

North Carolina Agricultural & Technical State University

**BOARD OF TRUSTEES
GOVERNANCE COMMITTEE MEETING**

November 13, 2020

Meeting Minutes

CALL TO ORDER

The Governance Committee of the Board of Trustees convened on Friday, November 13, 2020 at 10:00 A.M. via Zoom 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, Chair

Ms. Kimberly Gatling

Mr. George Mainor

Mr. Bhaskar Venepalli

Others Present:

Ms. Melissa Jackson Holloway, General Counsel, Staff Liaison

Ms. Sandra Ross, Recorder, Office of Legal Affairs

The Chair reminded committee members of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflict of interest. The chair asked if there were any conflicts or appearances of conflict with respect to any matter coming before the committee. No members identified any conflicts at the time.

Ms. Holloway reminded committee members committee that the meeting would be conducted pursuant to the provisions recently enacted modifications to the laws governing open meetings North Carolina public bodies during a declared state of emergency. These changes requires board members to identify themselves prior to speaking, making motions and participating in deliberations. This law also requires that all votes be taken via roll call. Ms. Holloway also advised committee members advised that all chats, instant messages, texts, and other written communication between members of the board regarding public business during a remote meeting are deemed public records.

REVIEW AND APPROVAL OF MINUTES

The Chair called for the approval of the September 25, 2020 meeting minutes. The minutes were unanimously approved via roll call vote.

INFORMATION ITEMS/PRESENTATIONS

Board Assessment Discussion:

Ms. Holloway presented the sample board questions and short assessment survey. The survey will be a maximum of 50 questions to include the following domains: Board Organization, Policy Role of the Board, Community Relations, Policy Direction, Board and Chancellor Relations, University Operations, Institutional Performance, Board Leadership, University Advocacy, and Board Education with opportunity for narrative responses. Mr. Bluford suggested the respondents be allowed to provide a narrative response at the end of each domain. Ms. Holloway agreed to revised the survey to distribute to all committee members for feedback before the next meeting.

The Committee recommended that the aggregated data be compiled by an independent entity. Ms. Holloway will contact Institutional Research to identify possible vendors and revise the proposed timeline based upon today's discussion.

BOT Bylaw Discussion

Ms. Holloway discussed recent amendments to Section 200.7 of the UNC Policy Manual providing clarity on the scope and role of the Board of Governors and campus Boards of Trustees. The document includes additional information about a new complaint process and may necessitate changes to University bylaws. Ms. Holloway will provide a more detailed overview of the changes during the February meetings. Mr. Bluford discussed the importance of revisiting the committee structure and charters to improve board operations. Ms. Holloway stated that comparison has been completed against other UNC system institutions relating to Board committee structure and oversight.

Other Items

Trustee Mark Copeland has agreed to serve as a member of the Governance Committee and will be invited to the next meeting.

Adjournment

There being no other business, a motion to adjourn was made by Trustee Bluford, seconded by Trustee Venepalli and unanimously approved via roll call vote.

Approved by the Committee on February 26, 2021.

John Bluford, Chair