

**BOARD OF TRUSTEES MEETING**  
**The University of North Carolina at Chapel Hill**

The Board of Trustees met in special session on Thursday, June 25, 2009, at The Carolina Inn, Chancellor's Ballroom West, at 10:02 a.m. Chair Perry presided.

**ROLL CALL**

Assistant to the Assistant Secretary, Heather Galvan called the roll and the following members were present:

Roger L. Perry, Sr., Chair  
Paul Fulton  
Jasmin M. Jones

The following members joined the meeting via teleconference:

Karol V. Mason, Vice Chair	Sallie Shuping-Russell
Phillip L. Clay	A. Donald Stallings
J. Alston Gardner	Robert W. Winston
Nelson Schwab III	

Russell M. Carter, Secretary, John G. B. Ellison, Jr., and Barbara R. Hyde were absent.

Chair Perry opened the meeting by reading the following statement regarding the State Government Ethics Act:

“As Chair of the Board of Trustees, it is my responsibility to remind all members of the Board of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflict of interest as required by this Act. Each member has received the agenda and related information for this Board of Trustees’ meeting. If any Board member knows of any conflict of interest or appearance of conflict with respect to any matter coming before the Board of Trustees at this meeting, the conflict or appearance of conflict should be identified at this time.”

Chair Perry thanked the Town Officials and all others who have worked on Carolina North for attending the meeting.

Chancellor Thorp thanked everyone for all of the hard work that has been done over the last two decades on Carolina North. He recognized former Chancellor Moeser, Jack Evans, Chair Perry, Trustee Winston, and all the other trustees for their involvement with Carolina North.

Jack Evans, Executive Director of Carolina North, presented the following action item to the Board:

- **Carolina North.** Over the course of the past academic year, the University and Town officials have been discussing the rezoning of the Chapel Hill portion of the Carolina North property to a new zoning district and the use of a Development Agreement as the land use tools pursuant to which development at Carolina North would occur. Participating in these discussions with the Town Council have been Trustees Perry and Winston and the Chancellor.

On June 22, 2009, the Town Council had on its agenda a request to adopt the new zoning district, rezone the property, and to adopt a development agreement. The agreement provides the framework for the construction of 3 million square feet on approximately 133 acres and has a term of 20 years. It also provides the University’s commitment on limited

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development of the remainder the tract for a time certain, the provision of perpetual conservation easements to protect certain sensitive areas, mechanisms for determining transit, parking, greenway and pedestrian facilities, a process for addressing fiscal impacts on the Town resulting from the development, and other development related mitigations.

The item will be voted on through the Resolution of Agreement.  
(ATTACHMENT A)

A copy of the PowerPoint presentation is located at: <http://www.unc.edu/depts/trustees/>  
A copy of the presentation is also filed in the Office of the Assistant Secretary.

Chair Perry read the following resolutions:

**RESOLUTION OF AGREEMENT  
BOARD OF TRUSTEES  
THE UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL  
June 25, 2009**

**WHEREAS**, the Delegations of Duty and Authority from the Board of Governors of the University of North Carolina to the Boards of Trustees charges the Board of Trustees with the responsibility for “. . . preparing and maintaining a master plan for the physical development of the institution, consistent with the total academic and service mission of the institution . . .”; and,

**WHEREAS**, the Board of Trustees of the University of North Carolina at Chapel Hill has directed the Chancellor to proceed with the master planning of a mixed use research and academic campus to be located on the Horace Williams tract, now known as Carolina North; and,

**WHEREAS**, by resolutions dated May 25, 2006, and September 26, 2007, the Board of Trustees expressed its support for proceeding with Carolina North zoning and land development applications to the appropriate local government, and approved the 50 year vision and 15 year phase 1 segment of the Carolina North Plan; and,

**WHEREAS**, the existing zoning at Carolina North would only permit the construction of buildings to proceed using individual special use permits, a process that would not facilitate a sustainable and integrated approach to the development of a new campus with a predictable and timely review process; and,

**WHEREAS**, on August 28, 2008, the Board of Trustees approved the design of the Innovation Center which is anticipated to be the first building to be constructed at Carolina North; and,

**WHEREAS**, on November 19, 2008, the Board of Trustees approved the Carolina North Design Guidelines; and,

**WHEREAS**, since September 2008, the Chancellor and two members of the Board of Trustees have engaged in monthly public negotiating sessions with the Chapel Hill Town Council; and staff from the University and the Town of Chapel Hill have met regularly to support the Town/University negotiating sessions concerning a new development review process for Carolina North; and,

**WHEREAS**, in 2005, the General Assembly in G.S. 160A-400.20 to 400.32 authorized local governments to enter into development agreements with developers (which term by statute

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includes State agencies) and to use those negotiated agreements as an additional land use planning tool for large developments involving multiple phases over extended periods of time; and,

**WHEREAS**, a new zoning district for Carolina North and the use of a development agreement were determined by the parties to be appropriate development tools for Carolina North; and,

**WHEREAS**, on April 29, 2009, the University submitted to the Town of Chapel Hill a zoning atlas amendment application and proposed development agreement along with additional supporting materials for the Carolina North Project, and the text for a new zoning district (U-1) was proposed by the Town staff; and,

**WHEREAS**, the Executive Director for Carolina North has provided regular updates to the Board of Trustees through the Buildings and Grounds Committee on the progress of negotiations with the Town of Chapel Hill on zoning and related matters; and,

**WHEREAS**, at its June 22, 2009, business meeting, the Chapel Hill Town Council approved both the rezoning of the portion of the Carolina North property in Chapel Hill to the new U-1 zone and the Development Agreement dated July 1, 2009, for Carolina North.

**NOW THEREFORE BE IT RESOLVED**, the Board of Trustees of the University of North Carolina at Chapel Hill finds that the Development Agreement dated July 1, 2009, is an appropriate tool for working cooperatively with the Town of Chapel Hill for the development of Carolina North in an integrated and sustainable manner with predictable and timely review processes; and

**NOW THEREFORE BE IT FURTHER RESOLVED**, the Board of Trustees approves the Development Agreement dated July 1, 2009, with the Town of Chapel Hill and authorizes either the Chancellor or the Vice Chancellor for Finance and Administration: (i) to execute the Development Agreement on behalf of the University: (ii) to approve minor, non-substantive adjustments to the language that do not affect the meaning of any term of the Development Agreement prior to execution of the Development Agreement: and (iii) to do all things necessary to implement the Development Agreement.

The Board of Trustees unanimously approved the resolution, followed by a round of applause for the work done on Carolina North.

**RESOLUTION OF APPRECIATION  
JOHN P. EVANS, EXECUTIVE DIRECTOR,  
AND STEERING COMMITTEE MEMBERS,  
CAROLINA NORTH**

**WHEREAS**, in July 2006, Chancellor James Moeser appointed Dr. John P. Evans, Hettleman Professor of Business, to serve as executive director of Carolina North, leading the planning and implementation for the new campus, an assignment that has continued under the leadership of Chancellor Holden Thorp; and

**WHEREAS**, Dr. Evans and the members of the Carolina North Steering Committee, whose names appear on the attached list, using the work of the Horace Williams Citizens Committee, the Leadership Advisory Committee, other University and Town representatives, Carolina North

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consultants, and the public developed a framework that led to the Board of Trustees adoption of the Carolina North Plan in September 2007; and

**WHEREAS**, Dr. Evans and the Steering Committee worked with University and Town officials to organize a process whereby a new zoning district and Development Agreement have been proposed for authorization; and

**WHEREAS**, University staff from the offices of Facilities Planning, Finance and Administration, University Counsel, Research and Economic Development and University Relations worked tirelessly and intelligently to inform a successful process and collaborative atmosphere; and

**WHEREAS**, the hard work and dedication of everyone involved in the process, especially Dr. Evans, helped to bring the endeavor to this point;

**NOW THEREFORE BE IT RESOLVED** that members of the Board of Trustees of the University of North Carolina at Chapel Hill express their great appreciation to Dr. Evans and other members of the University staff for their work on Carolina North, and thanks them for their service.

**CAROLINA NORTH STEERING COMMITTEE**

John P. Evans, Hettleman Professor of Business, Chair  
Richard Mann, Vice Chancellor for Finance and Administration  
Leslie Strohm, Vice Chancellor and General Counsel  
Tony Waldrop, Vice Chancellor for Research and Economic Development  
Neil C. Caudle, Associate Vice Chancellor for Research  
Linda Convissor, Director of Local Relations  
Patricia C. Crawford, Associate Vice Chancellor and Deputy General Counsel  
Nancy Davis, Associate Vice Chancellor for University Relations  
Carolyn W. Elfland, Associate Vice Chancellor for Campus Services  
Kevin M. Fitzgerald, Executive Associate Dean for Finance and Administration,  
School of Medicine  
Susan Houston, Outreach Editor  
Jonathan B. Howes, Special Assistant to the Chancellor  
Mike McFarland, Director of University Communications  
David W. Owens, Gladys H. Coates Distinguished Professor of Government  
Dwayne Pinkney, Assistant Vice Chancellor for Finance and Administration and  
Special Assistant to the Chancellor for State and Local Relations  
Bruce L. Runberg, Associate Vice Chancellor for Facilities Planning and Construction  
Carol Tresolini, Associate Provost for Academic Initiatives  
Will Tricomi, Associate University Counsel  
Jesse L. White, Director, Office of Economic and Business Development  
Anna Wu, University Architect and Director of Facilities Planning

The Board of Trustees unanimously approved the resolution, followed by a round of applause for Jack Evans.

**RESOLUTION OF APPRECIATION  
TOWN OF CHAPEL HILL OFFICIALS  
June 25, 2009**

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**WHEREAS**, since September 2008, representatives from the University of North Carolina at Chapel Hill have engaged in monthly public negotiating sessions with representatives from the Town of Chapel Hill and the Town Council, concerning a new development review process for the proposed Carolina North campus; and, subsequently have reached agreement on a new zoning district and a Development Agreement; and

**WHEREAS**, these negotiations, which profited from many years of planning, public input and discussions, marked a new spirit of cooperation and collaboration between the University and the Town; and

**WHEREAS**, the process was enhanced significantly by the leadership of Mayor Kevin Foy, Town Manager Roger Stancil, and members of the Town Council; and

**WHEREAS**, members of the Board of Trustees have approved the Development Agreement, a product of a process that will set a high standard for future discussions and work at Carolina North; a standard that will benefit not only the University community and the Town's citizens, but the entire State of North Carolina as well;

**NOW THEREFORE BE IT RESOLVED** that members of the Board of Trustees of the University of North Carolina at Chapel Hill express their great appreciation to Mayor Foy, Town Manager Stancil and members of the Town Council for their leadership and thanks them for their thoughtful collaboration.

The Board of Trustees unanimously approved the resolution, followed by a round of applause for the Town Officials.

Chair Perry also recognized David Owens for his role in Carolina North.

**CHANCELLOR'S REMARKS**

Chancellor Thorp announced the search for a new Executive Vice Chancellor and Provost. As we conduct the search, Bruce Carney, the Samuel Baron Distinguished Professor of Physics and Astronomy, will serve as interim executive vice chancellor and provost. Through the years Bruce has held a number of key leadership roles at Carolina, most recently as interim dean of the College of Arts and Sciences for the past year.

The search committee is working toward my goal to name a new chief academic officer by next spring. The committee will recommend a final slate of candidates to me, and I will forward my recommendation to our Board of Trustees for approval.

Shelton Earp, professor of medicine and pharmacology, Lineberger Professor of Cancer Research and director of the UNC Lineberger Comprehensive Cancer Center, has agreed to lead a 17-member search committee that will conduct a national search for our next executive vice chancellor and provost. The committee's work will be supported by R. William Funk and Associates, a nationally known search firm specializing in higher education.

We are pleased that Shelley, who has served on past chancellor, provost and dean searches, will lead this process. Assisting Shelley on the committee is Lissa Broome, the Wachovia Professor of Banking Law, who will serve as vice chair. Joining them are:

- Valerie Ashby, Gordon and Bowman Gray Distinguished Term Professor of Chemistry;
- Jane Brown, James L. Knight Professor of Journalism and Mass Communication;
- John Ellison, a member of our Board of Trustees;

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- David Gerber, associate professor of surgery;
- Jonathan Hess, Moses M. and Hannah L. Malkin Term Professor of Jewish History and Culture;
- Jasmin Jones, student body president and a member of the Board of Trustees;
- Keith Lee, president of the Graduate and Professional Student Federation;
- Sarah Michalak, associate provost and University librarian;
- Shirley Ort, associate provost and director of scholarships and student aid;
- Lou Perez, J. Carlyle Sitterson Professor of History;
- Bert Peterson, professor and chair of maternal and child health;
- Terry Rhodes, professor of music;
- Ned Sharpless, associate professor of medicine; and
- Jay Swaminathan, senior associate dean of academic affairs in the Kenan-Flagler Business School; and
- Stephanie Thurman, business officer for the provost's office.

**MOTION TO CONVENE IN CLOSED SESSION**

On motion of Chair Perry, and duly seconded, the Board voted to convene in closed session pursuant to North Carolina General Statutes Section 143-318.11 (a) (1) (to prevent the disclosure of privileged information under Section 126-22 and the following); and also pursuant to Section 143-318.11 (a) (2), (3), (5), and (6).

**CLOSED SESSION**

**LEGAL ADVICE**

General Counsel Leslie Strohm advised the Board on several legal matters.

**EXECUTIVE CLOSED SESSION**

Chair Perry convened the Board in Executive Closed Session to discuss personnel and legal matters.

**RECONVENE MEETING IN OPEN SESSION**

Chair Perry reconvened the meeting in open session.

**OPEN SESSION**

**ADJOURNMENT**

There being no further business to come before the Board, Chair Perry adjourned the meeting at 11:16 a.m.

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Assistant Secretary