UNC CHARLOTTE

The University of North Carolina at Charlotte
Board of Trustees

Tuesday, February 11, 2020
Popp Martin Student Union, Room ABDE

Open Session Minutes

Present
Michael L. Wilson, Chair
Dennis N. Bunker III
Chandler A. Crean
Sharon Allred Decker (via telephone)
Susan D. DeVore
Christine P. Katziff
J. Brett Keeter
Fred W. Klein Jr.
David W. Mildenberg
Mary Anny Rouse
Carlos E. Sanchez (via telephone)
Teross W. Young Jr

Absent
Theresa J. Drew

Staff/Guests in Attendance
Philip L. Dubois, Chancellor
Kevin Bailey, Vice Chancellor for Student Affairs
Jacob Baum, Student
Kim Bradley, Chief of Staff
Anne Brown, Associate Vice Chancellor for Finance
Susan Burgess, Chief Compliance Officer
Michael Carlin, Vice Chancellor for Information Technology
Anna Clark, Executive Assistant to the Chief of Staff
Celeste Corpening, Staff Council Chair
Tina Dadio, University Public Records Officer/Legal Specialist
Betty Doster, Special Assistant to the Chancellor for Constituent Relations
Steven Dunham, Chief Risk Officer
Shari Dunn, Senior Executive Assistant to the Chancellor
Lauren Gregg, Senior Director of University Events and Programs
Beth Hardin, Vice Chancellor for Business Affairs
Will Healy, Head Football Coach
Mike Hill, Director of Athletics
Jesh Humphrey, Vice Chancellor for Institutional Integrity and General Counsel
Melva Jenkins, Administrative Liaison for University Governance
Joan Lorden, Provost and Vice Chancellor for Academic Affairs
Colleen Penhall, Chief Communications Officer
David Powers, Board of Governors Liaison
Brenda Shue, Executive Assistant to the Chancellor and Division Budget Manager
Amanda Simpson, Legal Paralegal
Buffie Stephens, Director of Issues Management & External Media Relations
Niles Sorensen, Vice Chancellor for University Advancement
Jennifer Walker, Chief Audit Officer
Leslie Zenk, Assistant Provost

Announcement. Before Mr. Wilson called the meeting to order, Chancellor Dubois made an announcement regarding the NinerAlert that was sent earlier that morning. Chancellor Dubois reported that a bullet had been discharged in Lynch Hall and was found in an adjacent room. Chancellor Dubois reported that there was no immediate threat to the campus and no one was hurt.

Call to Order. Mr. Wilson called the meeting to order and reminded members of their duty to avoid conflicts of interest and appearances of conflicts of interest under the State Government Ethics Act, in accordance with Chapter 138A of the North Carolina General Statutes, and advised the Committee members to notify him immediately if anyone should become aware of a conflict of interest or the appearance of a conflict of interest during the meeting. No conflicts of interest were reported.

Introductions and Announcements. Mr. Wilson thanked the Trustees for attending and acknowledged Mr. Powers' attendance.

Mr. Wilson highlighted some important upcoming events, including the 29th Annual Barnhardt Seminar on Ethics and the World of Business featuring Tom Skains; Governor's Employer Roundtable; the De Silva Award Ceremony; the First Citizens Award Ceremony; the Distinguished Service Award Luncheon honoring Chief Kerr Putney; the Center City Building Dedication; the Alumni Boards Chancellor Farewell Event; and the TIAA Lecture featuring Elizabeth Kolbert.

Mr. Wilson invited the Board to join him in congratulating Chancellor Dubois for receiving the Order of the Crown award from Mayor Vi Lyles. Mr. Crean was also recognized for receiving the Howard H. Baker Leadership Award from Pi Kappa Phi for outstanding leadership and involvement on campus.

Remarks from Board of Governors Liaison. Mr. Wilson invited Governor Powers to provide an update on the Board of Governors.

Governor Powers provided updates on the presidential search, as well as the chancellor searches that are underway at the other system institutions. He then reported that the Board of Governors is reviewing its internal discipline policies, as well as policies to petition the Board of Governors to discipline Boards of Trustees. The Board is also appointing a task force composed of campus
constituents, including chancellors, trustees, staff, and faculty, that will be charged with reviewing the processes for student body elections to keep external influences out.

Governor Powers then reported that the UNC System is experiencing the highest five-year graduation rate in the history of the system. Some of the changes the Board is hoping to implement include standardizing credit hours, making college more affordable to families, and student access.

Lastly, Governor Powers congratulated Chancellor Dubois and thanked him for his strong leadership of the University. He commended UNC Charlotte for having the first School of Data Science and for how well issues are handled on this campus.

Approval of Minutes. Mr. Wilson requested action on the minutes of the December 11, 2019 Board of Trustees meeting as distributed.

Action. On a motion by Ms. DeVore, seconded by Mr. Bunker, the Board unanimously approved the minutes of the December 11, 2019 meeting.

Remarks by the Chancellor. Chancellor Dubois updated the Board on actual spring enrollment, comparing it to last year, as well as projected fall enrollment, and the anticipated budgetary implications due to the decrease in enrollment. He explained that we do not anticipate a reduction in our appropriation in FY 2021 because of changes that the System Office is making in calculating enrollment-related funding. However, it is likely that we will see some reduction in tuition revenues.

Next, Chancellor Dubois reported that our license agreement to locate the Niner University Elementary School was signed and approved by the CMS School Board in December, but that did not give us actual access to the building for some of the physical modifications we need to make before opening next fall. Our legal team worked with CMS to secure a license modification so we can move ahead, and the lease is making its way toward the County Commission. He then reported that he had appointed a 10-member school advisory board as is required by statute, and will try to get that group’s first meeting before his departure.

Chancellor Dubois then reported that we are still awaiting the first draft of the report from the external consultants we hired to review our response during and following the April 30 incident. Chancellor Dubois also stated that the findings of a survey by CRA, our communications partner, during the review of our communications in the days that followed the shooting, would be presented later in the meeting.

Chancellor Dubois next reported that The Remembrance Commission has completed its work and issued a written report and recommendations, all of which he has accepted. Chancellor Dubois reported on the financial aspects of the proposed memorial. He then reported that he has appointed two groups, a design jury and advisory committee, to oversee the memorial design selection. Lastly, he reported on the status of the planning for the April 30 Remembrance events, including the on-campus events and Remembrance concert.
Chancellor Dubois asked the Board to congratulate Gene Johnson the next time they see him for receiving the Bill Mitchell Volunteer of the Year Award from the southeastern chapter of the Council for the Advancement of Education (CASE).

Chancellor Dubois concluded by mentioning the reception at Bissell House on May 7 honoring former Trustee, Karen Popp, prior to her receiving the Honorary Degree at the Saturday commencement ceremony. All Trustees will receive invitations to the reception.

Football Program Update. Mr. Wilson asked Mr. Hill to introduce Coach Healy to update the Board on the football program. Coach Healy expressed his excitement that this past season was a historic one for UNC Charlotte football, with the team making it to a bowl game. Coach Healy shared that he is committed to teaching student-athletes that they have identities outside of football and helping them know that they can be successful with or without football. Coach Healy reported that the program is still undergoing changes, as he will add at least three new coaches and many new athletes. Coach Healy concluded by thanking the Board for giving him the opportunity.

Campus Recovery Perceptions. Ms. Penhall began her presentation by showing a video to give some perspective to those trustees who were not onboard at the time of the shooting. Next, she shared media mentions related to April 30. Ms. Penhall then explained the results of a study administered in November by our communications partner, CRA, to determine the campus community’s perceptions of how well the University is addressing the needs of its community after the shooting, and communication preferences and suggestions. Discussion ensued about the differences between issues on and off campus in the surrounding area.

Legislative Update. Ms. Doster gave an update on the status of the budget, reporting that there is no change since her December report. Ms. Doster informed the Board that the legislature goes back in session on April 28 for another chance to revisit the budget. Ms. Doster thanked Board members who have addressed the budget with legislators and the Governor.

Chancellor Dubois asked Ms. Doster to explain the resolution regarding House Bill 966 and Senate Bill 354 to segue into the action required from the Board on the next agenda item.

Resolution Regarding House Bill 966 and Senate Bill 354. Ms. Doster provided an overview of the resolution that was adopted by the UNC Board of Governors, which called for the Boards of Trustees of the constituent institutions to adopt concurring resolutions.

Mr. Wilson asked for a motion to adopt the Resolution of the Board of Trustees of the University of North Carolina at Charlotte.

Action. On a motion by Mr. Bunker, seconded by Ms. DeVore, the Board unanimously voted to adopt the Resolution of the Board of Trustees of the University of North Carolina at Charlotte.

One IT Reorganization. Dr. Carlin gave a presentation about the reorganization of the IT Department, after the Office of the State Auditor identified risks in 2017 associated with the University’s existing distributed IT model, with the intent to ensure great security and controls, and strengthen IT operations and service delivery.
Dr. Carlin shared results of the BerryDunn two-year assessment of IT. Dr. Carlin reported that Chancellor Dubois accepted the BerryDunn recommendations to create a new Office of OneIT. The University will begin a multi-year implementation journey, moving slowly but intentionally toward implementation of the new IT structure. One IT will be operational on July 1, 2020. Discussion ensued about the new organizational structure.

Report of the University Faculty Council. Mr. Wilson reported that Mr. Avrin was absent due to illness and directed the Board to the Faculty Council report in the Board book.

Report of the Student Government Association. Mr. Crean reported that the application period for new student body senators and class presidents will run through February 24. Student elections will take place on March 25, 2020 and new SGA officers will be sworn in the second week of April. Mr. Crean concluded with updates on remaining SGA initiatives, including the implementation of eco-friendly commencement robes, the State of the University address, and the E-Scooter pilot program.

Report of the University Staff Council. Ms. Corpening provided an update on the recent activities of the Staff Council. Ms. Corpening reported that it is the Council’s goal to make staff more aware of the Staff Council through awareness initiatives such as revamping their image inclusive of their new logo, their spotlight initiative, and updating the Council website.

Report of the Executive Committee. Mr. Wilson reported that he updated the Committee on the status of the Chancellor Search process, and reiterated the Board’s role in approving the Search Committee’s recommendation of the final slate to be forwarded to the UNC System President. Mr. Wilson indicated that if everything goes as planned, we hope to have an announcement of the new Chancellor on April 17.

Mr. Wilson also reported that Ms. Rouse briefed the Committee on the Nominating Committee’s charge to present a slate of Board officers for next year.

Report of the Academic and Student Affairs Committee. Mr. Bunker reported that the Committee received a presentation on the new student organization for Esports. Discussion ensued about the details of the organization and its governance.

The Committee also received a presentation on unemployment shock and the individual economic forces that push men into female dominated careers.

Report of the Athletics Committee. Mr. Keeter reported that Coach Healy had spoken to the Athletics Committee about success, sharing the fact that we have three players in the NFL Combine. Mr. Keeter also reported that the Committee received updates on the Athletics program from Mr. Hill. Committee Chair Mr. Young, who attended the Committee meeting via telephone but was present for the full board meeting, commended Mr. Hill and the Athletic Department on the year’s achievements and accomplishments, which have exceeded all expectations.
Report of the Facilities and Physical Properties Committee. Mr. Klein reported that the Committee discussed plans for campus infrastructure projects and Center City parking updates, and received updates on current capital projects.

Mr. Klein then reported that the Committee had approved two requests for authorization that required a formal Board vote.

Mr. Klein presented a motion from the Committee for authorization for advanced planning for a remembrance memorial with an advance planning budget of $200,000 and a project cost of $2,000,000.

**Action.** The Board unanimously approved the authorization for advanced planning for a Remembrance Memorial with an advanced planning budget of $200,000 and a project cost of $2,000,000.

Mr. Klein presented a motion from the Committee for authorization for a capital project for the Cone Center North roof replacement with a project budget of $400,000.

**Action.** The Board unanimously approved the authorization for a capital project for the Cone Center North roof replacement with a project budget of $400,000.

Report of the Audit, Compliance, and Enterprise Risk Management Committee. Ms. DeVore reported that the Committee was briefed on the financial statement audit report conducted by the Office of the State Auditor and that the University received very positive feedback from the State Auditor who indicated that UNC Charlotte had the fewest changes in the system from what was originally submitted. The Committee was also briefed on the annual financial audits of UNC Charlotte’s affiliated entities and the NCAA Agreed-Upon procedures.

Ms. Devore reported that the Committee had robust discussions with Ms. Walker about the 2020 internal audit plan and several other items, and with Ms. Burgess about HIPAA privacy compliance.

Motion to Convene in Closed Session. Mr. Wilson requested a motion to convene in closed session.

**Action.** On a motion by Ms. DeVore, seconded by Mr. Bunker, the Board convened in closed session pursuant to the following General Statutes of the State of North Carolina:

- **a.** Pursuant to N.C.G.S. §143-318.11(a)(1), to prevent the disclosure of information that is privileged or confidential pursuant to the laws of this State or of the United States, or not considered a public record within the meaning of Chapter 132 of the General Statutes, such privilege or confidentiality arising under the Family Educational Rights and Privacy Act (20 U.S.C. §1232g) or N.C.G.S. Ch. 126, Art. 7;
- **b.** to consult with and receive advice from counsel pursuant to N.C.G.S. §143-318.11(a)(3);
- **c.** pursuant to N.C.G.S §143-318.11 (a)(6), 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.

Closed Session

Closed session minutes are filed in the office of the assistant secretary to the Board of Trustees.

Open Session

Adjourn. There being no further business before the Board, Mr. Wilson adjourned the meeting.

Submitted: [Signature] 4/2/2020
Kim S. Bradley
Assistant Secretary to the Board
UNC Charlotte Board of Trustees

Approved: [Signature] 4/2/2020
Michael L. Wilson
Chair
UNC Charlotte Board of Trustees