

North Carolina Agricultural & Technical State University

**BOARD OF TRUSTEES
GOVERNANCE COMMITTEE MEETING**

Meeting Minutes for
February 28, 2020

CALL TO ORDER

The Governance Committee of the Board of Trustees convened on Friday, February 28, 2020 at 10:00 A.M., in the Conference Room of the Alumni Foundation Events Center with Mr. John Bluford presiding. Mr. Bluford called the meeting to order and asked for the roll call.

ROLL CALL

Committee members present were:

Mr. John Bluford
Mr. George Mainor
Mr. Bhaskar Venepalli

Others Present:

Ms. Venessa Harrison, Chair, BOT
Ms. Melissa Holloway, General Counsel
Ms. Saundra Ross, Recorder, Office of Legal Affairs

REVIEW AND APPROVAL OF MINUTES

The November 22, 2019 meeting minutes were approved.

INFORMATION ITEMS/PRESENTATIONS

I. Board Duties and Responsibilities

Ms. Holloway provided a general overview of the responsibilities of board members and outlined in the *Duties, Responsibilities, and Expectations* policy adopted by the Board of Trustees on November 18, 2016. A full copy of the document is available in the University policy manual: <https://hub.ncat.edu/administration/legal/policies/sec1-gov-and-adm/duties-and-responsibilities-posted-2017.pdf>

The Policy describes the fiduciary obligations/responsibilities and expectations of all Board members including the financial support of the members. The report also addresses participation in policy and oversight and the appendix outlines a set of responsibilities delegated from the Board of Governors to the Board of Trustees

The committee discussed this should be included during the Orientation materials (Appendix A).

Ms. Holloway advised that the fiduciary responsibility of board members is to ensure that the board understands the stewardship obligation of how the university is using the funds, looking at the relationships and resources, purchasing real estate, bond issuance, construction of new buildings, facilities upkeep and maintenance, etc. Students are supporting their own education through tuition fees. Trustees are very engaged in setting the tuition each year, along with associated fees, as well as making fiduciary responsibilities and decisions that are fair for the university that don't impede the ability to recruit students. Trustees understand how to engage the university's resources (i.e. grants, alumni, and support from outside the university). Thresholds were discussed as the Chancellor may approve up to \$75K (any amount other than that may be approved by the Board), BOG approves amounts up to \$250K (although they are not involved in our litigations, approval for settlements may be needed). Further discussion regarding the hiring process of the Chancellor and the reporting accountabilities.

II. Discussion of the Role of the Executive Committee

Ms. Holloway advised the bylaws state the Executive Committee should consist of the Chair, Vice-Chair, Secretary, Parliamentarian and chairs of all the standing committees. The committee has the ability to approve Senior Academic and Administrative Officer positions and taking emergency action between Board meetings, as needed.

III. Governance Committee Structure

Ms. Holloway discussed the opportunity to revisit the Governance Committee structure and improve the presentation of information. Committee members also discussed having the Governance Committee serve as the BOT hearing/grievance committee. Ms. Holloway will revise the charter of the Governance Committee to add those responsibilities to allow the full board to weigh in on the changes.

IV. Evaluation Planning Process and Timeline:

Tabled until next meeting

Adjournment

There being no other business, a motion to adjourn, was seconded, and unanimously approved.

Approved by the Committee on September 25, 2020.

John Bluford, Chair