

BOARD OF TRUSTEES MEETING
The University of North Carolina at Chapel Hill
May 21, 2020

The Board of Trustees met in regular session on Thursday, May 21, 2020 via zoom teleconference hosted in 105 South Building. Chair Stevens convened the meeting at 9:03 a.m.

WELCOME

Chair Stevens shared a few logistics to begin the meeting. He also indicated that due to recent amendments to the North Carolina General Statutes concerning virtual meetings by public bodies, all votes will be by roll call. Additionally, all chats, instant messages, texts, and other communications between members of the board regarding the transaction of the public business during the remote meeting are deemed a public record.

ROLL CALL

Trustee Artis Neal called the roll and the following members were present:

Teresa Artis Neal, Secretary	Kelly Matthews Hopkins
David L. Boliek, Jr.	Allie Ray McCullen
Jefferson W. Brown	Ralph W. Meekins, Sr.
G. Munroe Cobey	E. Reeves Moseley
Haywood D. Cochrane, Jr.	John P. Preyer
R. Gene Davis, Jr., Vice Chair	Richard Y. Stevens, Chair
Charles G. Duckett	

Trustee Artis Neal indicated that there was a quorum.

STATE GOVERNMENT ETHICS ACT

Chair Stevens read the following statement:

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.

BOARD OF GOVERNORS CHAIR'S REMARKS

Chair Stevens introduced Randy Ramsey, Chair of the UNC System Board of Governors. The Chair congratulated him on his recent election and shared that the board was excited to work with him to further the mission of UNC-CH and the System.

BOG Chair Ramsey shared remarks and updates from the UNC System.

BOARD OF TRUSTEE CHAIR'S REMARKS

- Chair Stevens started by congratulating every single student, faculty, and staff member for making it through the past semester.
- The Chair shared thanks on behalf of the board to the essential workers, doctors, nurses, healthcare workers, and to everyone working remotely to make sure our community is safe.
- Chair Stevens shared his regret to the Class of 2020 and his Class of 1970 that they were unable to celebrate at Commencement.
- Chair Stevens continued and remarked on his confidence in our university's ability to navigate these unprecedented times.
- The Chair welcomed newly elected, and sworn in, Student Body President Reeves Moseley. Reeves was sworn in by NC Court of Appeals Judge Chris Dillon earlier this week.
 - Chair Stevens shared his and the board's excitement to work with him and his administration in the coming year.
- The Chair concluded his remarks by calling upon Trustee Moseley for his first set of remarks.

[A copy of these remarks is in the Office of the Assistant Secretary and at bot.unc.edu.]

STUDENT BODY PRESIDENT'S REMARKS

- Trustee Moseley shared remarks on his background and administration as well as their goals for the upcoming school year.

[A copy of these remarks is in the Office of the Assistant Secretary and at bot.unc.edu.]

CHANCELLOR'S REMARKS AND FALL SCENARIO PLANNING UPDATE

- Chancellor Guskiewicz began his remarks by Chair Stevens and welcoming Trustee Moseley to his first meeting.
- Chancellor Guskiewicz shared an update on campus operations and teaching as it relates to COVID-19 operations.
- The Chancellor shared stories of innovative teaching and research and the work of ongoing searches and committees.
- Chancellor Guskiewicz discussed Carolina's Roadmap for Fall 2020 to guide the reopening of campus this fall.
- Chancellor Guskiewicz concluded his remarks by introducing the presentation.

[A copy of these remarks is in the Office of the Assistant Secretary and at bot.unc.edu.]

UNC'S WORLD CLASS INFECTIOUS DISEASE AND PANDEMIC RESEARCH TEAM

Chancellor Guskiewicz introduced Dr. Myron Cohen, Director of the UNC Institute for Global Health and Infectious Diseases to provide an update on COVID-19. Dr. Cohen introduced two members of his team who joined in the conversation: Dr. Billy Fischer, Associate Professor of Medicine, Division of Pulmonary Diseases and Critical Care Medicine; and Dr. Audrey Pettifor, Professor in the Department of Epidemiology.

Together, they presented an update on COVID-19 testing and health operations. They also spoke about the return to campus scenario planning that they have been apart of with the Chancellor and his team. To conclude, they entertained questions from the board.

CONSENT AGENDA

Trustee Boliek made a motion to move item #4 (attachment D) – ratification of written ballot dated April 29, 2020 – to the discussion portion of closed session. Trustee Preyer seconded, and Secretary Artis Neal called the vote by roll call. The motion passed unanimously by roll call vote.

On motion of Chair Stevens and a second by Vice Chair Davis, the minutes of the following meetings were approved as distributed, as well as the other following actions:

- March 26, 2020 regular meeting
- April 14, 2020 special meeting

Ratification of the written ballot dated:

- May 12, 2020 – confidential naming matter
(ATTACHMENTS A-D)

FINANCE, INFRASTRUCTURE & AUDIT ITEMS

Chair Stevens then asked Committee Chair Haywood Cochrane to present the items for Finance, Infrastructure, and Audit.

Trustee Cochrane asked Jonathan Pruitt, Vice Chancellor for Finance and Operations to present the following items to the committee for action:

Ordinance Regulating Traffic and Parking

Vice Chancellor Pruitt presented the ordinance that goes into effect August 15, 2020. Summary of changes include:

1. Housekeeping item(s):
 - date changes
 - strike 2019-20 prices
 - updated UNC Hospital to UNC Health
 - updated Department of Public Safety to UNC Police
 - removed inactive parking zones
2. Article II. Payments and Collections
Section 2-1. Payment Methods
 - clarified UNC payroll deduction
 - added Discover card
 - added mobile device payment
3. Article III. Parking
Section 3-14. Reserved Parking: Clarified language requiring University and UNC Hospital employees and students to apply and purchase appropriate permits for disability parking.
4. Article IV. Parking Permits
Section 4-1. Parking Permits: Policy requires license plate registration associated with

a permit as the parking utilizes virtual permitting.

5. Article VI. Parking Control

Section 6-1. Penalties: Policy updates reflect virtual permitting.

- Backend/Pull-through Parking
- No Registered Plate
- Shared Permit/Place

(ATTACHMENT E)

Annual Audit Certification Letter

The University of North Carolina System *Task Force on Best Financial Practices* prescribed a recommendation that the UNC System Board of Governors require each campus Board of Trustees have an active Audit Committee, or alternatively a committee with the word "audit" in its title, that reports to the Board of Trustees and the Board of Governors annually on its activities. The audit committee functionally oversees the University's internal audit operation providing for independence in internal audit activities of the institution.

The UNC-Chapel Hill Board of Trustees Finance, Infrastructure and Audit Committee is responsible for ensuring specific meetings occur and processes are followed with regard to internal audit matters. Attestation of the Committee's compliance is requested to be submitted annually to the UNC System Vice President for Compliance and Audit Services.

(ATTACHMENT F)

Audit FY20-21 Work Plan

The Office of Internal Audit (OIA) developed the University of North Carolina-Chapel Hill's *Fiscal Year 2020/2021 Internal Audit Work Plan* (Work Plan). Risk Assessment processes employed as part of the Work Plan development phase were adapted due to campus-wide management of COVID-19 response, beginning early March 2020 and continuing. Disruptors of social distancing and business continuity management adversely impacted the OIA's ability to meet to discuss business process changes and perspectives on divisional risk drivers with all members of executive leadership.

The document defines key areas of University operations where institutional risk mitigation is being focused through the completion of internal audit activities. In addition to defined engagements, OIA hours are provided within the Work Plan year to perform advisory services and for the completion of special projects and investigations.

The Work Plan was established based on OIA information gathered through analysis of existing and emerging risks. This included an assessment within higher education of regulatory emphasis from external sources, a financial magnitude assessment, consideration of the University's ERM Register of Top Five Institutional *Risks*, and potential risk impediments of the eight strategic initiatives framed within *CAROLINA NEXT – INNOVATIONS FOR PUBLIC GOOD*. Institutional risks discussions were held with the Chancellor, Executive Vice Chancellor and Provost, Vice Chancellor for Finance and Operations, and the Board of Trustees Finance, Infrastructure and Audit Committee Chairman.

(ATTACHMENT G)

Committee Chair Cochrane made a motion to approve the following actions:

- Ordinance Regulating Traffic and Parking
- Audit Certification Letter
- Audit FY20-21 Work Plan

Trustee Davis seconded, and Secretary Artis Neal called the vote by roll call. These three items were approved unanimously by roll call vote.

Development Update

David Routh, Vice Chancellor for University Development presented an overview of fundraising activities to date.

(ATTACHMENT H)

A copy of this presentation is in the Office of the Assistant Secretary and at bot.unc.edu.

Finance Update

Vice Chancellor Pruitt shared an update on the University's financials.

UNIVERSITY AFFAIRS ITEMS

Chair Stevens introduced Committee Chair Chuck Duckett to preside over the University Affairs items.

Temporary Amendment to Trustee Policies re: Tenure Extensions

Anne Fox, Associate University Counsel shared a policy amendment for approval.

Due to the COVID-19 pandemic, there have been disruptions to normal University operations, including limitations on faculty members’ ability to carry out research and scholarship activities. In response, the Office of the Executive Vice Chancellor and Provost has encouraged tenure-track faculty members experiencing delays in scholarship, research or creative activities which affect their promotion and tenure to utilize the existing tenure clock extension request process. The Trustee Policies and Regulations Governing Academic Tenure in The University of North Carolina at Chapel Hill currently limit tenure track faculty members to 24 months’ total extension of the tenure clock. Some tenure track faculty members may have or soon will reach this limit but still need additional time on the tenure clock as a result of the unexpected and unprecedented changes to their work due to the pandemic.

We request that you approve a temporary amendment to the Trustee Policies and Regulations Governing Academic Tenure in The University of North Carolina at Chapel Hill to suspend the 24-month limit on total extensions for cases where the faculty member requests an extension for reasons related to the COVID-19 pandemic. The Office of the Executive Vice Chancellor and Provost would review these requests under the existing university process for tenure clock extensions.

(ATTACHMENT I)

Committee Chair Duckett made a motion to approve the amendment. Trustee Cochrane seconded, and Secretary Artis Neal called the vote by roll call. This item was approved unanimously by roll call vote.

Graduate and Professional Student Federation Transition

Chastan Swain, Past President of GPSF shared final remarks with the board. Mr. Swain ended his term in April.

Employee Forum Transition

Shayna Hill, Chair of the Employee Forum shared a year in review with the board. Ms. Hill shared a video to end her remarks.

A copy of this presentation is in the Office of the Assistant Secretary and at bot.unc.edu.

Faculty Transition

Dr. Lloyd Kramer, Interim Chair of the Faculty shared final remarks with the board.

EXTERNAL RELATIONS ITEMS

Chair Stevens asked Vice Chair Davis to preside over the external relations items.

Public Affairs Update

Clayton Somers, Vice Chancellor for Public Affairs and Secretary of the University presented an updated on COVID-19 funding by the NC General Assembly and US Congress.

Communications Update

Joel Curran, Vice Chancellor for Communications presented an update on stories around UNC’s COVID-19 research impact and the May 2020 graduation celebration.

(ATTACHMENT J)

A copy of this presentation is in the Office of the Assistant Secretary and at bot.unc.edu.

MOTION TO CONVENE IN CLOSED SESSION

On motion of Secretary Artis Neal, and seconded by Vice Chair Davis, 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), (6), (7), and (9). Secretary Artis Neal called the vote by roll call. The motion passed unanimously by roll call vote.

RECONVENE MEETING IN OPEN SESSION

Vice Chair Davis made a motion to return to open session. Trustee Cochrane seconded, and Secretary Artis Neal called the vote by roll call. The motion passed unanimously by roll call vote.

Trustee Brown had to leave the meeting early and was not present for the return to open session.

OPEN SESSION

REPORT OF THE UNIVERSITY AFFAIRS ITEMS

Chair Stevens referred the members to the personnel matters submitted for review. Trustee Duckett made a motion to approve the three actions. Trustee Cochrane seconded, and Secretary Artis Neal called the vote by roll call. The motion was approved by Secretary Artis Neal, Trustee Boliek, Trustee Cobey, Trustee Cochrane, Vice Chair Davis, Trustee Duckett, Trustee Hopkins, Trustee McCullen, Trustee Meekins, Chair Stevens, and Trustee Moseley. Trustee Preyer voted against the motion, Trustee Brown was absent.

Chair Stevens stated that the personnel and salary actions voted on in open session had been distributed.

(ATTACHMENTS D, K, & L)

REPORT OF EXTERNAL RELATIONS ITEMS

Vice Chair Davis brought forward a motion to adopt a resolution for the UNC Board of Visitors.

**RESOLUTION
BOARD OF TRUSTEES
THE UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL**

**UNC Board of Visitors One-Year Membership Extension
May 21, 2020**

WHEREAS, The University of North Carolina at Chapel Hill Board of Visitors is an active group of volunteers, assisting the Board of Trustees and Chancellor in a range of activities that help advance the University, including informing members of their communities about what is going on at Carolina and, in turn, keeping the University administration informed about what they are hearing about Carolina in their communities; and

WHEREAS, The members of the UNC-Chapel Hill Board of Visitors serve four-year terms. Each year, as members rotate off, the Board of Trustees elects a class of new members. That process begins in January when trustees, other BOV members, alumni and University staff make nominations. At its spring meeting, the Trustees formally elect a new class of BOV members; and

WHEREAS, The Board of Visitors typically meets twice a year in Chapel Hill. The Board of Visitors fall 2019 meeting was disrupted because of Hurricane Dorian, and many members were unable to attend. The March 2020 meeting was upended due to COVID-19 and turned into a virtual information session with key members of the University addressing COVID-19; and

WHEREAS, Many members feel they missed a year of full participation as members of the University's Board of Visitors.

NOW, THEREFORE, LET IT BE RESOLVED, that the University of North Carolina Board of Trustees affirms the importance of the University's Board of Visitors. Given the unusual nature of this year's turn of events, current members will not rotate off this year and no new nominations will be accepted. All nominations made this year will remain active and reconsidered during next year's cycle.

Trustee Cochrane seconded the motion, and Secretary Artis Neal called the vote by roll call. This resolution was adopted unanimously by roll call vote. Trustee Brown was absent.

ADJOURNMENT

There being no further business to come before the Board, Chair Stevens called for a motion to adjourn. Vice Chair Davis made the motion; Trustee Cochrane seconded, and Secretary Artis Neal called the vote by roll call. The motion passed unanimously by roll call vote. Trustee Brown was absent. Chair Stevens adjourned the meeting at 2:10 pm.



Clayton Somers, Assistant Secretary