

**OPEN SESSION MINUTES**

September 30, 2022 | 9:00 a.m.

University of North Carolina School of the Arts  
Winston-Salem, North Carolina

**TRUSTEES PRESENT**

\*Denotes voting Trustee

- \*Mark Land, Chair
- \*Peter Juran, Vice Chair
- \*Rhoda Griffis, Secretary
- \*Jeffery Bullock
- \*Anna Folwell
- \*Kayli Kimerer, Student Body President
- \*Ches McDowell
- \*Graydon Pleasants
- \*Ralph Womble

David Broughton, Foundation Board Liaison

**TRUSTEES ABSENT**

- \*Greer Cawood
- \*Skip Dunn
- \*Kyle Petty
- Tom Kenan, *emeritus*
- Sandi Macdonald, *ex officio*
- Beth Petty, *ex officio Alumni Representative*
- The Honorable Reid Wilson, *ex officio*

**STAFF PRESENT**

Brian Cole, Chancellor  
Patrick Sims, Ex. Vice Chancellor and Provost  
Jim DeCristo, VC and Chief of Staff  
David Harrison, VC and General Counsel  
Wendy Emerson, Interim VC for Finance and Administration  
Claire Machamer, VC for Strategic Communications  
Lissy Garrison, VC for Advancement  
Karen Beres, Vice Provost and Dean of Academic Affairs  
Tracey Ford, Vice Provost and Dean of Student Affairs  
Amanda Balwah, AVC and University Secretary  
Richard Whittington, AVC for Advancement  
Angela Mahoney, AVC and Director of Human Resources

Endalyn Taylor Outlaw, Dean of Dance  
Saxton Rose, Dean of Music  
Martin Ferrell, Dean and Headmaster of the High School  
Ginger Caston, Ex. Asst. to the Chief of Staff  
Travis Andrews, IT Helpdesk  
Steve Martin, Assoc. Vice Chancellor for Facilities  
Jeremy Serkin, CRM Manager Strategic Communications  
Steve Cochrane, Staff Council Chair  
Andy Paris, Faculty Council Chair  
Cindy Liberty, Executive Director UNCSA Foundation  
Kevin Bitterman, Executive Director Kenan Institute for the Arts  
Heidi Mallory, Budget Director  
Frank Brinkley, Chief of Police

Sarah Falls, University Librarian  
Paul Razza, Director of Admissions  
Eric Burns, Director of Provost's Budget  
Kait Dorsky, University Archivist  
Terri Fegley, Ex. Assistant to the Provost and  
Vice Provost  
Laurel Donley, Assistant Dean of Student  
Affairs  
Rachel Williams, Dean of Liberal Arts

Michael Kelly, Dean of Design & Production  
Deborah LaVine, Dean of Filmmaking  
Scott Zigler, Dean of Drama

**STAFF PRESENT VIA ZOOM**

Rod Isom, Chief Audit Officer  
Erin Baker, Ex. Asst. to the Chancellor  
Jayne Grandes, Interim Title IX Director

## **CONVENE OPEN SESSION**

Chairman Mark Land convened the September 30, 2022 meeting of the University of North Carolina School of the Arts Board of Trustees at 9:00 a.m. A quorum was confirmed. Chairman Land reminded all members of the Board of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflicts as required by this act. Mr. Land welcomed Student Body President Kayli Kimerer to her first Board of Trustees meeting.

## **OATH OF OFFICE**

Amanda Balwah, Notary Public, administered the Oath of Office to Kayli Kimerer, who is the Student Body President for the 2022-2023 academic year.

## **APPROVAL OF MINUTES**

**MOTION: Peter Juran moved to approve the open session minutes from the April 29th, July 20th, and August 15th 2022 meetings as presented. Ralph Womble seconded, and the minutes were unanimously approved.**

## **REPORT FROM CHANCELLOR COLE**

Chancellor Cole welcomed everyone to the first Board of Trustees meeting of the 2022-2023 academic year. As the state prepares for Hurricane Ian, UNCSA has made the difficult decision to move to Condition I, cancelling performances from 5 p.m. Friday to 12 noon Saturday.

He continued his report, noting that today wraps up the 6<sup>th</sup> week of the fall term. There are numerous performances in store, and many that have already happened. Attendance has been very strong and he applauded the faculty and students for putting together a dynamic season that spans the entire arts and entertainment industry.

Chancellor Cole provided an update on the Stevens Center renovation. Last year, UNCSA received \$29.8M for Phase I. The design team has been meeting and workshoping the details of phase I. Due to the numerous structural repairs that need to be made, and the increase in materials since the project was first priced out five years ago, more financial resources will be needed. The design process should be completed next summer and he will continue to provide updates at subsequent Trustee meetings.

Chancellor Cole applauded the legislature for investing in UNCSA. This year, employees received 3.5% salary increases. Combined with last year's 2.5% increase, state employees received an additional 6% over two years. He noted that this is a tremendous step in the right direction, but there is still more work to do to retain and recruit faculty and staff.

UNCSA also received \$1M in reoccurring allocation for the High School program. This is the first increase for the high school in more than 15 years. The additional funds will be used to address high school faculty and staff salaries, and additional resources will be dedicated to high school life, mental health and wellness, and programming.

Chancellor Cole concluded his report with an update on equity, diversity, inclusion, and belonging efforts at UNCSA and across the industry. All Trustee meetings going forward will focus on a pillar of the current strategic plan and will address industry issues such as declining audiences, how the arts are consumed and delivered.

His EDIB report focused on industry work from our alumni, and work on campus, which demonstrates UNCOSA's artists break boundaries, will lead new art forms, and will both renew and reinvent the current industry to reflect the diversity we see around us.

## **REPORT FROM THE ADVANCEMENT COMMITTEE**

Chairman Land reported the following from the Advancement Committee on Kyle Petty's behalf:

Vice Chancellor for Advancement Lissy Garrison introduced the Chancellor's Discretionary Account MOU (Memorandum of Understanding) to the Advancement Committee. Each year the Board is asked to approve the Foundation agreement for the Chancellor's Discretionary Fund. No changes were made to this document from the previous year. The MOU was unanimously approved in committee and brought to the full board for final approval.

**MOTION: The Advancement Committee moved to approve the Chancellor's Discretionary Account Memorandum of Understanding as presented. The motion was unanimously approved.**

Vice Chancellor Garrison presented specific plans around the five program-based initiatives of the Advancement Strategic Plan including fundraising, pipeline, engagement, stewardship, and events. Themes behind each plan include building capacity, adopting best practices, expanding our pipeline, leveraging our resources, streamlining and recalibrating, and engaging our deans and campus leadership.

The fundraising goal for FY23 is \$8.5M which includes all sources of philanthropy (foundation, university and Kenan Institute for the Arts). YTD through August, we have reached 8% of our goal with 18% from major gifts, 8% from leadership annual giving, and 4% from annual giving. We have had a history of focusing on annual giving and principal gifts. Moving forward, we will have a donor-centered focus on best practices at all levels of giving.

The Advancement Committee also heard reports from Cindy Liberty, Executive Director for the Foundation, Kevin Bitterman, Executive Director for the Thomas S. Kenan Institute, and Claire Machamer, Vice Chancellor for Strategic Communications. Full details of each of these reports are available in the Advancement Committee Report provided in the board materials.

## **REPORT FROM THE ACADEMIC AND STUDENT AFFAIRS COMMITTEE**

Peter Juran reported in Greer Cawood's absence. He began his report by first calling on Kayli Kimerer, Student Body President, to provide an update from the Student Government Association (SGA).

Miss Kimerer introduced herself and provided information on the new SGA team. She introduced goals and initiatives that SGA will strive to accomplish this academic year and outlined that the main focus of SGA is listening and advocating for students, particularly around the areas of health and wellness.

Mr. Juran shared updates from Faculty Council Chair Andy Paris. There are continuing concerns regarding salary compression, recruitment, and retention. A sub-committee will be formed to

continue the faculty work on the Collaborative Scheduling Initiative (CSI). Mr. Paris discussed ongoing fatigue and the continued residual effects of Covid. He stressed that the high school population has specific needs that must be addressed directly and explained the need for continued work on faculty, staff, and student well-being.

Karen Beres, Vice Provost and Dean of Academic Affairs provided an update on the new multi-year faculty. This year, UNCSA had eleven new multi-year faculty and eight new adjunct faculty attend new faculty orientation. This was a robust year with many new faces following the hiring freeze during the pandemic.

Student Advantage Week had nineteen student participants with four graduate student coaches. New workshops included Grad Coach TED Talks and community service opportunities at the Betty and Jim Holmes Food Bank Garden.

Dr. Beres discussed UNCSA's minor degrees including Arts Entrepreneurship and German Studies, as well as potential new minor degrees. New hires include JD Jackson, our new Director of Learning resources, but UNCSA is still seeking a Director of Faculty Affairs. She concluded her report with information about research opportunities and support available, noting the lack of arts research grants.

Vice Provost and Dean of Student Affairs, Tracey Ford, reported that Student Affairs is focusing on four key points for a holistic approach to student development. UNCSA wants students to experience belonging, prioritize self-care and well-being, explore their identities, and obtain transferrable skills.

Student Affairs has been working on a reorganizational plan to reflect the division's motto of supporting students from a circle of care perspective. Several new positions have been created and Tasha Myers has been recently hired as the Director of Intercultural Engagement.

There is a plan to make sure the high school dorm is put up for renovation or a new build. Recruitment and retention has been an issue with the high school residential staff in particular. The high school program is being reviewed to help align the high school with best practices in boarding schools.

Paul Razza, Director of Admissions, reported that UNCSA is engaging in the NC Countdown to College program where students are finalizing residency, FAFSA, and applications. We will waive the application fee (\$95) during this time, which is helping us track ahead.

Overall, UNCSA is down by eight (8) students from target. Admissions is working on the admit-to-enrolled program, which includes phone calls, engagement with parents, mailings, and other touch points to keep potential students engaged to commit to UNCSA. UNCSA's financial aid package is the primary reason students are declining admissions offers. We are working to close the gap with partners across campus to get our financial aid offers out sooner.

Provost Patrick Sims reminded the board that the mission of the Provost's Office is to support the implementation of strategic compelling goals that improve the academic enterprise of the University. He went on to discuss the current and future challenges and successes of the

Institution and how we will plan to address those.

Provost Sims provided updates regarding the restructuring of several positions within the Provost's Office and the recent launch of the Chief Diversity Officer search. He also discussed the second year of the Academic Leadership Fellow Program. Part of a Fellow's role will be to shepherd a project that is both of strategic importance to the campus, and of particular interest to the Fellow, in the Office of the Provost, Chancellor, or other Vice Chancellors or Vice Provosts as proposed by the applicant. Each year a Fellow will be selected to serve a one-year term and will receive \$5,000 in non-salaried discretionary funds.

The Collaborative Scheduling Initiative continues to make some progress as UNCSCA continues to prioritize student health and wellness.

Provost Sims concluded his report by discussing the budget implications and impact of enrollment growth.

## **REPORT FROM THE AUDIT, RISK, AND COMPLIANCE COMMITTEE**

Peter Juran, Committee Chair, reported that the Audit, Risk, and Compliance Committee did not have a quorum at their meeting the day prior. The following reports and updates were shared with those in attendance.

Jim DeCristo, Chief of Staff, reported UNCSCA's ERM Risk Priorities for 2021-2023. The top five risks are scholarships and salaries, equity, diversity, inclusion and belonging (EDIB), health and wellness, Title IX, and cyber security. The System Office created a risk register overview, illustrating eight risk themes that represent the top risks submitted by each university. Reoccurring risks across the System include cyber security, talent management, and student retention.

Terry Harmon, Chief Information Officer, acknowledged the unexpected passing of Greg Gleghorn over the summer. Mr. Gleghorn served as UNCSCA's Chief Information Security Officer and will be missed by the UNCSCA community.

UNCSCA's Information Technology division has conducted two baseline simulated phishing campaigns as part of their updated security awareness training program. The click rate for these campaigns was quite high. Mr. Harmon emphasized the importance of educating the UNCSCA community to recognize potential IT threats as the phishing scams look more and more credible.

The search for the next Chief Information Security Officer is underway.

The first IT Governance Steering Committee meeting was held on September 23<sup>rd</sup> and will be held monthly.

Corey Billings, Audit Manager, reported that UNCSCA's Financial Statement Audit for fiscal year 2022 is being conducted by the NC Office of the State Audit. The office got a late start and the anticipated completion date is before the end of December.

The UNCSCA Foundation Financial Statement Audit for 2022 was completed by Smith Leonard PLLC at the end of August. This was a clean audit with no findings or issues to report.

The UNCSA Housing Corporation, UNCSA Program Support Corporation, and the Kenan Institute for the Arts audits are being conducted by Bernard Robinson & Company, LLP. All three audits were completed in September and the results are expected within the next few weeks and will be reported at the next committee meeting.

Rod Isom, Chief Audit, Risk, and Compliance Officer provided an update on internal audit activity. The Audit Manager role has been filled by Corey Billings, and the division is actively recruiting for two other positions.

Two internal audit projects have been completed during the quarter, and three projects are in progress. Three additional projects were added to the audit plan based on risk assessment and special assignments.

**MOTION: Peter Juran moved to approve the addition of three internal audit projects to the internal audit plan as presented in the committee materials. Ralph Womble seconded and the motion was unanimously approved.**

The Self-Assessment Maturity Model (SAMM) is a framework that allows Internal Audit to assess the function against professional internal audit standards and is required to be completed annually by September 30<sup>th</sup>. Internal Audit's SAAM score for FY22 is 3.3. Three (3) is considered in compliance with standards.

The charters for both the Office of Audit, Risk, and Compliance and the Audit, Risk, and Compliance Committee were reviewed, as they are each year. No revisions or amendments were made.

#### **REPORT FROM THE ENDOWMENT FUND BOARD**

Mark Land, Chair of the Endowment Fund Board reported that Wendy Emerson, Interim Vice Chancellor for Finance & Administration reviewed the UNC Management Company Flash Report and the UNCSA Endowment Fund Investment Summary as of June 30, 2022. Ms. Emerson stated the UNC Management Company Report reflects overall net earnings of 4.4% for fiscal year 2022. Likewise, UNCSA's investments had an increase in overall net earnings of 4% for the fiscal year 2022.

During fiscal year 2022, there were five endowments gifts totaling just over \$4.1 million added to the University's endowment pool, establishing two new endowments, and adding to three existing endowments. The Board approved the acceptance of the new gifts received during the 2022 fiscal year.

#### **REPORT FROM THE FINANCE COMMITTEE**

Ralph Womble, Acting Committee Chair, reported the following from the Finance Committee:

Wendy Emerson, Interim Vice Chancellor for Finance and Administration provided an update on the FY22-23 state budget and discussed preliminary projections for the FY23-24 state budget.

Ms. Emerson outlined the annual tuition and fees process and timeline for proposing adjustments to the FY23-24 tuition and fees schedule. Recommendations for proposed actions will be

presented to the Finance Committee and Board of Trustees at the December 2022 meeting for approval and submission to the UNC System Office and subsequently to the Board of Governors.

She also gave the capital projects update, discussing the appropriated repair and renovation projects for UNCSA. Steve Martin, Associate Vice Chancellor for Facilities shared additional information on the Stevens Center major renovation project.

## **REPORT FROM THE GOVERNANCE COMMITTEE**

Anna Folwell, Governance Committee Chair reported the following:

Due to his extremely busy schedule and demands on his time, Paul Tazewell reluctantly resigned his appointment to the BOT. Although we will miss Paul, we are very happy about his continued success here and around the world. Paul committed to stay involved at UNCSA in other ways and to continue to spread the word about UNCSA across the industry. We wish Paul the best and hope to see him back on campus in the not too distance future.

The committee reviewed the one immediate (Paul Tazewell's slot) and six future vacancies on the Board. Of the six future vacancies with terms starting July 1, 2023, only two members can be reappointed, as the others served their available terms on the BOT. The Governance Committee is working to develop a short list of candidates and welcomes input from all Board members. Please forward any recommendations to me and Jim DeCristo.

The Governance Committee must nominate all candidates for 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.

UNCSA was granted an exemption from the in-person BOT attendance requirement allowing, when absolutely necessary, BOT members attending virtually to be counted in the quorum and vote. If anyone must attend by Zoom, there is an expectation you will turn your camera on and be an active participant in the meetings.

## **REPORT FROM THE PERSONNEL COMMITTEE**

Jeffery Bullock, Personnel Committee Chair, reported the following from their September 29<sup>th</sup> meeting:

Angela Mahoney, Associate Vice Chancellor and Chief Human Resources Officer, provided an update on new hires and separations, noting the increased volume in both areas. The number of hires and separations YTD have surpassed year-end totals for each of the last four years. These numbers include increases in temporary and permanent employee actions.

Ms. Mahoney went on to lead a discussion of short and long-term strategies for managing the fact that HR is working beyond capacity, and the potential impact of several major HR Initiatives in the works including:

- New SHRA Classification System to replace Career Banding



- Financial Services positions transitioning to EHRA status
- Law Enforcement positions transitioning to EHRA Hybrid status

She discussed the need for funding to improve efficiency with HR technology such as Electronic Personnel Action forms for the Banner system and expanded use of PeopleAdmin beyond Position Description/Applicant Tracking. Suggestions included developing a strategic plan including short- and long-term goals for HR.

UNCSA now participates in a new mental health app-based program from the UNC System Office called Ginger.

HR created a Manager and Supervisor Tool Kit; it is now on the HR Website.

Employee appreciation week will be held the last week of October.

Steve Cochrane, Staff Council Chair, reported that Staff Council is focusing on increasing the use of Technology to reduce workload as well as working with the Quality Workplace Committee for Training for employees.

#### **MOTION TO GO INTO CLOSED SESSION**

**Rhoda Griffis moved that the board go into closed session to:**

**Consider the qualifications, competence, performance, or condition of appointment of a public officer or employee or prospective public officer or employee;**

**Prevent the premature disclosure of an honorary degree, scholarship, prize, or similar award;**

**Prevent the disclosure of information that is privileged or confidential pursuant to:**

- **The Privacy of State Employee Personnel Records Act, Article 7 of chapter 126 of the North Carolina General Statutes; and,**
- **The Family Educational Rights and Privacy Act of 1974, Public Law 93-380, as amended by Public Law 93-568.**

**Consult with our attorney in order to:**

- **Preserve the attorney-client privilege, and**
- **Consider and give instructions concerning the handling or settlement of:**
  - **A potential claim, judicial action, mediation, arbitration, or administrative procedure; and,**
  - **Allows-Ramsey, et al. v. Milley, et al., Forsyth County Superior Court case 21 CVS 5899; and,**
  - **Soderlund, et al. v. University of North Carolina School of the Arts and The University of North Carolina, North Carolina Industrial Commission case numbers TA-29599 - TA-29605; and,**
  - **Mandzik v. UNC School of the Arts and Pegram v. UNC School of the Arts, North Carolina Industrial Commission, case numbers TA-20157 and TA-29158.**

**Ralph Womble seconded and the motion was unanimously approved.**

**REPORT FROM CLOSED SESSION**

Chairman Land reported that the Board went into closed session to discuss the aforementioned lawsuits, consider a nomination for emeritus status, discuss a personnel matter and consider a student appeal.

**ADJOURNMENT**

With no further business to discuss, the September 30, 2022 Board of Trustees meeting adjourned at 10:43 a.m.

Respectfully submitted by:

Amanda G. Balwah

Associate Vice Chancellor and Assistant Secretary of the Board of Trustees