The Board of Trustees of The University of North Carolina at Chapel Hill met in regular session in the Faculty Lounge of The Morehead Building on November 18, 1994. The Finance and Business Committee met as a committee of the whole. Chairman Whichard called the meeting to order at 8:40 a.m.

Roll Call

Members Present:  David J. Whichard, II, Chairman
                  William J. Armfield, IV, Vice Chairman
                  Anne W. Cates, Secretary
                  George E. Battle, III
                  Angela R. Bryant
                  Walter R. Davis
                  John W. Harris
                  William R. Jordan
                  Cressie H. Thigpen, Jr.
                  Robert L. Strickland

Members Absent:   Thos. E. Capps
                  Charles A. Sanders
                  Annette Fairless Wood

Minutes

Vice Chairman Armfield moved approval of the minutes of the regular meeting of the Board of September 23, 1994. Mr. Harris seconded the motion and it carried unanimously.

Chairman's Report

Chairman Whichard reported on the busy fall semester at Carolina. He commented on the success of the Fall Board of Visitors Meeting under the new leadership of Joyce Fitzpatrick and Stick Williams. He remarked on the University Day ceremony, the dedication of the Thurston Building, and the groundbreaking for the expansion of the Lineberger Cancer Center. He stated that the Academic Affairs and Personnel Committee and the Students Affairs Committee of the Board had been busy and he feels that the affairs of the University are in great shape.

Chancellor's Report

Chancellor Hardin began his remarks by paying tribute to the Trustees, especially Chairman Whichard, Committee Chairmen Jordan and Thigpen, Mrs. Cates, and other Trustees attending the committee meetings. He stated that this is a great development for Trustees when they get to know the campus well and become more involved and capable of understanding some of the issues here. He stated that it is a tremendous experience for the campus constituencies who feel more valued and supported by this experience. He thanked Chairman Whichard for attending and being involved with the many functions on campus this fall.
Chancellor Hardin tipped his hat to the Carolina students who made a presentation to the Student Affairs Committee regarding the student judicial system. He said that he is very impressed with these students and their involvement in learning and understanding the system to protect the rights of students and to make sure that the honor code is enforced.

Chancellor Hardin informed the Board of the new Student Advisory Committee to the Chancellor. This committee is made up of leaders of the principal student organizations on campus. The purpose of this committee is to help the Chancellor understand the concerns of students. He feels that this will be a very useful initiative by the students.

Chancellor Hardin informed the Board that ACC Commissioner Eugene Corrigan will be elected President of the NCAA for the coming year. He stated that this is a rare honor for a non-CEO. This position is usually held by presidents of colleges and universities that are members of the NCAA. He stated that this reflects well on the Atlantic Coast Conference and Mr. Corrigan's record as a leader in intercollegiate athletics. The most important debate to take place at the NCAA Convention concerns initial eligibility to compete and the standardized test scores.

Chancellor Hardin stated that Carolina's Field Hockey team is the #1 seed in the Final-Four and the Women's Soccer team is #2 behind Notre Dame.

Chancellor Hardin congratulated John Swofford on being the recipient of the Wilford S. Bailey Award. This award is presented to the individual who has made the most outstanding contributions to athletics in a particular year.

Open Meetings Law Update

Ms. Ehringhaus informed the Board regarding changes in the new Open Meetings Law. She called the Boards' attention to the differences in the manner in which the Board will be required to do business. She stated that the number of permissible subjects that may be discussed in closed session is narrowed. She stated that some property matters such as acquisition of properties by gift must now be done in open session. The selection and qualifications of independent contractors such as architects and engineers must now be discussed in open session. The exemption for legal advice has been narrowed. She explained the new, longer motion to be used during meetings.

Mr. Thigpen asked if the motion was not recited as mandated by the statute what effect that would have on the meeting. Ms. Ehringhaus responded that there are a number of remedies possible, and one of the most serious is that the action can be void. It would depend on the findings relating to intent, and other factors, but the most serious is that action can be set aside and attorney's fees can be assessed against the individual Board.
members. However, if the action is taken on the advice of an attorney the Board member is insulated from personal financial responsibilities.

Vice Chairman Armfield asked what had caused the change in the Law. Ms. Ehringhaus explained that this was not unusual across the country and that Sunshine Laws and Open Meetings Laws, are very typical. She stated that this state's had been broadened by the action of the 1993 General Assembly.

(Attachment A)

Atlantic Coast Conference Certification

Chancellor Hardin discussed the ACC Governing Board Certification Form. He explained that in the past in some of the serious infraction cases in the NCAA, it developed that the chief executive officer did not have the full support of the Governing Board. He asked the Board to attest that the responsibility for the administration of the program has been delegated to the CEO and that CEO has the mandate and the support of the Board to operate the program in full compliance with NCAA and ACC rules and regulations. He said that this also requires the Board to certify that the CEO will determine in consultation with faculty representatives and the Director of Athletics how the institutional vote shall be cast on issues of athletic policy. He stated that there is no change here and asked the Board's support for this certification.

Mr. Harris moved approval, seconded by Mr. Armfield, and the motion carried unanimously.

(Attachment B)

Finance and Business Committee

Selection of an Architect for Design of The Center for Dramatic Art

Mr. Strickland moved approval of Graham Gund Architects, Cambridge, MA., as architects for design of The Center for Dramatic Art. Mr. Thigpen seconded the motion and it carried unanimously.

(Attachment C)

Selection of an Architect for Design of Addition to Hill Hall

Ms. Bryant moved approval of Walter Robbs Callahan & Pierce, P.A., Winston-Salem, NC, as architects for design of the addition to Hill Hall. Mrs. Cates seconded the motion and it carried unanimously.

(Attachment D)
UNC-CH Board of Trustees Meeting
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Selection of Consulting Firm to Perform a Campus Energy Systems Study

Mr. Harris moved approval of the Selection of Dahlen, Berg, & Co., Minneapolis, Minnesota, to perform a campus energy systems study. Mr. Thigpen seconded the motion and it carried.

(Attachment E)

Architect Selection Process

Some members of the Board expressed concern about the present architect selection process. Chairman Whichard stated that the Finance and Business Committee would be the appropriate forum to consider this and he would ask them to do so.

Selection of a Site and Review of Design of the Addition and Renovations of Building C for the Center for the Study of Development and Learning

There was much discussion about the site and design for this addition and renovation. The Board was not comfortable with the design of the project as presented.

Chairman Whichard suggested that this project be reviewed, with the comments of the Board being considered, and brought back to the committee and the Board in January.

(Attachment F)

Horace Williams Airport and Mason Farm Properties

Chairman Whichard asked Chancellor Hardin to update the Board on the Horace Williams Airport and Mason Farm properties.

Chancellor Hardin gave a brief history regarding the previous 1987 Land-Use Plan which dealt with the central campus only. He reported on recent concerns of the Chapel Hill Town Council regarding the planning and the zoning. He reiterated his desire that the University and Town work together in this planning.

Chairman Whichard stated that it is his feeling that Chancellor Hardin has done an excellent job in working with the local municipalities and county government. He reported that the first meeting with representatives of these bodies and the planner showed great sensitivity on both sides with positive discussions taking place. A series of joint meetings will be held in the future. He commended Chancellor Hardin and others involved in this effort.

Mr. Harris reminded the Chairman that there are certain rights as a property owner in the State of North Carolina and he certainly hopes that he would not allow the Board or the Chancellor to be in the position where certain assets were down zoned without taking the appropriate legal steps to slow the process up and have a fair hearing. He stated that the law in North Carolina is very clear about arbitrary and capricious down zoning. He stated that this is an asset to be protected.
UNC-CH Board of Trustees Meeting
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Carolina Inn Update

Chairman Whichard called on Mr. Terry Murphy, Manager of the Carolina Inn, to comment on the closing of the Carolina Inn.

Mr. Murphy stated that it had been anticipated that business would slow down in November, however, this has not happened. He said that there had been about 85% occupancy this month. He complimented the staff for staying until the end.

Student Affairs Committee

Substance Abuse Programs

Dr. Jordan gave a brief report on the October meeting of the committee regarding the Substance Abuse Programs on campus.

Dr. Jordan commented on the recommendation of Dr. Cowan and others that a campus substance abuse office be created to coordinate and integrate a network to provide intervention to students. He stated that a request to the Parents Council had been made to fund this office; however, if this is not approved, the vice chancellor is prepared to request permission to use discretionary funds for this purpose. He stated that the Committee concurs with this request.

Student Judicial System

Mrs. Cates informed the Board of the presentation regarding the Student Judicial System. She commented on the commitment of these students and the impressive job they are doing.

Student Body President's Report

Mr. Battle reported that October 5, marked the half-way point of his administration. He said that Student Government has been evaluating what had been done right or wrong during this period, and what improvements were needed. He stated that corrections had been made.

Mr. Battle reported that the Human Relations Summit is taking place this week. This Summit will bring together campus groups to discuss human relations problems at Carolina and hopefully solutions will be found to those problems.

Mr. Battle reported on the Telephonic Registration System and the expectation that this service will be available to students without charge by possibly contracting with a private company to sponsor this effort.

He mentioned the Student Advisory Committee to the Chancellor which was suggested during Jim Copland's presidency and the excitement of this proposition.

He closed by reporting on two recent Student Body meetings. These meetings have not taken place in the past four years. He said that attendance had been low, however, these meetings would continue in order to reach every student.
UNC-CH Board of Trustees Meeting  
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**Academic Affairs and Personnel Committee**

**UNC-CH Grievance Procedures**

Mr. Thigpen reported on the UNC-CH Grievance Procedures and described the process. He referred to the comments by Mr. Ron Penny, the State Personnel Director.

Mr. Penny stated that this policy had been approved by the State Personnel Commission, and that it exceeded the requirements established by the Commission. Mr. Penny reported that UNC-CH’s Employee Counseling Service and Mediation Services were excellent and that the State may use this Grievance Procedure as a model.

Mr. Thigpen commended Associate Vice Chancellor Charest and others on the success of the Grievance Procedures.

**Faculty Personnel and Tenure**

Mr. Thigpen reported on discussions regarding tenure matters. He described procedures for poor performance of faculty members. He commented on the question of written minimum qualifications for obtaining tenure and the response of the University that it is better to have faculty members engage themselves in the departmental culture and mentoring rather than have a checklist. He mentioned the written annual reviews which are placed in faculty members’ personnel files as a means of informing them of their progress.

**Admissions, Enrollment, and Diversity**

Mr. Thigpen reported on the current freshman class of 3,496, which is 96 more than intended. He reported that 440 students in the freshman class were minority students.

Mr. Thigpen referred to the establishment of an enrollment cap of 20,000 students being the maximum enrollment at the University by a previous Board. He asked the Board for guidance as to whether the Committee should do an in-depth study on this issue.

He commented on the quality of students being admitted. He reported that 11,526 students with SATs over 900 applied, and 68% were not accepted. He stated that the Committee plans to study this issue in more detail and report back to the Board with a full report.

Chairman Whichard asked that the Committee continue to pursue these areas and bring any recommendations or information back to the Board.

**Development**

Mr. Allen distributed reports on the Bicentennial Campaign. He reported that the campaign totals now are $384.6 million (96%) toward the overall goal. He stated that the emphasis for the 7-1/2 months left in the campaign would focus on the capital projects
which are only 61% toward the goal. He commented that focus would be on the Center for Dramatic Art, Graham Memorial, Hill Hall, the Stone Center, and the SOAR Telescope Project, among others that add up to $36.5 million left in capital projects. A copy of this report is on file in the Office of the Assistant Secretary.

On motion of Mrs. Cates, seconded by Mr. Harris, the Board voted to convene in closed session to prevent the disclosure of privileged information under Sec. 126-22 and following, of the North Carolina General Statues or regulations; to prevent the premature disclosure of an honorary award or scholarship; to consult with our attorney to protect the attorney-client privilege; to consider and give instructions concerning a potential or actual claim, administrative procedure, or judicial action; to establish or instruct the staff or agent concerning the negotiation of the amount of compensation or other terms of an employment contract; to consider the qualifications, competence, performance, conditions of appointment of a public officer or employee or prospective public officer or employee.

Closed Session

Development

Report of the Faculty Committee on Honorary Degrees and Special Awards

Mr. Allen called on Professor Lensing, Secretary of the Faculty, to present the nominations to receive honorary degrees at the 1995 Commencement. Mr. Harris moved approval, seconded by Ms. Bryant. The motion carried unanimously. A copy of this report is on file in the Office of the Assistant Secretary.

Report of the Naming Committee

Mr. Allen presented the report. Mr. Strickland moved approval, seconded by Mr. Armfield. The motion carried unanimously. A copy is on file in the Office of the Assistant Secretary.

Board of Visitors Nomination

Mr. Allen presented the nomination of Joe Patterson as a member of the Board of Visitors, Class of 1998. Mrs. Cates moved approval, seconded by Dr. Jordan. The motion carried unanimously.

Academic Affairs and Personnel Committee

Personnel Matters for Information

Mr. Thigpen reported on personnel matters for information not requiring action by the Board.

(Attachment G)
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Personnel Matters for Consultation

Ms. Bryant moved, seconded by Mr. Harris, to authorize the Chancellor to forward to the President and the Board of Governors the personnel report and recommendations presented for consultation. The motion carried unanimously.

(Attachment H)

Personnel Matters for Action (Academic Affairs)

Mr. Thigpen moved approval of personnel changes in Academic Affairs: Designation to Named Professorship and Appointments. Ms. Bryant seconded the motion and it carried unanimously.

(Attachment I)

Personnel Matters for Action (Health Affairs)

Mr. Thigpen moved approval of personnel changes in Health Affairs: Appointments, Reappointments, Promotion, Salary Approval. Mrs. Cates seconded the motion and it carried unanimously.

(Attachment J)

Recommendations for Exceptions to Employment Policies Annual Leave Provisions

Mr. Thigpen moved to grant an exception from the EPA Non-Faculty leave provisions. Ms. Bryant seconded the motion and it carried unanimously.

(Attachment K)

Employment Agreement for Head Women's Basketball Coach

Mr. Harris moved approval of the Employment Agreement for the Head Women's Basketball Coach, Sylvia R. Hatchell. Mr. Armfield seconded the motion and it carried unanimously.

(Attachment L)

Amendment to Employment Agreement, Head Football Coach

Mr. Armfield moved to approve the amendment to Employment Agreement for Head Football Coach, Mack Brown. Dr. Jordan seconded the motion and it carried unanimously.

(Attachment M)

Legal Advice

Ms. Ehrenhaus and Mr. Jones briefed the Board on a legal matter regarding the UNC-CH Foundation, Inc. and asked the advice of the Board.

Chairman Whichard asked that more information regarding this matter be brought back to the Board in January for further consideration, leaving the authority in the hands of the Board at this time.
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**SunTechnologies Group**

Dr. Jordan moved approval, seconded by Mr. Armfield, of the proposed Resolution regarding the SunTechnologies Group.

(Attachment N)

On the request of Chairman Whichard, only Board members remained in closed session to discuss personnel matters.

Mr. Harris moved, seconded by Mr. Armfield to reconvene in open session. The motion carried.

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**Open Session**

**Academic Affairs and Personnel Committee**

Mr. Armfield moved approval of the report of the Academic Affairs and Personnel Committee regarding personnel matters considered in closed session. Mrs. Cates seconded the motion and it carried unanimously.

(Attachments I, J, K, L, M)

**Ratification of Mail Ballot**

Mr. Thigpen moved to ratify the mail ballot of October 13, 1994. Ms. Bryant seconded the motion and it carried unanimously.

(Attachment O)

**Board of Visitors Election**

Mr. Harris moved to elect Joe Harris as a member of the Board of Visitors, Class of 1998. Mrs. Cates seconded the motion and it carried unanimously.

**Adjournment**

There being no further business to come before the Board, Chairman Whichard asked for a motion to adjourn. Mr. Thigpen moved, seconded by Mr. Harris. The meeting adjourned at 12:25 p.m.

Respectfully submitted,

[Signature]

Assistant Secretary