

September 17, 2020 at 9:00 a.m.
Via Videoconference and UNC-TV Live Stream
University of North Carolina System Office
Center for School Leadership Development, Board Room
Chapel Hill, North Carolina

AGENDA

1. InvocationMr. Daughtry
2. Roll Call..... Secretary Burris-Floyd
3. President’s Report President Hans
4. Consent Agenda Chair Ramsey

Minutes

- a. Minutes (Open) of July 23, 2020

Committee on Budget and Finance

- b. Capital Improvement Project
- c. Sale of Special Obligation Bonds – East Carolina University

Committee on Educational Planning, Policies, and Programs

- d. Early College High School Graduates Report
- e. Licensure Program Approvals
- f. UNC System Degree Program Discontinuation and Consolidation

Committee on Personnel and Tenure

- g. Chapter VI of *The Code*, Section 603, Due Process Before Discharge or the Imposition of Serious Sanctions; Section 610, Rights of Special Faculty Members (amend) (approved July 22, 2020)
- h. Section 200.8, Policy on Chancellor Searches and Elections (amend) (approved July 22, 2020)

Committee on University Governance

- i. Resolution on Clearance Requirements
- j. Section 700.3.2 of the UNC Policy Manual, Policy on Student Government Elections (adopt) (approved July 22, 2020)

5. Report of the Committee on Budget and Finance..... Mr. Holmes
 - a. 2020 COVID Allocations
 - b. Repairs and Renovations Carryforward Resolution
6. Report of the Committee on Educational Planning, Policies, and ProgramsMr. Sloan
 - a. UNC Faculty Assembly Update Dr. Ives

- 7. Report of the Committee on University GovernanceMr. Powers
 - a. Legal Counsel Statute Resolution
 - b. UNC Press Board of Governors Appointment
 - c. Vidant Medical Center Board of Trustees Appointments
- 8. Report of the Committee on Public Affairs.....Mr. Byers
- 9. Report of the Committee on Audit, Risk Management, and Compliance Mr. Holton
- 10. Report of the Committee on Strategic Initiatives..... Mrs. Coward
 - a. Student Mental Health Resolution
- 11. Report of the Committee on Historically Minority-Serving Institutions.....Mr. Allison
- 12. Chair’s Report Chair Ramsey

CLOSED SESSION

- 13. Approval of Minutes (Closed) of July 23, 2020 Chair Ramsey
- 14. President’s ReportPresident Hans
- 15. Legal ReportMr. Shanahan
- 16. Report of the Committee on Personnel and TenureMrs. Blue

OPEN SESSION

- 17. Report of the Committee on Personnel and TenureMrs. Blue
- 18. Adjourn

The next regularly scheduled meeting of the Board of Governors is Thursday, October 22, 2020, at the Center for School Leadership Development (CSLD) in Chapel Hill.



Closed Session Motion

Motion to go into closed session to:

- Prevent the disclosure of information that is privileged or confidential under Article 7 of Chapter 126 of the North Carolina General Statutes, or not considered a public record within the meaning of Chapter 132 of the General Statutes.
- Consult with our attorney to protect attorney-client privilege; and

To consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action for the following cases:

- *Alston, et al. v. UNC System, et al.*
 - *DTH v. University of North Carolina*
 - *Dieckhaus, et al. v. Board of Governors of the University of North Carolina*
 - *Staton v. UNC, et al.*
- Consider the qualifications, competence, performance, or condition of appointment of a public officer or employee or prospective public officer or employee.

Pursuant to: G.S. 143-318.11(a)(1), (3), and (6).

The following policy change to the UNC Policy Manual was recommended at a prior committee meeting to be considered by the full Board of Governors on September 17, 2020:

1. Approval of proposed amendments to Chapter VI of *The Code*, Section 603, Due Process Before Discharge or the Imposition of Serious Sanctions; Section 610, Rights of Special Faculty Members (Personnel and Tenure).
2. Approval of proposed amendments to Section 200.8, Policy on Chancellor Searches and Elections (Personnel and Tenure).
3. Adoption of Section 700.3.2, Policy on Student Government Elections (Governance).

CHAPTER VI- ACADEMIC FREEDOM AND TENURE

. . . .

SECTION 603. DUE PROCESS BEFORE DISCHARGE OR THE IMPOSITION OF SERIOUS SANCTIONS.

(1) A faculty member who is the beneficiary of institutional guarantees of tenure shall enjoy protection against unjust and arbitrary application of disciplinary penalties. During the period of such guarantees the faculty member may be discharged from employment, suspended without pay, or demoted in rank for reasons of:

(a) Incompetence, including significant, sustained unsatisfactory performance after the faculty member has been given an opportunity to remedy such performance and fails to do so within a reasonable time;

(b) Neglect of duty, including sustained failure to meet assigned classes or to perform other significant faculty professional obligations; or

(c) Misconduct of such a nature as to indicate that the individual is unfit to continue as a member of the faculty, including violations of professional ethics, mistreatment of students or other employees, research misconduct, financial fraud, criminal, or other illegal, inappropriate or unethical conduct. To justify serious disciplinary action, such misconduct should be either (i) sufficiently related to a faculty member's academic responsibilities as to disqualify the individual from effective performance of university duties, or (ii) sufficiently serious as to adversely reflect on the individual's honesty, trustworthiness or fitness to be a faculty member.

These sanctions may be imposed only in accordance with the procedures prescribed in this section. For ~~purposes-impositions of serious sanctions under of~~ this *Code section*, a faculty member serving a stated term shall be regarded as having tenure until the end of that term. These procedures shall not apply to nonreappointment (Section 604) or termination of employment (Section 605).

. . . .

SECTION 610. RIGHTS OF SPECIAL FACULTY MEMBERS

(1) Faculty members who are appointed as visiting faculty members, adjunct faculty, lecturers, artists-in-residence, writers-in-residence or other special categories are regarded as "special faculty members" for purposes of the University Code. Special faculty members may be paid or unpaid.

(2) Special faculty members who are paid shall be appointed for a specified term of service, as set out in writing in the letter of appointment. The term of appointment of any paid special faculty member concludes at the end of the specified period set forth in the letter of appointment, and the letter of appointment constitutes full and timely notice that a new term will not be granted when that term expires. The continued employment of a special faculty member during the term of appointment may be made expressly contingent on items such as the continued

availability of funding from any source, on enrollment levels, or any other contingency established by the institution, in which case the appointment letter must state such contingency.

- (3) Special faculty members who are not paid may be appointed for a specified term of service or at will. Their pay and appointment status should be set out in the letter of appointment.
- (4) During the term of their employment, special faculty members are entitled to seek recourse under Section 607 of the University Code (relating to faculty grievances).
- (5) Special faculty members, whether paid or unpaid, are not covered by Section 604 of the University Code, and that section does not accord them rights to additional review of a decision by a constituent institution not to grant a new appointment at the end of a specified fixed term.

Policy on Chancellor Searches and Elections

The Board of Governors adopts the following policy regarding the chancellor search and election process.

I. Purpose. The search for and election of a new chancellor of a constituent institution of the University of North Carolina requires the participation, involvement, and collaboration of the board of trustees of the constituent institution, the chancellor search committee, the president, and the Board of Governors, each of which performs distinct roles and functions. Within the University, chancellors report to the president. The president therefore has the primary responsibility for ensuring there is a thorough and reliable process for chancellor searches, culminating in the election of the chancellor by the Board of Governors.

Consistent with the statutory responsibilities of the board of trustees, president, and Board of Governors, this policy establishes requirements for the chancellor search and election process, and describes the resources that shall be provided through the UNC System Office and the constituent institutions during each search.

II. Search Process

A. President. As further described in this policy, the president shall have the overall responsibility for overseeing System Office staff with responsibility for managing and supporting chancellor searches, helping determine search committee membership, charging the search committee, developing chancellor leadership competencies, interviewing chancellor finalists, participating in the reference checking process, negotiating the terms of employment for a chancellor-elect consistent with state law and Board policy, and offering a chancellor-elect for final consideration by the Board of Governors.

B. Board of Trustees. As further described in this policy, members of the boards of trustees shall serve as members of the search committee, shall consider candidates proposed by the search committee as potential finalists, and shall refer a final slate of candidates to the president for additional vetting and consideration.

C. Board of Governors. As further described in this policy, selected members of the Board of Governors shall provide input and advice to the president on a slate of finalists and the governors both in committee and then as the full body shall consider and vote on a proposed chancellor-elect.

D. Search Committee

1. The search committee shall be composed of representatives of the board of trustees, the faculty, the student body, the staff, the alumni, the local community, and other campus constituencies as may be deemed appropriate, which can ordinarily be

achieved with a committee of no more than 20 members.

2. No member of the Board of the Governors may serve as a member of the search committee.

3. The chair of the board of trustees in consultation with the president shall identify a chair of the search committee; the chair of the board of trustees may also serve as chair of the search committee with the agreement of the president.

4. As further described in this policy, the search committee shall work on behalf of the board of trustees and the president to receive the input of institutional stakeholders and community members, to develop a leadership statement that describes the desired qualities for the new chancellor, to conduct interviews and consider the qualifications of candidates, and to propose a slate of finalists for consideration of the board of trustees, who recommends the slate to the president.

E. Budget and Staff. Upon the establishment of the search committee, the chair of the board of trustees, in consultation with the president, shall establish a budget and identify staff for the committee. With the exception of assigned System Office professional staff and their direct expenses, the costs for a chancellor search are the responsibility of the constituent institution. This shall include the fees and expenses of any engaged outside professional search and/or background investigation firms.

F. UNC System Office. The UNC System Office shall provide the necessary resources and support to effectively carry out a chancellor search, including but not limited to qualified human resources staff with expertise in executive search, logistical and administrative support to the chair of the search committee, and training materials which shall serve to orient trustees and search committee members with respect to their roles and responsibilities in the search process. The System Office may also obtain the support of the constituent institution in providing local logistical support to the operations of the search committee.

G. Search Status. Members of the Board of Governors may elect to receive public notices of search committee meetings and chancellor search open forums. The chair of the board of trustees shall ensure that the president receives periodic updates concerning the status of the search and the projected schedule for concluding interviews and delivering recommendations of two (2) candidates to the president.

H. Engagement of Key Stakeholders

1. The chair of the search committee shall assure that the search process engages a broad cross-section of institutional stakeholders to obtain well-rounded input on candidates. At the discretion of the search committee chair, such engagement could involve students, faculty, staff, alumni, and community members.

2. The search committee chair is encouraged to engage selected members of the Board of Governors who may live within proximity to the institution or otherwise have a particular interest in or knowledge of the institution and its mission to attend constituent forums, candidate receptions, or other events at which candidates are present.

3. All individuals provided the opportunity to meet with chancellor candidates on campus will be expected to sign confidentiality agreements equivalent to that signed by members of the search committee.

I. Confidential Searches and Confidentiality

1. Consistent with state law protecting the identity of applicants, searches for chancellors of the University of North Carolina shall be conducted as “confidential searches,” which shall mean the identity of candidates, semi-finalists, or finalists shall not be disclosed to the general public. Conducting confidential searches is intended to maximize the quality of the candidate pool by not discouraging the interest of individuals who would not otherwise apply in the event of a publicly disclosed candidate pool.

2. Any individual involved in the search process, including but not limited to members of the Board of Governors, the search committee, the board of trustees, and staff, shall keep confidential all search-related records and information that are required by law to be kept confidential. Confidential information includes, but is not limited to, personnel records and information of candidates, attorney-client communications, and closed session deliberations and information.

III. Search Philosophy, ~~and~~ Candidates for Chancellor, and Other Items

A. Each chancellor search committee and the boards of trustees for constituent institutions shall, in consultation with the president, make-undertake reasonable every-efforts to recruit and consider a diverse pool of exceptionally well-qualified individuals for chancellor vacancies, including -and to consider candidates with both traditional academic experience as well as candidates with alternative backgrounds in business, industry, government, the military, and the not-for-profit sector.

B. In order to support proactive talent identification and effective succession planning efforts and to benefit future applicant pools for the position of chancellor, The-the president, in consultation with the officers of the Board of Governors, shall undertake reasonable efforts to develop potential chancellor candidates-an internal pipeline-of talent within the University of North Carolina and that shall serve to benefit future applicant pools for the position of chancellor.

C. ~~The president~~ shall assure-ensure that opportunities for chancellor vacancies shall be promoted in a manner that encourages interest from well-qualified candidates who are current residents of the State of North Carolina. In any chancellor search, the president shall have the discretion to designate up to two individuals from the president’s succession planning efforts to become candidates upon their submission of complete applications. Candidates designated by the president shall participate in search committee interviews and shall be part of the slate referred by the board of trustees for the president’s consideration in accordance with Part IV of this policy.

CD. In keeping with Board policy in order to avoid actual or potential conflicts of interests, no presently serving member of the Board of Governors or a board of trustees shall be eligible to be appointed as an acting or interim chancellor or to be considered for the position of chancellor unless they first resign their position on said body.

IV. Board of Trustees Recommendations to the President. The board of trustees, following receipt of the report of the search committee shall, subject to the direction of the president, recommend an unranked slate of no fewer than two (2) candidates for consideration by the president in designating a nominee for the chancellorship.

V. Consideration by the President. Once the slate of candidates is received from the board of trustees, the president may choose to interview one (1) or more of the candidates and may include members of his or her senior staff in the interviews, as deemed appropriate. The president may also consider asking the appointed officers of the Board of Governors and the chair and vice chair of the Committee on Personnel and Tenure to participate in these interviews to advise on the suitability of the candidates and to build support for a selected finalist before advancing to the next stage of the search process.

VI. Review of Candidate Qualifications and Background Investigation

A. Timing. The president shall initiate a detailed background investigation on one or more of the candidates received from the board of trustees for determining their suitability for election as chancellor.

B. Scope. Any candidate presented to the Board of Governors for election as chancellor must have had a completed background investigation that includes, but is not limited to verification of prior work history and educational credentials, confirmation of most recent total compensation, reference checks, criminal background check, credit check, civil litigation check, and scans of relevant social media and news media references applicable to the candidate. This investigation may address any other issues deemed of relevance to the president to confirm the candidate's suitability to serve as a chancellor.

C. Review of Results. The final results of this background investigation shall be reviewed by the president, appropriate members of the president's senior staff, the officers of the Board of Governors, and the chair and vice chair of the Committee on Personnel and Tenure. This information may be shared with other members of the Board of Governors only with the direct authorization of the chair and the president when deemed necessary for the proper conduct of a search.

VII. Nomination to the Board of Governors. Following interviews and successful completion of an appropriate background investigation, the president may either identify one candidate for nomination to the Board of Governors or return the slate to the board of trustees with instructions for further action.

VIII. Negotiation of Terms and Conditions of Appointment. The president shall consult with the Board of Governors officers and the chair of the Committee on Personnel and Tenure about the president's proposed nomination and negotiation of conditional terms and conditions of appointment. The negotiated terms and conditions may include: compensation (including base salary, consistent with the Board of Governors approved market salary ranges), retirement plan participation; deferred compensation incentive and retention plans; stipends, and allowances; and written contract provisions, including length of appointment and retreat rights.

IX. Election of the Chancellor

- A. The Board of Governors shall vote on the president's nominee and the proposed terms of appointment.
- B. All the members of the Board shall have no less than seven (7) calendar days to review written materials for the proposed candidate for chancellor-elect prior to being asked to vote on said nomination.
- C. Prior to being considered by the full Board of Governors, the Committee on Personnel and Tenure shall convene to consider and make a recommendation concerning the president's nomination and the proposed terms and conditions of appointment, including the elements of any employment contract. The Committee on Personnel and Tenure meeting shall be scheduled so as to reasonably accommodate participation by Board of Governors members in person or by telephone.
- D. Any Board of Governors member who shall have a concern regarding the veracity or accuracy of any element of a candidate's background for chancellor shall address such concern directly to the president. The president shall have the responsibility to investigate and follow-up on such concerns with the Board of Governors in a timely manner.
- E. The chancellor-elect shall not be physically present at any board meeting at which such vote shall be undertaken.

X. Other Matters

- A. Effective Date. The requirements of this policy shall ~~be effective for chancellor searches that are initiated on or after the date of adoption of this policy by the Board of Governors~~ apply to all chancellor searches, except that the amendments to the policy adopted by the Board of Governors on September 17, 2020, shall be effective only for those chancellor searches that commence after September 17, 2020.
- B. **Relation to State Laws.** The foregoing policies as adopted by the Board of Governors are meant to supplement, and do not purport to supplant or modify, those statutory enactments which may govern or relate to chancellor searches.
- C. **Regulations and Guidelines.** These policies shall be implemented and applied in accordance with such regulations and guidelines as may be adopted from time to time by the president.

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1. The search committee shall be composed of representatives of the board of trustees, the faculty, the student body, the staff, the alumni, the local community, and other campus constituencies as may be deemed appropriate, which can ordinarily be achieved with a committee of no more than 20 members.

2. No member of the Board of the Governors may serve as a member of the search committee.

3. The chair of the board of trustees in consultation with the president shall identify a chair of the search committee; the chair of the board of trustees may also serve as chair of the search committee with the agreement of the president.

4. As further described in this policy, the search committee shall work on behalf of the board of trustees and the president to receive the input of institutional stakeholders and community members, to develop a leadership statement that describes the desired qualities for the new chancellor, to conduct interviews and consider the qualifications of candidates, and to propose a slate of finalists for consideration of the board of trustees, who recommends the slate to the president.

E. **Budget and Staff.** Upon the establishment of the search committee, the chair of the board of trustees, in consultation with the president, shall establish a budget and identify staff for the committee. With the exception of assigned System Office professional staff and their direct expenses, the costs for a chancellor search are the responsibility of the constituent institution. This shall include the fees and expenses of any engaged outside professional search and/or background investigation firms.

F. **UNC System Office.** The UNC System Office shall provide the necessary resources and support to effectively carry out a chancellor search, including but not limited to qualified human resources staff with expertise in executive search, logistical and administrative support to the chair of the search committee, and training materials which shall serve to orient trustees and search committee members with respect to their roles and responsibilities in the search process. The System Office may also obtain the support of the constituent institution in providing local logistical support to the operations of the search committee.

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B. In order to support proactive talent identification and succession planning efforts and to benefit future applicant pools for the position of chancellor, the president, in consultation with the officers of the Board of Governors, shall undertake reasonable efforts to develop potential chancellor candidates within the University of North Carolina and shall ensure that opportunities for chancellor vacancies are promoted in a manner that encourages interest from well-qualified candidates who are current residents of the State of North Carolina. In any chancellor search, the president shall have the discretion to designate up to two individuals from the president’s succession planning efforts to become candidates upon their submission of complete applications. Candidates designated by the president shall participate in search committee interviews and shall be part of the slate referred by the board of trustees for the president’s consideration in accordance with Part IV of this policy.

C. In keeping with Board policy in order to avoid actual or potential conflicts of interests, no presently serving member of the Board of Governors or a board of trustees shall be eligible to be appointed as an acting or interim chancellor or to be considered for the position of chancellor unless they first resign their position on said body.

IV. Board of Trustees Recommendations to the President. The board of trustees, following receipt of the report of the search committee shall, subject to the direction of the president, recommend an unranked slate of no fewer than two (2) candidates for consideration by the president in designating a nominee for the chancellorship.

V. Consideration by the President. Once the slate of candidates is received from the board of trustees, the president may choose to interview one (1) or more of the candidates and may include members of his or her senior staff in the interviews, as deemed appropriate. The president may also consider asking the appointed officers of the Board of Governors and the chair and vice chair of the Committee on Personnel and Tenure to participate in these interviews to advise on the suitability of the candidates and to build support for a selected finalist before advancing to the next stage of the search process.

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C. Review of Results. The final results of this background investigation shall be reviewed by the president, appropriate members of the president's senior staff, the officers of the Board of Governors, and the chair and vice chair of the Committee on Personnel and Tenure. This information may be shared with other members of the Board of Governors only with the direct authorization of the chair and the president when deemed necessary for the proper conduct of a search.

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VIII. Negotiation of Terms and Conditions of Appointment. The president shall consult with the Board of Governors officers and the chair of the Committee on Personnel and Tenure about the president's proposed nomination and negotiation of conditional terms and conditions of appointment. The negotiated terms and conditions may include: compensation (including base salary, consistent with the Board of Governors approved market salary ranges), retirement plan participation; deferred compensation incentive and retention plans; stipends, and allowances; and written contract provisions, including length of appointment and retreat rights.

IX. Election of the Chancellor

A. The Board of Governors shall vote on the president's nominee and the proposed terms of appointment.

B. All the members of the Board shall have no less than seven (7) calendar days to review written materials for the proposed candidate for chancellor-elect prior to being asked to vote on said nomination.

C. Prior to being considered by the full Board of Governors, the Committee on Personnel and Tenure shall convene to consider and make a recommendation concerning the president's nomination and the proposed terms and conditions of appointment, including the elements of any employment contract. The Committee on Personnel and Tenure meeting shall be scheduled so as to reasonably accommodate participation by Board of Governors members in person or by telephone.

D. Any Board of Governors member who shall have a concern regarding the veracity or accuracy of any element of a candidate's background for chancellor shall address such concern directly to the president. The president shall have the responsibility to investigate and follow-up on such concerns with the Board of Governors in a timely manner.

E. The chancellor-elect shall not be physically present at any board meeting at which such vote shall be undertaken.

X. Other Matters

A. **Effective Date.** The requirements of this policy shall apply to all chancellor searches, except that the amendments to the policy adopted by the Board of Governors on September 17, 2020, shall be effective only for those chancellor searches that commence after September 17, 2020.

B. **Relation to State Laws.** The foregoing policies as adopted by the Board of Governors are meant to supplement, and do not purport to supplant or modify, those statutory enactments which may govern or relate to chancellor searches.

C. **Regulations and Guidelines.** These policies shall be implemented and applied in accordance with such regulations and guidelines as may be adopted from time to time by the president.

Policy on Student Government Elections

I. Purpose. The University of North Carolina (UNC) Board of Governors has, through Section 700.3.1 of the UNC Policy Manual, recognized the role of student government within the University's constituent institutions. Section 700.3.1 establishes that neither the Board of Governors nor the president shall assert control over the substantive positions of the University of North Carolina Association of Student Governments. This policy is intended to insulate student government elections at UNC constituent institutions from influence of University employees, administrators, and trustees.

II. Definitions

A. "Board member" means any member of the Board of Governors, a board of trustees of a constituent institution of the University of North Carolina, or the board of a University-affiliated organization.

B. "Campaign contribution" means any advance, conveyance, deposit, distribution, transfer of funds, loan, payment, gift, pledge or subscription of money or anything of value whatsoever including but not limited to signs, printed items, or other professional services offered or provided to support or oppose the election of a student government candidate or a student considering filing for a student government election.

C. "Employee" means an individual who is employed by the University of North Carolina, but shall not include "student-employees" as described in Section 300.3.3[G] of the UNC Policy Manual.

D. "Influence activity" means endorsing, campaigning for, expressing or otherwise seeking to secure support for or opposition to any student government candidate or a student considering filing for a student government election.

III. Prohibition on Campaign Contributions and Influence. University of North Carolina board members and employees shall not undertake, incite, solicit, or encourage any campaign contribution or influence activity related to any University of North Carolina constituent institution student government election.

IV. Other Matters

A. Effective Date. The requirements of this policy shall be effective on the date of adoption by the Board of Governors.

B. Relation to Federal and State Laws. The foregoing policy as adopted by the Board of Governors is meant to supplement, and does not purport to supplant or modify, those statutory enactments which may govern or relate to the subject matter of this policy.

C. Regulations and Guidelines. This policy shall be implemented and applied in accordance with such regulations and guidelines as may be adopted from time to time by the president.