



**UNC Greensboro
Board of Trustees
Special Called Meeting via Teleconference
Wednesday, July 18, 2018
2:30 pm**

MINUTES

MEMBERS PRESENT in PERSON: Mona Edwards; Susan Safran

MEMBERS PRESENT via TELECONFERENCE: Charles Blackmon, Frances Bullock, Vanessa Carroll, Betsy Oakley, Elizabeth Phillips, Dean Priddy, Ward Russell, David Sprinkle

MEMBERS ABSENT WITH NOTICE: Brad Hayes, Chair; Kathy Manning

OTHERS PRESENT (IN PERSON): Chancellor Frank Gilliam; Charlie Maimone, Vice Chancellor for Business Affairs; Kim Record, Director of Athletics; Jerry Blakemore, General Counsel; Kristen Bonatz, Associate General Counsel; Waiyi Tse, Chief of Staff; Jorge Quintal, Associate Vice Chancellor of Facilities; Nancy Doll, Weatherspoon Art Museum Director; Kelly Harris, Assistant Secretary to the Board of Trustees; John Newsome, Greensboro News & Record

Serving as Acting Chair, Trustee Mona Edwards announced that Chair Brad Hayes was unable to participate in the teleconference and called the meeting to order at 2:30 p.m. Edwards reminded members of the Conflict of Interest (COI) statement from the State Government Ethics Act and their duty to avoid COI and appearances of COI, if any should be identified. None were identified.

Roll call was read and a quorum was confirmed.

Following general announcements, Edwards began the meeting with agenda item BOT-1, the Consent Agenda, and identified the following items comprising the same:

- A. Approval of Minutes of the May 3, 2018 Meeting
- B. Election of Officers for 2018-2019
- C. Coleman Building Fire Alarm System Replacement
- D. Additions/Deletions to the May 2018 Degree Candidates List
- E. Candidates to be Awarded Degrees and Certificates in August 2018
- F. Personnel Report dated July 2, 2018

Noting that the board had time to review the items in advance of the meeting, Edwards asked if there were any questions or requests to discuss any of the items separately. There being no questions or requests, Edwards invited a motion to approve the Consent Agenda. Susan Safran so moved, and Betsy Oakley seconded. The motion carried unanimously.

Edwards then asked Trustee Betsy Oakley, Chair of the Board Advancement Committee, to present items BOT-2 and BOT-3, appointments to the UNCG Excellence Foundation Board of Visitors and the Weatherspoon Arts Foundation Boards, respectively.

Oakley announced the two nominees for appointment to the UNCG Excellence Foundation Board of Visitors, Cora and Justin Outling, nominated to serve as Co-Chairs for one-year terms retroactive to July 1, 2018 through June 30, 2019, or until successors are elected. Oakley noted that Justin Outling is an attorney at Brooks Pierce McLendon, has served on the Greensboro City Council for three years, and is also a former winner of Triad Business Journal's "40 under 40 Award; and that Cora Outling is a 2005 UNCG alumnae with a BS in Textile Production, Design and Marketing. They are UNCG supporters and will be assets to the Board.

Oakley asked if there were any questions about the nominees. There being no questions, she then introduced item BOT-3, nominees for appointments to the Weatherspoon Arts Foundation Board of Directors for terms beginning July 18, 2018 and ending March 21, 2021. They are: Robin Dabbs Barefoot, Marianne Bennett, Carolyn Green, and Kim Richmond. Oakley noted that all are active in their communities and in the arts and introduced Weatherspoon Museum Director Nancy Doll to answer any questions about the nominees.

Hearing none, Oakley invited a motion to approve the nominations for the UNCG Excellence Foundation Board of Visitors and for the Weatherspoon Arts Foundation Board of Directors, as presented. Elizabeth Phillips made the motion and Frances Bullock seconded. The motion carried unanimously.

Vice Chancellor for Business Affairs Charlie Maimone then presented BOT-4, appointments to the University Investment Fund Board of Directors. Dr. Adam L. Aiken and Mr. Hubert Humphrey were unanimously approved for four-year terms beginning July 1, 2018 and ending June 30, 2022.

Thereafter, General Counsel Jerry Blakemore addressed the Board regarding agenda item BOT-5, an update on the honorary degree policy. Following review of the current policy by the Provost and Office of the General Counsel in an effort to provide clarity regarding the review committee composition and criteria for selection of awardees, a proposed new policy was presented. This policy included both purpose and criteria sections as well as guidelines for composition of the review committee. Pertinent to the question of whether Board members should sit on the review committee, Blakemore outlined the technical, but important legal issue associated with having a member of a public body on a University Committee given application of the North Carolina Open Meetings Act. Blakemore also discussed the criteria set forth in the proposed policy; they were developed by the review committee with the goal of providing the highest of standards while being broadly defined to allow for recognition of local, regional or national achievement in a variety of areas, including academic, community, business and

professional, and philanthropic, as well as extraordinary achievements that relate directly to the mission of the university.

The proposed policy revisions include:

- a change from “Guidelines and Procedures” to a Board policy with delegations
- an expanded purpose section
- greater specificity in the selection criteria and enhanced requirements for selection
- an explanation that awardees are expected to be present to receive an honorary degree, although it is within the Board’s discretion to make an award in absentia
- clarification that the committee’s role is advisory, with the Board considering only those candidates recommended by the committee
- clarifies that the committee should solicit nominations from the broader campus community
- changes to the governance structure including reconfiguration of the committee composition to include ten members, chaired by the Provost, with five members selected from the faculty senate and four Chancellor nominees.

Following discussion, the Board voted unanimously on motion to table the matter pending further research into how other UNC System institutions function in terms of honorary degrees and application of the Open Meetings Law to review committees of various compositions.

Acting Chair Edwards then noted that the final item on the agenda was BOT-6, a closed session matter, and noted that nothing could be discussed in closed session other than the matter at hand. Thereafter, Edwards moved to enter closed session to consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or employee, or prospective public officer or employee, pursuant to N.C.G.S. §143-318.11(a)(6). Vanessa Carroll seconded, and the motion passed unanimously.

All members of the public departed.

General Account of Closed Session Action Item

Members present in person: Mona Edwards; Susan Safran

Members present via teleconference: Charles Blackmon, Frances Bullock, Vanessa Carroll, Betsy Oakley, Elizabeth Phillips, Dean Priddy, Ward Russell, David Sprinkle

Pursuant to University of North Carolina Policy 200.4, entitled “Assessment of Process for Chief Executives and Governing Boards of the University of North Carolina,” the board convened in closed session to discuss the results of the Chancellor Evaluation Survey that had been submitted to the Board by The System.

Following discussion, the board returned to open session upon motion and the public was invited to return.

Open Session

Upon returning to open session, Edwards moved to adjourn the meeting. Frances Bullock seconded. The motion carried unanimously, and the meeting was adjourned at 3:33 pm.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Kelly Harris".

Kelly Harris
Assistant Secretary to the Board