

OPEN SESSION AGENDA

December 1, 2022
University of North Carolina School of the Arts
3:05 p.m. – 4:00 p.m.
SAAB Room 306

COMMITTEE MEMBERS:

Anna Folwell, Committee Chair; Skip Dunn; Rhoda Griffis; Ches McDowell; Ralph Womble;
Mark Land (ex officio)

EXOFFICIO:

Reid Wilson, Dept. of Natural and Cultural Resources

COMMITTEE STAFF:

Jim DeCristo (Chief of Staff), David Harrison (General Counsel), Kevin Bitterman, (Kenan
Institute, Ginger Caston (Staff), Amanda Balwah (University Secretary)

OTHER ATTENDEES:

Dmitri Vorobiev (Faculty Council), Darren Chiott (Staff Council)

AGENDA

OPEN SESSION

1. Call to Order and Confirm Quorum..... Chair Folwell
2. Approval of September 29, 2022 Minutes Chair Folwell
3. BOT Member Terms Jim DeCristo
4. Motion for Closed Session..... Chair Folwell
5. Report from Closed SessionChair Folwell
6. Motion to Adjourn.....Chair Folwell

DRAFT OPEN MINUTES

September 29, 2022

University of North Carolina School of the Arts

SAAB Rm 306 - 3:05 p.m. – 4:00 p.m.

Winston-Salem, North Carolina

TRUSTEES PRESENT

Anna Folwell (Committee Chair), Rhoda Griffis, Ralph Womble, Mark Land (Ex-officio)

TRUSTEES ABSENT

Skip Dunn, Ches McDowell, Secretary Reid Wilson

COMMITTEE STAFF PRESENT

Jim DeCristo (Vice Chancellor for Economic Development and Chief of Staff), David Harrison (Vice Chancellor for Institutional Integrity and General Counsel), Ginger Caston (Committee Staff), Amanda Balwah (Secretary to BOT), Patrick Sims (Executive Vice Chancellor and Provost), Lissy Garrison (Vice Chancellor for Advancement), Kevin Bitterman (Executive Director, Kenan Institute for the Arts), Cindy Liberty (Foundation Executive Director), Angela Mahoney (Associate Vice Chancellor and Chief Human Resources Officer), Rachel Williams (Dean of Liberal Arts), Dimitri Vorobiev (Faculty Council Representative), Andy Paris (Faculty Council) and Darren Chiott (Staff Council Representative).

OTHER ATTENDEES

No other attendees.

CONVENE MEETING AND CONFIRM QUORUM

Chair Anna Folwell called the Governance Committee of the University of North Carolina School of the Arts to order at 3:15 p.m. A quorum was present.

APPROVAL OF MINUTES

Chair Folwell asked the Committee members to review the minutes from the April 28, 2022 meeting. She then called for a motion to approve the minutes as presented.

MOTION: Mark Land moved to approve the Open Session April 28, 2022 meeting minutes. Ralph Womble seconded and the minutes were unanimously approved.

BOT MEMBER TERMS

Jim DeCristo reviewed the BOT terms and an update regarding board member, Paul Tazewell. Due to professional obligations and being based in London for the next year, Paul will be limited in availability to participate on the board and has regrettably resigned from his duties, effective immediately. Paul will continue to be an advocate and devoted supporter of UNCSA. Jim DeCristo noted this is an immediate open position. The committee will make a recommendation to the BOG for the position. Jim DeCristo also noted that four BOT members will complete their terms in 2023. He asked the Committee to review the list of potential candidates and add any others that may come to mind. We also have 2 reappointments. The committee will meet via Zoom in October and November for further discussion and selection of nominees. The Committee will move forward with nominations for the full Board approval at the December BOT meeting for submission to the Board of Governors or the NC General Assembly for final approval in the spring.

SPECIAL EXEMPTION FOR VIRTUAL ATTENDANCE

Jim DeCristo reported that UNCSA has received a special exemption from the in-person attendance requirements of the Board of Governors. The encouraged recommendation is for in-person attendance if possible, however, Chair Ramsey has allowed this special exemption, as not all board members are local and at times are not available to attend in-person. This will facilitate in having a quorum. When unavailable to attend in-person, and attending virtually, board members will be required to attend the meeting with screen camera on.

MOTION TO MOVE TO CLOSED SESSION

Chair Folwell requested a motion to move into closed session.

MOTION: Rhoda Griffis moved to go into Closed Session to prevent the disclosure of information to consider the qualifications, competence, performance, or condition of appointment of a public officer or employee or prospective public officer or employee. Mark Land seconded and the motion was unanimously approved.

REPORT FROM CLOSED SESSION

Chair Folwell reported that information received in Closed Session was relating to information that is not considered a public record. No actions were taken.

ADJOURNMENT

With no further business to discuss, the September 29, 2022 Governance Committee meeting adjourned at 4:00 p.m.

Submitted by
Ginger Caston, Executive Assistant
Governance Committee Staff

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 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 (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)
Graydon Pleasants	BOG: Partial 2021-2025	2 full terms	Filled Al Crawford 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
Vacant	BOG: 2022-2025	1 full term	Will fill Paul Tazewell 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