

OPEN SESSION AGENDA

September 30, 2021
University of North Carolina School of the Arts
Time: 9:00-9:55 a.m.
Location: Board Room 3rd Floor, Rm 306

COMMITTEE MEMBERS:

Al Crawford (Chair), Skip Dunn, Anna Folwell, Rhoda Griffis, Ches McDowell, Ralph Womble (Ex-officio), Secretary Reid Wilson

COMMITTEE STAFF:

Jim DeCristo (Staff), David Harrison (General Counsel), Kevin Bitterman (Kenan Institute Staff), Lynda Lotich (Kenan Institute Staff) Joan Roggenkamp (Staff), Amanda Balwah (University Secretary)

OTHER ATTENDEES:

Mack Wilder, Staff Council Representative and Andy Paris, Faculty Council Representative

AGENDA

OPEN SESSION

1. Call to Order and Confirm Quorum.....Chair Crawford
2. Approval of April 29, 2021 MinutesChair Crawford
3. Review Governance Committee ChargeChair Crawford
4. BOT Calendar.....Amanda Balwah
5. BOG Review of BOT Delegations of Authority.....David Harrison
6. BOT Member Terms.....Jim DeCristo
Status of New Member approvals
7. Report from Kenan InstituteKevin Bitterman
Renewal of three Board members

8. Board of Governors Bylaws Changes.....Jim DeCristo
9. Report on State Relations and State Budget.....Jim DeCristo
10. Motion for Closed Session (If necessary).....Chair Crawford
11. Motion to Adjourn..... Chair Crawford

Open Session

September 30, 2021

AGENDA ITEM

Approval of Minutes.....Chair Crawford

Summary: Approval of April 29, 2021 Open Session minutes.

Action: For discussion and motion for approval.

DRAFT OPEN MINUTES

April 29, 2021

University of North Carolina School of the Arts

Via Zoom 9:00 - 9:25 a.m.

Winston-Salem, North Carolina

TRUSTEES PRESENT

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

TRUSTEES ABSENT

Secretary Reid Wilson, Al Crawford (Alumni), Mark Land, Skip Dunn

COMMITTEE STAFF PRESENT

Jim DeCristo (Vice Chancellor for Economic Development and Chief of Staff), David Harrison (Vice Chancellor for Institutional Integrity and General Counsel), Joan Roggenkamp (Committee Staff), Amanda Balwah (Secretary to BOT), Lynda Lotich (Interim Executive Director Kenan Institute for the Arts), Patrick Sims (Executive Vice Chancellor and Provost), Michael Smith (Vice Chancellor for Finance), Wade Wilson (Faculty Council Representative).

OTHER ATTENDEES

Lauren Whitaker (Strategic Communications)

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 9:00 a.m. via Zoom. A quorum was present.

APPROVAL OF MINUTES

Chair King asked the Committee members to review the minutes from the February 25, 2021 meeting. He then called for a motion to approve the minutes as presented.

MOTION: Ralph Womble moved to approve the Open Session February 25, 2021 meeting minutes. Elizabeth Madden seconded and the minutes were unanimously approved.

BOT MEMBER TERMS

Jim DeCristo reported that the Board of Governors have approved the four names submitted to serve UNCSA Board of Trustees, beginning July 1, 2021; Paul Tazewell, Jeffrey Bullock, Al Crawford, and Rhoda Griffis.

Peter Juran has already been approved.

It will likely be closer to July before we receive approval of reappointment for Kyle Petty (Senate), and appointment of Nia Franklin (House).

Ralph Womble reported that the UNC Board of Governors gave kudos for UNCSCA's promptness and organization in submitting our materials. The BOG stated that UNCSCA should be a model.

REPORT ON STATE RELATIONS AND STATE BUDGET

Jim DeCristo reported that Chancellor Cole, Provost Sims and he have been meeting with representatives from the General Assembly over the past several months. Some meetings have been via Zoom, and some of the new legislators have come to campus to meet our administrators and tour the campus.

Regarding the Budget, we expect to see the Senate and House budget very soon. The possibility of salary increases look positive this time around.

Concerns:

UNCSCA needs recurring funding for enrollment and building reserves.

Capital funding – the Stevens Center is our big ask.

R&R – Positive opportunity for Repair and Renovation funding of possibly \$4 million. More than double of a good year in the past. There is a great need for electrical, plumbing, HVAC, roofs, building repair, and many other projects. \$4 million will be a huge benefit for our campus.

Ralph Womble stated that this is very positive news for UNCSCA.

Additionally, Jim DeCristo reported that a newly elected Board of Governors member, Sonja Nichols, recently visited UNCSCA and met with Chancellor Cole, Provost Sims and COS Jim DeCristo, had lunch and toured campus. Ms. Nichols was very excited about our campus and our work.

MOTION TO MOVE TO CLOSED SESSION

MOTION: Erna Womble moved to go into Closed Session to prevent the disclosure of information that is not considered a public record within the meaning of Chapter 132 of the General Statutes. Ralph Womble seconded and the motion was unanimously approved.

REPORT FROM CLOSED SESSION

Chair King reported that information received in Closed Session was relating to information that is not considered a public record within the meaning of Chapter 132 of the General Statutes.

COMMENTS FROM CHAIR KING

Since this is Chair King's last Governance Committee meeting for his term, he expressed thanks to all Committee members for their dedicated service to the Governance Committee and the Board of Trustees.

Jim DeCristo expressed thanks to Chair King for his leadership and commitment to the Governance Committee and to the Board of Trustees since 2010. He also thanked Erna Womble and Elizabeth Madden for their dedicated leadership and commitment to the Governance Committee and the Board of Trustees. Additionally, he thanked Al Crawford for

serving as Alumni Representative and congratulated him on moving to a full Board of Trustees member. And even though Michael Tiemann was not a member of Governance, he was very engaged and regularly attended the Governance Committee.

ADJOURNMENT

With no further business to discuss, the April 29, 2021 Governance Committee meeting adjourned at 9:25 a.m.

Submitted by
Joan Roggenkamp, Executive Assistant
Governance Committee Staff

AGENDA ITEM

Review Governance Committee Charge.....Jim DeCristo, Vice Chancellor
for Economic Development and
Chief of Staff

Summary: Review Governance Committee.....Jim DeCristo, Vice Chancellor
Charge and Responsibilities for Economic Development and
Chief of Staff

Action: For discussion and informational purposes.

Revised 9-2021

UNC School of the Arts Governance Committee Charge

Governance Committee: This Committee recommends appointments to the Board of Trustees to the full Board and will recommend other appointments as necessary. All nominations for positions on the Board will go through the Governance Committee except for the election of officers (handled by the nominating committee), the election of the Student Government Association representative, and the appointment of honorary members (appointed by the Chancellor and ratified by the board). The Committee will track the development of the UNC BOG state and federal agendas (both budget and non-budget items), as well as the progress of these agendas in the NC State Legislature and US Congress. The Governance Committee will also make recommendations to the Board of Trustees regarding changes to the bylaws. This Committee is staffed by the Vice Chancellor for Economic Development and Chief of Staff.

AGENDA ITEM

Review BOT Calendar.....Amanda Balwah,
Associate Vice Chancellor for
Institutional Integrity and
Secretary of the University

Summary: Review BOT Calendar..... Amanda Balwah,
Associate Vice Chancellor for
Institutional Integrity and
Secretary of the University

Action: For discussion and informational purposes.

**Board of Trustees
Proposed Meeting Dates
July 2022 – May 2025**

2022-2023

July 20, 2022 (Virtual Meeting)
September 29-30, 2022
December 1-2, 2022
March 2-3, 2023
April 27-28, 2023

2023-2024

July 19, 2022 (Virtual Meeting)
September 28-29, 2023
November 30 – December 1, 2023
February 29 – March 1, 2024
April 25-26, 2024

2024-2025

July 17, 2024 (Virtual Meeting)
September 26-27, 2024
December 5-6, 2024
February 27-28, 2025
May 1-2, 2025

AGENDA ITEM

BOG Review of BOT Delegations of.....David Harrison, Vice Chancellor
Authority Authority for Institutional Integrity and General
Counsel

Summary: The BOG has required each.....David Harrison, Vice Chancellor
Institution's BOT to review and approve for Institutional Integrity and General
their existing Delegations of Authority Counsel
for submission to the BOG.

Action: For discussion and approval.



**RESOLUTION OF THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF NORTH CAROLINA SCHOOL OF THE ARTS**

RESTATEMENT OF DELEGATIONS OF BOARD OF TRUSTEES AUTHORITY

WHEREAS, the Board of Trustees of The University of North Carolina School of the Arts (Board of Trustees) has a duty to promote the sound development of The University of North Carolina School of the Arts (University) 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 endeavor;

WHEREAS, the Board of Trustees serves as an advisor to the Board of Governors on matters pertaining to the University and serves as an advisor to the Chancellor of the University (Chancellor) concerning the management and development of the University;

WHEREAS, the Board of Trustees' powers and duties are defined by the Board of Governors through the Board of Governors delegating certain authorities and responsibilities to the Board of Trustees;

WHEREAS, the Board of Governors' approval of the "Resolution to Amend and Restate Constituent Institution Board of Trustees Delegations" on July 22, 2021, directs each board of trustees of the constituent institutions to identify and restate in one binding resolution all instances in which the board of trustees of the constituent institution has delegated all or some of its delegated authority from whatever source to any committee, person, agency, or entity;

NOW THEREFORE, the Board of Trustees restates the following delegations of authority or affirms inherent authority as follows:

1. Delegations of Authority to Chancellor

In addition to the duties, responsibilities, and authorities assigned to the Chancellor by the Board of Governors through Section 502 of The Code of The University of North Carolina, the Board of Trustees hereby delegates to the Chancellor full authority, or affirms the Chancellor's inherent authority as follows:

- (a) To affirm that the UNCSA Policy Manual distinguishes retained and delegated authority to the Chancellor by classifying Policies as those directives where the Board retains authority, and Regulations, Procedures, and Rules where the Board has delegated authority to the Chancellor, or the authority was separately authorized by policy or statute. (Policy Manual 001 Statement on Policies, Attachment A)
- (b) To affirm that the source of authority, the hierarchy, and classifications of Policies, Regulations, Procedures, and Rules are clarified in Policy Manual 001 Statement on Policies, and in addition, the headings of the Policies and Regulations state the source of authority and the revision authority for each UNCSA Policy and Regulation.
- (c) To affirm the delegations and processes in Section V of the Policy Manual 001 Statement on Policies:
 - i. The Board of Trustees delegates to the Chancellor the authority to approve Regulations in any area not specifically delegated to the Board of Trustees, unless prohibited or superseded by Federal or State law, or Board of Governors Policy.
 - ii. Regulations approved under the authority of the Chancellor may be implemented without approval from the Board of Trustees.
 - iii. The Chancellor shall provide the Board of Trustees a summary of each Regulation approved annually.
 - iv. Schools, divisions, and departments may develop internal Rules, under delegated authority from the Chancellor, applicable exclusively within the particular school, division, or department.

- v. Internal Rules and Rule Procedures may not conflict with or supersede applicable Federal and State laws, Policies of the Board of Governors, the Board of Governors Code, or UNCSEA Policies, Regulations, and Procedures established by the Board of Trustees or the Chancellor.
 - vi. The Dean or relevant Vice Chancellor may approve Rules and Rule Procedures and all subsequent modifications, subject to approval by the Chancellor.
- (d) To approve the following personnel actions for employees who are not subject to the State Human Resources Act:
- (i) Personnel appointments, promotions and compensation decisions, as provided in University Policy 617, for faculty, other professionals exempt from the State Personnel Act (“EHRA”) as defined in UNC Board of Governors Policy §300.2.1, Deans and other Senior Academic and Administrative Officers as defined in UNC Board of Governors Policy §300.1.1 Article I.A (SAAO I) in positions for which the Board of Governors does not establish salary ranges, and all Senior Academic and Administrative Officers as defined in UNC Board of Governors Policy § 1.1 Article I.B (SAAO II);
 - (ii) Appointments and compensation of EHRA positions pursuant to the Personnel Management Flexibility granted to the University by the Board of Governors;
 - (iii) Leaves of absence without pay, except leaves requested in conjunction with political candidacy or office-holding, or leaves requested by Tier I Senior Administrative Officers (as identified in University Policy 625); and
 - (iv) Resignations, retirements, and the grant of emeritus status.

- (e) To determine whether an individual student shall be entitled to receipt of a particular grade or degree, and to confer degrees on students so entitled on behalf of the Board of Trustees.
- (f) To resolve individual admission questions for all schools within the institution.
- (g) To serve on behalf of the Board of Trustees as the final appellate authority for the University for any appeal of a policy, action, or decision related to the approval of organized, institutionally recognized systems of student self-government or student participation in the governance of any aspect of the institution's programs or services.
- (h) To cause to be collected from each student, at the beginning of each semester or term, tuition, fees, and other amounts necessary to pay other expenses for the term as have been approved by the Board of Governors; to require the payment of such advance deposits at such times and under such conditions as may be required by State law or by the Board of Governors; and to require the payment of such nonrefundable application fees, in connection with each application for admission, as may be required by State law or by the Board of Governors.
- (i) To acquire and dispose of an interest in real property valued at less than fifty thousand dollars (\$50,000), or as may be otherwise be set forth in Policy 600.1.3 of The University of North Carolina Board of Governors. The value of an interest in real property shall, with respect to a leasehold or rental interest, be deemed the annual rental value.
- (j) Without further supporting documents, to sign or to designate in writing authorized signatures for the various funds and accounts held with various banking and investment institutions; to sign or to designate in writing authorized signatures for any and all other financial documents requiring the signatures of an authorized official of the University; and, without further supporting documents, to sell, exchange, assign, or transfer stocks, bonds, or other securities of corporations, firms, or individuals, of the United States

government or of any State or political subdivision thereof, and to assign for re-issue or redemption any registered obligations of the United States government and its instrumentalities that are owned by the University.

- (k) To sign and execute, or to designate University employees to sign and execute, agreements, contracts, leases, and other official documents with institutions, agencies, corporations, partnerships, individuals, and other legal entities, including all such agreements not required by law or administrative regulation to be otherwise executed; provided, however, that such agreements shall comply with the law of North Carolina, especially North Carolina General Statutes Chapters 143 and 146, when applicable, and with The Code of The University of North Carolina, and policies and regulations determined by the Board of Governors or the Board of Trustees. Campus officials designated by the Chancellor to sign official documents on behalf of the University as of the date of this Resolution are provided in University Regulation 109. (Attachment B)
- (l) To establish a Department of Police and Public Safety and enter into written agreements with such other entities as the Chancellor deems appropriate, providing the general terms and conditions under which the University may temporarily provide or receive law enforcement assistance to such entities, as contemplated in North Carolina General Statutes 160A-288.
- (m) To establish and approve, or to further delegate to the University's Provost the authority to establish and approve, departmental and art school standards related to initial appointment, reappointment, and promotion of faculty members, supplemental to and consistent with The Code of The University of North Carolina and the University's Policies, Regulations, and Procedures.
- (n) To establish University regulations, procedures, and rules to implement or supplement University policies established by the Board of Trustees or policies established by the Board of Governors, unless the Board of Governors requires action by the Board of Trustees. University Policy 001 Statement on Policies

establishes the delegation and retention of authority for establishing policies, regulations, and rules.

- (o) To serve on behalf of the Board of Trustees as a final appellate authority for the University for claims related to a matter of student conduct and discipline, except for those cases where the Board has retained authority for appeals from a decision of the Chancellor.
- (p) To serve on behalf of the Board of Trustees as a final appellate authority for the University for any grievance of a faculty member, staff member or student, unless a policy of the Board of Governors or a delegation of the Board of Trustees requires otherwise.
- (q) To approve appointments and salary actions for employees exempt from the State Human Resources Act consistent with Personnel Management Flexibility and Expanded Authority for Certain Salary Actions granted to the University by the Board of Governors.
- (r) To exercise any authority or carry out any responsibilities specifically listing the Chancellor under the “Delegation” or “Sub-Delegation” headings of the Board of Trustees Delegated Authority Table. (Attachment C)
- (s) To delegate to such other administrators or bodies as the Chancellor deems appropriate such authority of the Board of Trustees as is delegated to the Chancellor, to the extent permitted by state law or by Board of Governors regulation or policy.

2. All Other Authority Reserved for the Board of Trustees

Notwithstanding any other provision authorized by the Board of Trustees, all authority that has been delegated to the Board of Trustees and has not been expressly identified and further delegated in this Resolution is vested in the authority of the Board of Trustees.

3. Effective Date

This Resolution shall be effective upon its adoption.

Ralph Womble, Chair
UNCSA Board of Trustees

Date

AGENDA ITEM

Review Board of Trustees Terms.....Jim DeCristo, Vice Chancellor
for Economic Development and
Chief of Staff

Summary: Committee will review Board of Trustees terms.....Jim DeCristo, Vice Chancellor
Update on new members for Economic Development and
Chief of Staff

Action: For discussion and informational purposes.

UNCSA Board of Trustees Terms**Voting Members**

Name	Served	Eligible	Notes
Jeffrey Bullock	BOG: 2021-2025	1 full term	Filled Stephen Berlin vacancy
Kyle Petty	LEG (Senate): Partial 2020-2021; 2021-2025	1 full term	Reappointed for full term Filled Peter Brunstetter vacancy (resigned 10/22/19)
Greer Cawood	BOG: Partial 2013-2015; 2015-2019; 2019-2023	0 full term	Reappointed for full term Filled Barbara Goodman 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 (Senate): Partial 2016-2019; 2019- 2023	1 full term	Filled Isaac Green vacancy (6/30/15)
Peter Juran	LEG (House): Partial 2019-2023	2 full terms	Filled Phillip Horne vacancy (3/2021)
Al Crawford	BOG: 2021-2025	1 full term	Filled Rob King vacancy
Mark Land	BOG: 2015-2019; 2019-2023	0 full term	Filled Claire Christopher vacancy
Charles "Ches" McDowell	LEG (House): 2021-2025	1 full term	Filled Elizabeth Madden vacancy
Paul Tazewell	BOG: 2021-2025	1 full term	Filled Michael Tiemann vacancy
Rhoda Griffis	BOG: 2021-2025	1 full term	Filled Erna Womble vacancy
Ralph Womble Chair	BOG: 2015-2019; 2019-2023	0 full term	Filled Don Flow vacancy Reappointed for full term
SGA			
Jenna Cusack	Ex Officio: 2021-2022	Designated 1-yr term	SGA President

<u>Emeritus, Alumni, Ex-Officio, Foundation Liaison, Honorary</u>	<u>Non-voting, not counted towards quorum</u>		
Reid Wilson	Ex Officio	Designated by Legislation	Replaced Susi Hamilton
Sandi Macdonald	Ex Officio	Designated by Legislation	Filled David Worters vacancy
Tom Kenan	Emeritus	Lifetime	
Beth Petty	Alumni: July 1, 2021-June 30, 2023	2-yr term	Filled Al Crawford vacancy
John D.Wigodsky	Foundation Liaison to BOT: 2020-2022; 2-year term	Designated by Foundation President for 2-yr term	Filled Peter Juran vacancy
Anne Rainey Rokahr	Board of Visitor Liaison: 1-year term flexible, July 2021- 2022	Designated by BOV Chair for 1-yr term	Filled Sue Henderson vacancy
Ches McDowell	BOT liaison to Foundation: 2-year term 2021-2023	Elected by the board	Filled Erna Womble vacancy
Anna Folwell	BOT liaison to the Board of Visitors: 2-year term 2021-2023	Elected by the board	Filled Mark Land vacancy

AGENDA ITEM

Report from Kenan Institute.....Kevin Bitterman,
Executive Director Kenan Institute

Summary: Review of renewal of three.....Kevin Bitterman
Kenan Board Members, Request for approval Executive Director Kenan Institute
Mari Meade
T. J. Donoghue
Paul Fulton

Action: For discussion and approval.



Mari Meade

Artistic Director, Choreographer,
Educator

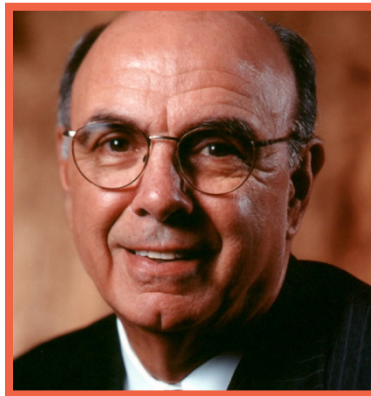
UNCSA Alumni | Brooklyn, NY

Studios Berlin (Germany). Currently, Meade is Triskelion Art's 2018 Artist in Residence, was selected to participate in DEEP (Dancer's Economic Empowerment Program) at Gibney Dance and will be choreographing a new work on young artists through Amalgamate Dance Company's Guest Artist Series. An excerpt of Meade's newest work, "dialogue", was the winner of Spoke the Hub's Winter Follies and was one ten finalists at McCallum Theatre's Choreography Festival in 2017.

Her company, MMDC, has shown work nationally and internationally. Highlights include: the Clark Theatre at Lincoln Center (NYC); Dance:Access at Danspace/St. Mark's Church (NYC); STUFFED at Judson Memorial Church (NYC); Battery Dance Festival (NYC); McCallum Theatre's Choreography Festival (CA); ChopShop: Bodies of Work (WA); Triskelion Arts (Brooklyn); FLICfest (Brooklyn); New Orleans Fringe Festival (LA); Asheville Fringe Festival (NC); Baltimore Dance Invitational (MD); Katlehong Arts Center (South Africa); and Lake Studios Berlin (Germany). She has taught intensives at Kas' Art Exhibition (South Africa) and Lelia Haller Ballet Classique (New Orleans) and master classes at University of Washington, Cornish College of the Arts, Idyllwild Arts Academy, University of Southern Mississippi, and Asheville Fringe Festival, among others. She is also a teaching artist for New York City Ballet and Dancing Classrooms.

After two years in the U.S. Navy, **Paul Fulton** began his business career as a trainee at Hanes Hosiery in 1959 and served as vice president and general manager of L'eggs Products during

the development and introduction of the revolutionary pantyhose in an egg-shaped container. He was named president of L'eggs Products in 1972 and later promoted to executive vice president of Hanes Corporation. He served as president of Sara Lee Corporation from 1988 through 1993, when he retired to assume the position of Dean of the Kenan-Flagler Business School at UNC at Chapel Hill. He served as Dean until 1997.



Paul Fulton

Bassett Industries, Former Dean of
Kenan Flagler School of Business
Winston-Salem, NC

Lowe's Companies, North Wilkesboro, NC. He served on the University of North Carolina Board of Governors from 2009-2013. Fulton is founder and Co-Chairman of Citizens for Higher Education, a grass roots organization advocating for higher education. From 2000-2010 he was Co-chairman of the North Carolina Higher Education Bond Oversight Committee.

Fulton was the recipient of the 1992 Maya Angelou Tribute to Achievement Award, presented by the North Carolina United Negro College Fund. He is also the recipient of the Alexis de Tocqueville Award presented in 1988 by the United Way of Winston-Salem and Forsyth County to recognize outstanding volunteer leadership in the community. In 1999, the United Way award was renamed the Paul Fulton Alexis de Tocqueville Award, in recognition of Fulton's contribution to the community. In 2011, he became the first recipient of the Robert Carter Jeff award for life time achievement. He graduated in 1957 from the University of North Carolina at Chapel Hill with a BSBA degree.

Fulton assumed the position of Chairman and Chief Executive Officer of Bassett Furniture Industries, Inc. from 1997-2000. He currently serves on the Board at Bassett, and is Chairman Emeritus. Fulton also serves on the Board of Directors of the Wm. Carter Company, Atlanta, Georgia and is a former member of the Board of Directors of Bank of America Corporation, Charlotte, NC, Sonoco Products, Hartville, SC and

TJ Donoghue graduated from UNCSA in 1998 with a BFA in Design & Production. "Some of the best and most fulfilling professional experiences I have ever had," he says, "I have had with fellow alumni. This school continues to give back to me 20 years after graduation." Since 2003, he has worked at WorldStage, Inc., a company in Warwick, Rhode Island that provides Audio, Video and Lighting technologies worldwide to the corporate, artistic and theatrical communities requiring unique and imaginative technological solutions for the live event spectacle, large meeting presentation, and permanent installation needs. In 2015, TJ collaborated with UNCSA alumni on the first-ever projection mapping on the facade of the White House on Halloween, during Trick or Treat festivities. He also works with Design and Production students in lighting design each year to present the Winston- Salem Light Project, providing opportunities for young artists to connect with national lighting companies.



TJ Donoghue

Director, Intergration Department,
WorldStage

UNCSA Alumni | Port Washington, NY

AGENDA ITEM

Review Board of Governors.....Jim DeCristo, Vice Chancellor
Bylaws Changes for Economic Development and
Chief of Staff

Summary: Review Board of Governors.....Jim DeCristo, Vice Chancellor
Bylaws Changes for Economic Development and
Chief of Staff

Action: For discussion and informational purposes.

**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.

(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 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. 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 chair. The Nominating Committee shall present a slate of nominees to the Board of Trustees at the first meeting after June 30th.

Section 104 Committees

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

- Academic and Student Affairs Committee
- Advancement Committee
- Audit, Risk, and Compliance Committee
- Finance Committee
- Governance Committee
- Personnel Committee
- Advancement Committee

Each committee shall be staffed by one or more employees of UNCSA. 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 UNCSCA 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 the Chair of the Board of Trustees, who shall serve ex officio as the chair of the Endowment Fund Board;

1. the Chancellor, or the Chancellor's designee, who shall serve ex officio as the Secretary of the Endowment Fund Board;
2. the Chair of the Finance Committee of the Board of Trustees, who shall serve ex officio as the Vice Chair of UNCSA Endowment Board; and
3. 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.

The Board of Trustees delegates authority to the Chancellor to make substantive changes to the bylaws when the Board of Governors, General Assembly, or other controlling legal mandate requires a substantive change.

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.

AGENDA ITEM

State Relations Update.....Jim DeCristo, Vice Chancellor
for Economic Development and
Chief of Staff

Summary: Update on State Relations and State Budget.....Jim DeCristo, Vice Chancellor
for Economic Development and
Chief of Staff

Action: For discussion and informational purposes.

AGENDA ITEM

Motion to Move to Closed Session.....Chair Crawford

Summary: Move to Closed Session, if necessary.....Chair Crawford

Action: Return to Open Session

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.