Boards of Trustees' Chairs and Chancellors

**From:** Steven Long, Chairman of the UNC Board of Governors'  
Committee on University Governance

**Date:** February 8, 2018

I am writing to continue the discussion begun at the dinner that Chairman Bissette and President Spellings hosted last October and continued at the Boards of Trustees Workshop in November regarding the duties and authorities of the boards of trustees. As you recall, we discussed whether there might be certain authorities that are currently exercised by the Board of Governors that would be more appropriately exercised by boards of trustees.

We have continued this conversation over the past two meetings of the Board of Governors' Committee on University Governance, and the committee is interested in receiving your suggestions. To do this, we request that you each set aside time at your next board meeting to discuss with your fellow trustees the attached governing authorities and send us a collective written response from your board answering the following questions:

1. What specific authorities or responsibilities does your board of trustees feel would be more appropriate for the board of trustees to exercise instead of the Board of Governors and why?
2. Are there any authorities or responsibilities exercised or decisions made by your board of trustees that you feel would be more appropriately exercised elsewhere (with the chancellor, president, or Board of Governors)?
3. Is there anything else related to the governance structure of the University that your board would like to share with us?

To aid in your conversation we have attached two documents.

1. Summary of duties and authorities of the boards of trustees (shared in November)
2. Examples of institution-specific actions of the Board of Governors. This document will give you an idea of specific actions that have been approved by the Board of Governors recently.

Please respond no later than Monday, April 16. We plan to discuss these responses at the May meeting of the Board of Governors, and invite you all to join us on Wednesday, May 23, for that discussion. Please reach out to Andrea Poole, Secretary of the University, with any questions ([arpoole@northcarolina.edu](mailto:arpoole@northcarolina.edu), 919-962-3136).

**cc:** W. Louis Bissette, Jr., Chairman of the UNC Board of Governors  
Margaret Spellings, President of the University of North Carolina System  
Andrea Poole, Secretary of the University  
UNC System Board Professionals

## Duties and Authorities of Boards of Trustees

| Duty/Authority   | Description  | Original Authority | Advice & Oversight | Action or Approval | Policy Creation |
|--|--|--------------------|--------------------|--------------------|-----------------|
| <b>University Strategy</b>   |  |                    |                    |                    |                 |
| Advise the Board of Governors and the chancellor (NCGS §116-33; Code Section 403A)   | By statute, and affirmed by the Board of Governors, the BOT serves as advisor to the BOG and the chancellor on matters pertaining to its institution.  | NCGS 116-33        | X                  |                    |                 |
| Ensure the institution complies with the mission assigned and the strategic plan adopted by the Board of Governors. [Appendix 1 (II)]                                    | The Board of Governors has tasked the BOT with ensuring the constituent institution's compliance with the educational, research, and public service roles assigned to it by the BOG.   | NCGS 116-11(2)-(3) | X                  |                    |                 |
| <b>Executive Staffing</b>  |  |                    |                    |                    |                 |
| Provide input to assessment of the chancellor (Policy 200.4)   | The BOG has established that every four years the president and the BOT shall conduct a comprehensive review of the chancellor's performance that will include major campus constituencies such as faculty, students, and staff.   | NCGS 116-11(2)     | X                  |                    |                 |
| Establish chancellor search committee and budget, in consultation with the president, and recommend three candidates to the president. (Appendix 1 (I)(D); Policy 200.8) | By statute, and as affirmed the by the BOG, the BOT shall establish, in consultation with the president, a search committee to fill a vacancy in the chancellorship. The chair of the BOT, in consultation with the president, shall establish a budget and identify staff for the committee. By statute, and as affirmed by the BOG, the BOT shall recommend an unranked slate of three names for consideration by the president in designating a nominee for the chancellorship for approval by the BOG, or return the slate to the search committee for further action. | NCGS 116-11(4)     |                    | X                  |                 |
| <b>Personnel and Human Resources</b>   |  |                    |                    |                    |                 |
| Adopt personnel policies [Appendix 1(I)(C)]  | The BOG has provided that the BOT may adopt personnel policies, not otherwise prescribed by state law, the University Code, or policies of the BOG, for personnel in all categories of university employment.  | NCGS 116-11(2)     |                    |                    | X               |
| <i>Special responsibility constituent institutions with management flexibility:</i> Approve employment actions for EHRA positions [Appendix 1 (I)(A)(1)]                 | The BOG has provided that the BOT of special responsibility constituent institutions with management flexibility may appoint, promote, and set the compensation for all EHRA positions consistent with the policies and salary ranges set by the BOG and the regulations and guidelines established by the president.  | NCGS 116-30.1      |                    | X                  |                 |
| Approve employment actions for EHRA employees (Appendix 1 (I)(A)(2)(b); Regulation 300.2.4[R])   | The BOG has delegated to the BOT the authority to approve chancellor's appointment, promotion and compensation recommendations for EHRA employees other than tenured faculty and senior administrative positions.  | NCGS 116-11(2)     |                    | X                  |                 |
| Pass regulations concerning the discharge or suspension of EHRA employees, including rights of appeal (Appendix 1 (I)(B); Policy 300.2.1)                                | The Board of Governors has provided the BOT authority to create regulations, consistent with applicable policies of the BOG, to govern all discharges or suspensions of faculty members and administrative personnel, other than those subject to the State Personnel Act, effectuated by the chancellor.  | NCGS 116-11(2)     |                    |                    |                 |

## Duties and Authorities of Boards of Trustees

| Duty/Authority   | Description  | Original Authority | Advice & Oversight | Action or Approval | Policy Creation |
|--|--|--------------------|--------------------|--------------------|-----------------|
| Hear faculty grievance appeals (Policy 101.3.2; Code Section 607)                        | The BOG has established that a faculty member may appeal to the BOT if neither the relevant administrative official nor the chancellor makes an adjustment that is advised by the faculty grievance committee in favor of the aggrieved faculty member.  | NCGS 116-11(2)     |                    | X                  |                 |
| Create policy governing separation and/or retreat to a faculty position (Policy 300.1.6) | The BOG has directed that the BOT establish a policy governing separation and/or retreat of administrators.  | NCGS 116-11(2)     |                    |                    | X               |
| Make certain appointments and fix compensation (Policy 600.3.4)                          | The BOG has delegated to the BOT authority to approve the following employment actions for faculty, EHRA non-faculty Tier 2 Senior Academic and Administrative Officers (SAAO Tier 2), and EHRA non-faculty instructional, research, and public service (IRPS) employees: 1) permanent and temporary appointments and salaries; 2) promotion, including faculty rank changes but excluding tenure; and 3) permanent and temporary salary increases or stipends | NCGS 116-11(2)     |                    | X                  |                 |
| Adopt political activities policy (Policy 300.5.1)                                       | The BOG has directed that the BOT adopt policies governing political activities of employees.  | NCGS 116-11(2)     |                    |                    | X               |
| Approve certain petitions for candidacy and officeholding (Policy 300.5.2)               | The BOG has delegated to the BOT responsibility to resolve petitions for candidacy and officeholding by University employees other than senior academic and administrative officers, with the exception of petitions concerning candidacy for the General Assembly.  | NCGS 116-11(2)     |                    | X                  |                 |
| Avoid and adjudicate dual memberships and conflicts of interest (Policy 200.1)           | The BOG has directed that each BOT chairman shall designate a standing committee to determine whether a potential conflict is a permissible or impermissible activity and to make recommended findings as to whether this policy has been violated.  | NCGS 116-11(2)     |                    | X                  |                 |

### Admissions

|   |   |                 |  |  |   |
|---|---|-----------------|--|--|---|
| Establish admissions policies and hear admissions appeals [Appendix 1 (VIII)] | Subject to such enrollment levels and minimum criteria for admission established by the Board of Governors, the BOG has delegated to the BOT responsibility to establish admissions policies and resolve individual admission questions for all schools and divisions within the institution. The BOG has also delegated to the BOT responsibility to hear appeals concerning individual admission cases. | NCGS 116-11(8a) |  |  | X |
| Establish minimum requirements for undergraduate admission (Policy 700.1.1)   | The BOG has provided that any constituent institution may set admissions requirements that exceed minimums established by the BOG upon the approval of the BOT.   | NCGS 116-11(8a) |  |  | X |

## Duties and Authorities of Boards of Trustees

| Duty/Authority  | Description   | Original Authority                     | Advice & Oversight | Action or Approval | Policy Creation |
|---|---|--|--------------------|--------------------|-----------------|
| <b>Student Services</b>   |   |  |                    |                    |                 |
| Oversee services offered to students [Appendix 1 (XI)]                      | The BOG has delegated to the BOT responsibility to determine the type, level, and extent of student services (ex: health care, athletic programs, and counseling).  | NCGS 116-11(2)                         | X                  |                    |                 |
| Recommend student fees (Appendix 1 (IX)(E); Policy 1000.1)                  | The BOG has delegated to the BOT responsibility to recommend to the president the amounts to be charged for application, athletics, health services, student activities, educational and technology, retirement of debt incurred for capital improvements projects, course, and special fees.   | NCGS 116-11(7)                         | X                  |                    |                 |
| Oversee intercollegiate athletics (Policy 1100.1; Regulation 1100.1.1[R])   | The BOG has provided that BOT receive annual reports on student-athlete exceptions to the institution's undergraduate admissions criteria; financial indicators; annual institutional budget for intercollegiate athletics, including major sources of revenue and expenses; and audits of all foundations, clubs, and associations established primarily to raise money on behalf of constituent institutions.   | NCGS 116-11(2)                         | X                  |                    |                 |
| Approve head coach and athletic director contracts (Policy 1100.3)          | The BOG has directed that the BOT approve contracts of employment between an institution and a head athletic coach or an athletic director for a term longer than one year.   | NCGS 116-11(2)                         |                    | X                  |                 |
| <b>Capital</b>  |   |  |                    |                    |                 |
| Prepare and maintain campus master plan [Appendix 1 (VI)]                   | The BOG has delegated to the BOT responsibility for preparing and maintaining a master plan for the physical development of the institution, consistent with the total academic and service mission of the institution as defined and approved by the BOG.  | NCGS 116-11(2);<br>NCGS 116-13.1(a)(1) |                    | X                  |                 |
| Approve plans for capital construction projects (Appendix 1 (VI))           | The BOG has delegated to the BOT responsibility, subject to policies of the BOG and all legal requirements relative to the construction of state-owned buildings, for the following matters concerning campus capital construction projects, which have been approved by the BOG and authorized by the state of NC: 1) the selection of architects or engineers for buildings and improvements requiring such professional services; 2) the approval of building sites; 3) the approval of plans and specifications; and 4) the final acceptance of all completed buildings and projects. | NCGS 116-11(2)                         |                    | X                  |                 |
| Acquire or dispose of real property at certain thresholds [Appendix 1 (VI)] | The BOG has delegated to the BOT authority to authorize a proposal to acquire or dispose of an interest in real property that is valued at less than \$50,000 and proceed to obtain the necessary approvals from appropriate state officials and agencies, without first obtaining the approval of the BOG.   | NCGS 116-11(2);<br>NCGS 116-31.12      |                    | X                  |                 |
| <b>Finance and Budget</b>   |   |  |                    |                    |                 |
| Advise chancellor on budget administration [Appendix 1 (V)]                 | The BOG has provided that the BOT shall advise the chancellor with respect to the development of budget estimates for the institution and with respect to the execution and administration of the budget of the constituent institution, as approved by the General Assembly and the BOG.   | NCGS 116-11(9)                         | X                  |                    |                 |
| Create and maintain endowment funds (Policy 600.2.1)                        | By statute, and affirmed by the BOG, the BOT shall establish and maintain an endowment fund for the constituent institution.  | N.C.G.S. § 116-36                      | X                  |                    |                 |

## Duties and Authorities of Boards of Trustees

| Duty/Authority  | Description   | Original Authority     | Advice & Oversight | Action or Approval | Policy Creation |
|---|---|------------------------|--------------------|--------------------|-----------------|
| <b>Extension</b>  |   |                        |                    |                    |                 |
| Approve centers and institutes policies (Regulation 400.5[R]) | The BOG has directed that the BOT approve campus level policies on centers and institutes and authorize establishment and discontinuation of institutional centers and institutes, consistent with these regulations and the directions of the president or the BOG. The BOG has provided that the BOT may delegate to the chancellor the authority to approve the discontinuation of institutional centers and institutes. | NCGS 116-11(2)         |                    | X                  | X               |
| Adopt patent and copyright policies (Policy 500.2)            | The BOG has directed that the BOT adopt patent procedures, which shall be reviewed and approved by the President prior to approval by the BOT.  | NCGS 116-11(2)         |                    |                    | X               |
| <b>Campus Safety</b>  |   |                        |                    |                    |                 |
| Adopt policies on Illegal drugs (Policy 1300.1)               | The BOG has directed that the BOT adopt a policy on illegal drugs applicable to all students, faculty, and staff.   | NCGS 116-11(2)         |                    |                    | X               |
| Adopt policies of vehicles on campus (Guideline 1300.5)       | The BOG has directed that the BOT enact ordinances for the registration of vehicles on campus.  | N.C.G.S. § 116-44.4(f) |                    |                    | X               |

## **Examples of UNC Board of Governors' Institution-Specific Actions by Committee of Jurisdiction**

### **Budget and Finance**

- Tuition and fees
- Allocation of certain capital and operating funds
- Capital improvement projects funded from non-appropriated funds
- Institutional borrowing, including the issuance of Special Obligation Bonds
- Property transactions, other than leases, of \$250,000 or more, to be submitted to the Council of State for final action.
- Lease transactions of \$150,000 or more for certain campuses, to be submitted to the State Property Office for final action.
  - Transactions by Delegated Authority: In 2012, G. S. 116-31. 12 delegated to the Board of Governors the authority to authorize the constituent institutions and the University of North Carolina General Administration to acquire and dispose of real property by lease if the lease was for a term of not more than ten years. The Board had delegated that authority to the president, NC State University, UNC-Chapel Hill, and East Carolina University up to \$500,000.
  - Real estate transactions (acquisition and disposition)
- Millennial campus designations

### **Educational Planning, Policies, and Programs**

- Academic program establishment
- Academic program discontinuation
- Naming of schools within an institution
- Institutional mission statement revisions

### **Personnel and Tenure**

- Coach or athletic director contracts that contain non-standard elements
- Salary ranges set by the President for SAAO-I, SAAO-II, and EHRA Professional positions
- Salary ranges for the President and Chancellors
- Appellate review of certain campus actions and decisions involving faculty

### **University Governance**

- Election of individuals to institutions' boards of trustees and other University-related boards
- Initiation and settlement of litigation and pending litigation in circumstances where that authority has not otherwise been delegated
- Appellate review of certain campus actions and decisions involving students

**AGENDA ITEM**

Enterprise Risk Management ..... Jim DeCristo

**Summary:** Identify most critical risks based on high impact.

**Action:** For informational purposes only.

**AGENDA ITEM**

Review BOT Terms ..... Chair King

**Summary:** Review terms of BOT members' eligible ..... Chair King  
for renewal in 2019 Jim DeCristo

**Action:** For informational purposes only.

**UNCSA Board of Trustees Terms**  
**Voting Members**

| <b><u>Name</u></b>         | <b><u>Served</u></b>                            | <b><u>Eligible</u></b> | <b><u>Notes</u></b>   |
|----------------------------|---|------------------------|---|
| Stephen Berlin             | BOG: LEG -2013-2017;<br>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<br>Filled Barbara Goodmon vacancy (resigned 7/8/13) |
| Noel "Skip" Dunn           | BOG: partial 2012-2015; 2015-2019               | 1 full term            | Reappointed for full term<br>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;<br>2017-2021 | 0 full term            | Reappointed for full term<br>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,<br>Chair  | BOG: partial 2012-2013; 2013-2017;<br>2017-2021 | 0 full term            | Filled Michael Almond vacancy; Reappointed for full term                      |
| Erna Womble<br>Secretary   | BOG: 2013-2017; 2017-2021                       | 0 full term            | Filled Christine McGuire vacancy  |
| Ralph Womble<br>Vice Chair | BOG: 2015-2019                                  | 1 full term            | Filled Don Flow vacancy<br>Reappointed for full term                          |
|                            |   |                        |   |
| <b><u>SGA</u></b>          |   |                        |   |
| Hassiem Muhammad           | Ex Officio: 2017-2018                           | Designated 1-yr term   | SGA President   |
|                            |   |                        |   |

| <u><b>Emeritus, Alumni, Ex-Officio, Foundation Liaison, Honorary</b></u> | <u><b>Non-voting, not counted towards quorum</b></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     |
|  |   |  |                                  |
| Sue Henderson  | Board of Visitor Liaison: 1-year term 2018-2019                     | BOV Chair for 1-yr term (Term January-December)  | Filled Anne Sessions 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      |

## MOTION TO GO INTO CLOSED SESSION

I move we go into closed session to:

1.  Prevent the disclosure of information that is:
  - a.  Privileged or confidential pursuant to: [APPLICABLE LAW]<sup>1</sup>.
  - b.  Not considered a public record within the meaning of Chapter 132 of the General Statutes.
2.  Prevent the premature disclosure of an honorary degree, scholarship, prize, or similar award.
3.  Consult with our attorney in order to:
  - a.  Preserve the attorney-client privilege.
  - b.  Consider and give instructions concerning the handling or settlement of:
    - i.  A potential claim, judicial action, mediation, arbitration, or administrative procedure.
    - ii.  [TITLE OF CLAIM].
4.  Consider matters relating to the location or expansion of industries or other businesses.
5.  Consider the negotiations of the price and terms of a contract concerning the acquisition of real property.
6.  Consider the negotiations of the amount of compensation or other terms of an employment contract.
7.  Consider the qualifications, competence, performance, or condition of appointment of a public officer or employee or prospective public officer or employee.
8.  Hear or investigate a complaint, charge, or grievance by or against a public officer or employee.
9.  Plan, conduct, or hear reports concerning investigations of alleged criminal misconduct.

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<sup>1</sup> EXAMPLES INCLUDE:

1. [State employee personnel records] The Privacy of State Employee Personnel Records Act, Article 7 of chapter 126 of the North Carolina General Statutes.
2. [Internal Auditor's work papers] Section 116-40.7 of the North Carolina General Statutes.
3. [A student's education records] The Family Educational Rights and Privacy Act of 1974, Public Law 93-380, as amended by Public Law 93-568.
4. [Social Security account numbers] The Privacy Act of 1974, Public Law 93-579, as amended by Public Law 94-455; Section 132-1.10 of the North Carolina General Statutes.
5. [Designer selection] North Carolina Administrative Code, Title 01, Chapter 30, Subchapter D.