

September 26, 2019
University of North Carolina School of the Arts
9:00 a.m. – 10:00 a.m.
Conference Room 301, Hanes Student Commons

COMMITTEE MEMBERS:

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

COMMITTEE STAFF:

Jim DeCristo (Staff), Corey Madden (Staff), David Harrison (General Counsel), Joan Roggenkamp (Staff), Amanda Balwah (University Secretary), Amber Russell (Staff Council), Trish Casey (Faculty Council)

AGENDA

OPEN SESSION

1. Call to Order and Confirm Quorum.....Chair King
2. Approval of Minutes from the April 25, 2019 Meeting.....Chair King
3. Report on Enterprise Risk Management.....Jim DeCristo
4. Kenan Institute for the Arts Board of Advisors.....Corey Madden
Membership Recommendation
5. Review Bylaws.....Jim DeCristo
6. Review BOT Member Terms.....Jim DeCristo
7. Motion for Closed Session (if needed).....Chair King
8. Motion to Adjourn.....Chair King

DRAFT OPEN MINUTES

April 25, 2019
University of North Carolina School of the Arts
Hanes Student Commons, Room 301, 9:30 -10:30 a.m.
Winston-Salem, North Carolina

TRUSTEES PRESENT

Rob King (Chair), Elizabeth Madden, Erna Womble, Ralph Womble (Ex-officio), Michael Tiemann

TRUSTEES ABSENT

Skip Dunn, Secretary Susi Hamilton, Al Crawford (Alumni)

COMMITTEE STAFF PRESENT

Jim DeCristo (Chief of Staff), David Harrison (General Counsel), Lynda Lotich (Associate Director Kenan Institute for the Arts), Wade Wilson (Faculty Council Representative)

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 9:30 a.m. in Room 301 of the Hanes Student Commons. A quorum was present.

APPROVAL OF MINUTES

Chair King asked the Committee members to review the minutes from the December 6, 2018 meeting. He then called for a motion to approve the minutes as presented.

MOTION: Michael Tiemann moved to approve the Open Session December 6, 2018 meeting minutes. Elizabeth Madden seconded and the minutes were unanimously approved.

Enterprise Risk Management

Jim DeCristo provided a brief update on the progress of our ERM initiative. A summary of the effort in FY19 was included in the Board materials. The Committee will continue to work on the five risk areas in FY20.

Policies Approved by Cabinet

David Harrison provided the annual report of policies changes made under the delegated authority of the Chancellor. There was only one policy change this year. The Purchasing policy was revised to update procedures reflecting changes in Spending Guidelines and the discontinuation of Small Purchase Orders.

Review of BOT Terms

The Committee reviewed the current terms of our Board members. There are currently no vacancies.

Legislative reappointments are in process for Anna Folwell and Phillip Horne.

The Committee continues to work to identify potential candidates for future openings.

BOT Three-year Calendar

The Committee reviewed and approved the BOT Three-year Calendar.

MOTION: Ralph Womble moved to approve the BOT Three-year Calendar beginning 2019-2020. Elizabeth Madden seconded and the motion was unanimously approved.

ADJOURNMENT

With no further business to discuss, the April 25, 2019 Governance Committee meeting adjourned at 10:00 a.m.

Submitted by
Joan Roggenkamp, Executive Assistant
Governance Committee Staff

AGENDA ITEM

Enterprise Risk Management Report.....Jim DeCristo, Vice Chancellor
for Economic Development and Chief of Staff

Summary: Throughout the 2019-2020 academic year, UNCOSA’s ERM Initiative will delve deeper into the strategic work of examining the causes, responses to prevent risk, consequences, and responses to minimize impact for each of the identified risk priorities. To do this, the bow-tie analysis tool will be utilized to identify key risk indicators that could provide an early warning of impending risk events. Each risk owner will be provided with the following template to make this next level of strategic analysis effective and efficient.

The ERM team is in the process of meeting with new leadership to bring them up to speed on UNCOSA’s risk priorities. Regular meetings with each risk owner and their teams will happen throughout the academic year. Quarterly meetings for the ERM Steering Committee have already been scheduled to review the progress made via the bow-tie analyses; the first meeting occurred on September 12.

Action: This report is for informational purposes only.

AGENDA ITEM

Recommendations for Thomas S. Kenan Institute.....Chairman King
for the Arts Board of Advisors

Summary: The Thomas S. Kenan Institute recommends and asks for consideration of a new member for the Kenan Institute for the Arts Board of Advisors, Dr. Stella Sung. As a national and international award-winning composer, Stella Sung's compositions are performed throughout the United States and abroad. Sung has been using digital and multi-media applications in her concert and symphonic compositions, music for dance and ballet, and recent operas that include the use of advanced projection techniques and other stage design concepts using technology. Several documentary films have been made about Sung's work including a film by award-winning documentary filmmaker Lisa Mills, which capture the world premiere performance of Sung's large orchestral work, *The Circle Closes* (2010). This film has garnered a Silver Medal Award from the 2011 Park City Film Music Festival (Park City, Utah), and a 2011 Bronze Telly Award.

Action: The Governance Committee will make a recommendation for approval at the full Board meeting.



To: Board of Trustees
University of North Carolina School of the Arts

From: Corey Madden, Executive Director
Thomas S. Kenan Institute for the Arts

Date: September 10, 2019

Re: Approval requested for new members of the Thomas S. Kenan Institute for the Arts Board of Advisors

I would like to request that the University of North Carolina School of the Arts Board of Trustees formally approve the following recommendation for one (1) new member of the Thomas S. Kenan Institute for the Arts Board of Advisors, following the approved Bylaws of the Institute. The relevant sections of the Bylaws are provided below:

Section 2. Number, Term and Qualification. The number of Advisors shall be not less than three, nor more than sixteen. The Chancellor of the University of North Carolina School of the Arts, the Provost of the University of North Carolina School of the Arts, the Executive Director of the Institute and the Chairman of the Board of Trustees of the University of North Carolina School of the Arts shall be *ex officio* members (with a vote) of the Board of Advisors. The Advisors, other than the *ex officio* members (the “elected Advisors”) shall be divided into three classes, as nearly equal in number as may be, to serve in the first instance for terms of one, two and three years, and thereafter Advisors and their successors shall be elected to serve for three years, and may serve up to two full terms, after which an Advisor must rotate off the board for one year. The Board of Trustees of the University of North Carolina School of the Arts (“UNCSA Board of Trustees”) shall elect the elected Advisors. In the event of any increase or decrease in the number of elected Advisors, the additional or eliminated Advisors shall be classified or chosen by the UNCSA Board of Trustees so that all classes of elected Advisors shall remain or become equal in number, as nearly as may be. In the event of the death, resignation, retirement, removal or disqualification of an elected Advisor during the elected term of office, the Advisor’s successor shall be elected to serve only until the expiration of the term of the predecessor. Advisors need not be residents of the State of North Carolina.

Section 3. Election of Advisors. Elected Advisors may be elected at any meeting of the UNCSA Board of Trustees by a vote of a majority of the UNCSA Board of Trustees.

Thank you very much for your consideration in approving the following nominee for membership (biographical information for the nominee is attached).

**Thomas S. Kenan Institute for the Arts
Board of Advisors Class of 2022**

Stella Sung, Composer, Professor & CREATE Director, University of Central Florida in Orlando, Florida



Stella Sung

Composer, Professor & CREATE Director
University of Central Florida | Orlando, FL

As a national and international award-winning composer, Stella Sung's compositions are performed throughout the United States and abroad.

As a recipient of a "Music Alive" award, a three-year award sponsored by New Music USA, the League of American Orchestras, ASCAP, the Aaron Copland Fund, and the Andrew Mellon Foundation, Dr. Sung served as Composer-in-Residence (2013-16) with the Dayton (OH) Performing Arts Alliance (Dayton Philharmonic Orchestra, Dayton Ballet, and Dayton Opera). The DPAA was one of five, nationally selected cohort recipients of the "Music Alive" award residencies, during which composers and orchestras collaborated to create new, innovative works that engaged communities and artists during the residencies.

Since 2003, Sung has been using digital and multi-media applications in her concert and symphonic compositions, music for dance and ballet, and recent operas that include the use of advanced projection techniques and other stage design concepts using technology.

Stella Sung is the recipient of the 2007-2010 Phi Kappa Phi National Artists Award, as well as a 2009-10 "Meet the Composer" award. She is a two-time winner of a Florida Individual Artists Fellowship, sponsored by the Division of Cultural Affairs for the State of Florida, as well as the 2005 recipient of a Florida Artists Enhancement award. She was a Fellow at the prestigious Mac-

Dowell Colony, and was the recipient of the Norton Stevens Fellowship. Other awards have been from the National Endowment for the Arts, New Music USA, Meet the Composer, the German Ministry of Culture, the American Society of Composers, Authors, and Publishers (ASCAP), and the Division of Cultural Affairs of the State of Florida.

Dr. Sung is also an active composer for film, and was the composer and music supervisor for the score for the full-length documentary film, *Voices in the Clouds*, which received critical acclaim in national and international film festivals. Her music was featured in the short animation film, *Atlas' Revenge*, (based upon Sung's orchestral work of the same title), which was selected as the First Place winner at the 2010 SIGGRAPH conference (Time and Space category).

Several documentary films have been made about Sung's work including a film by award-winning documentary film-maker Lisa Mills, which captures the world premiere performance of Sung's large orchestral work, *The Circle Closes* (2010). This film has garnered a Silver Medal Award from the 2011 Park City Film Music Festival (Park City, Utah), and a 2011 Bronze Telly Award.

Sung holds the Bachelor of Music degree (piano performance) from the University of Michigan (Ann Arbor), the Master of Fine Arts degree (Composition) from the University of Florida, and the Doctor of Musical Arts degree (piano performance) from the University of Texas at Austin.

Dr. Sung is director of the Center for Research and Education in Arts, Technology, and Entertainment (CREATE) at the University of Central Florida, and is Professor of Music in UCF's School of Visual Arts and Design (Digital Media), College of Arts and Humanities. Dr. Sung holds a "Pegasus" Professorship, the highest honor awarded to distinguished faculty members at the University of Central Florida, and also holds one of twelve "University Trustees Chair" professorships.

AGENDA ITEM

Notice of Amendments to the Selection of Board of.....Chairman King
Trustee Officers, Section 401A of The Code, Chair,
Vice Chair, and Secretary

Revised Bylaws of the Board of Trustees of the.....Chairman King
University of North Carolina School of the Arts

Summary: The UNC System Office has amended Section 401A of the Code regarding Board of Trustee officer elections.

In addition to the memo from the System Office and amended section of The Code, UNCOSA bylaws will require amended language. Per the amendment, newly appointed Trustees may serve on the Nominating Committee and are eligible to serve as officers. The change requires annual elections as officer terms will be one-year in length, but there are no term limits for officer positions. The current bylaws have no stipulations on new Trustees serving as officers of the board.

Action: The Governance Committee will make a recommendation for approval at the full Board meeting.



THE UNIVERSITY OF NORTH CAROLINA SYSTEM

MEMORANDUM

TO: Chief Legal Officers
Board Professionals

FROM: Thomas C. Shanahan, Senior Vice President and General Counsel
Meredith M. Steadman, Interim Senior Associate Vice President and Secretary of University

DATE: June 24, 2019

RE: Notice of Amendments to the Selection of Board of Trustee Officers
Section 401 A of *The Code*, Chair, Vice Chair, and Secretary

During its meeting on June 21, 2019, the UNC Board of Governors approved amendments to Section 401 A of *The Code*, which affects the selection process of officers to the boards of trustees. The amended version of Section 401 A is now effective for boards of trustees' elections beginning July 1, 2019. As you are aware, pursuant to G.S. 116-32, officer elections must be held at "the first meeting after June 30 of each year." The purpose of this statutory requirement is to allow newly appointed board members, whose terms begin July 1, the opportunity to participate in the election of officers.

The approved changes to Section 401 A clarify that the election of officers shall not take place before July 1, or before the swearing in of new board members whose terms commence on July 1. In addition, the changes require that newly appointed board members have the opportunity to fully participate in the nomination and consideration of officers, and that any board member may be eligible to serve as an officer, regardless of the length of service on the board. Attached are two copies of the newly approved Section 401 A, including a version with the amended language redlined.

The Board's amendment to Section 401 A of *The Code* will necessitate a review and may require updating of your board of trustees' bylaws as to the process for nominating officers, the eligibility requirement for officers, and the timing of officer elections. In the event that a conflict exists between the newly amended Section 401 A and your board's existing bylaws, Section 401 A of *The Code* controls and should govern officer elections.

cc: Dr. William L Roper, Interim President
Chancellors
Pete Brunstetter, Interim Chief Operating Officer
Chris McClure, Interim Chief of Staff

CHAPTER IV- BOARDS OF TRUSTEES
SECTION 400. MEMBERSHIP.

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SECTION 401. OFFICERS.

401 A. Chair, Vice Chair, and Secretary.

At the first regular meeting after June 30 of each year, each board of trustees shall elect from its membership a chair, a vice chair, and a secretary. [See G.S. 116-32] In no event shall officer elections take place before July 1, or before the swearing in of new board members whose terms commence on July 1. Any member of the board who is or who shall be duly appointed and sworn in at the time of the election shall be eligible to serve as an officer, regardless of length of service on the board. Elections shall be conducted such that each member of the board, including newly appointed members, can fully participate in the nomination, consideration, and election of officers. Nominating committees convening prior to July 1 to determine a slate of officer candidates may include members who have been appointed but have not yet been sworn in, but may not include current members whose terms end June 30 and who have not been reappointed. Each elected officer shall serve until his or her successor is elected. If the term of the chair on the board of trustees expires before his or her successor as chair is elected, then the vice chair shall become the interim chair until the chair's successor is elected.

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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 President and Chief Executive Officer 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.

- (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 UNCOSA. The Board of Trustees shall recognize as special members of the Board the chair of the UNCOSA Foundation Board of Directors and the chair of the UNCOSA 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.

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- (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 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 one year or until his/her successor is elected. Officer elections shall not take place before July 1, or before the swearing in of new board members whose terms commence on July 1. Any member of the Board who is or who shall be duly appointed and sworn in at the time of the election shall be eligible to serve as an officer, regardless of length of service on the board. 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.
- (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 Committee Chair. The Nominating Committee, which will convene prior to July 1 to determine a slate of officer candidates, may include members who have been appointed but have not yet been sworn in, but may not include current members whose terms end June 30 and who have not been reappointed. The Nominating Committee shall present a slate of nominees to the Board of Trustees at the first meeting after June 30th.
- (d) **Term Limits:** There are no limits to how many terms a Trustee may serve as an officer during their term. Each elected officer shall serve until his or her successor is elected. If the term of the Chair of the Board of Trustees expires before his or her successor as Chair is elected, then the Vice Chair shall become the Interim Chair until the Chair's successor is elected.

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Deleted: 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

Each committee shall be staffed by one or more employees of UNCOSA. 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 UNCOSA 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.

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.

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 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.

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.
- (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 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.

| Last revised June 25, 2019

Deleted: September 22, 2017

AGENDA ITEM

Review Board of Trustees Terms.....Jim DeCristo, Chief of Staff

Summary: Committee will review Board of Trustees terms.

Action: For discussion and informational purposes only.

UNCSA Board of Trustees Terms
Voting Members

<u>Name</u>	<u>Served</u>	<u>Eligible</u>	<u>Notes</u>
Stephen Berlin Secretary	BOG: LEG -2013-2017; BOG - 2017-2021	0 full term	Filled John Williams vacancy
Peter Brunstetter	LEG (Senate): 2017-2021 Leave of absence: effective 2/5/19	1 full term	Filled Charles Lucas vacancy
Greer Cawood	BOG: partial 2013-2015; 2015-2019; 2019-2023	0 full term	Reappointed for full term Filled Barbara Goodmon vacancy (resigned 7/8/13)
Noel "Skip" Dunn	BOG: partial 2012-2015; 2015-2019; 2019-2023	0 full term	Reappointed for full term Filled Lee Chaden vacancy, (resigned 12/2011)
Anna Folwell	LEG: partial 2016-2019; 2019-2023	1 full terms	Filled Isaac Green vacancy (6/30/15)
Phillip Horne	LEG: 2015-2019; 2019-2023	0 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; 2019-2023	0 full term	Filled Claire Christopher vacancy
Elizabeth Madden	LEG (House): 2013-2017; 2017-2021	0 full term	Filled Linda Stauch vacancy
Michael Tiemann,	BOG: partial 2012-2013; 2013-2017; 2017-2021	0 full term	Filled Michael Almond vacancy; Reappointed for full term
Erna Womble Vice Chair	BOG: 2013-2017; 2017-2021	0 full term	Filled Christine McGuire vacancy
Ralph Womble Chair	BOG: 2015-2019; 2019-2023	0 full term	Filled Don Flow vacancy Reappointed for full term
<u>SGA</u>			
Maura Wetzel	Ex Officio: 2019-2020	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	
Al Crawford	Alumni: July 1, 2017-June 30, 2019; July 1, 2019-June 30, 2021	2-yr term	Filled Justin Poindexter vacancy
Peter Juran	Foundation Liaison to BOT: 2018-2020; 2-year term	Designated by Foundation President for 2-yr term	Filled Jim Martin vacancy
Sue Henderson	Board of Visitor Liaison: 1-year term 2018-2019 (Thru December)	Designated by BOV Chair for 1-yr term	Filled Anne Sessions vacancy
Erna Womble	BOT liaison to Foundation: 2-year term Partial 2016-2017; 2017-2019; 2019-2021)	Elected by the board	Filled Michael Tiemann vacancy
Mark Land	BOT liaison to the Board of Visitors: 2-year Partial term 2018-2019	Elected by the board	Filled Greer Cawood 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]¹.
 - 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.

¹ 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.