

N.C. A&T BOARD OF TRUSTEES EXECUTIVE COMMITTEE

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CALL TO ORDER

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ROLL CALL

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OPEN MEETINGS COMPLIANCE

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This meeting is being conducted remotely consistent with the enacted modifications to the laws governing the meetings of North Carolina public bodies during a declared state of emergency. These changes in the law requiring board members to identify themselves prior to speaking, making motions, and participating in deliberations. The law also requires all votes to be taken via roll call. Also, please be advised that all chats, instant messages, texts, and other written communications between members of the Board regarding public business during a remote meeting are deemed public record.

CONFLICT OF INTEREST

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In accordance with the State Government Ethics Act, it is the duty of every member of the N.C. A&T Board of Trustees to avoid both conflicts of interest and appearances of conflict.

After reviewing the agenda and related materials, does any Board member have any known conflict of interest or appearance of conflict with respect to any matters coming before the Board today?

If so, please identify the conflict or appearance of conflict and refrain from any undue participation in the particular matter involved.

DELEGATION OF AUTHORITY UPDATE



Melissa J. Holloway, Esq.
Vice Chancellor and General Counsel
Legal Affairs, Risk, and Compliance
11/12/2021

N.C. A&T BOT RESOLUTION AND DELEGATED AUTHORITY MATRIX

- Approved resolution and delegation matrix submitted by the BOT Chair to UNC System Administration (President, Chief of Staff, and VP for Legal Affairs) on October 1, 2021.
- Request from UNC System for additional information on October 12, 2021, including, but not limited to, request for A&T's signature authority policy.
- Approved by UNC System on October 22, 2021, subject to two (2) technical corrections and the addition of various Exhibits as supporting documents.

FEDERAL CONTRACTOR VACCINE MANDATE



Melissa J. Holloway, Esq.
Vice Chancellor and General Counsel
Legal Affairs, Risk, and Compliance
11/12/2021

COVID VACCINE MANDATE FOR FEDERAL CONTRACTORS (EXECUTIVE ORDER 14042)

- Signed on 9/9/2021, requires a broad array of federal contracts valued at *more than \$250,000* to include a contract clause requiring that all employees *working “in connection with” or “at a covered contractor workplace”* the federal contract be vaccinated against COVID-19.
 - > Includes provisions for religious and medical exemptions.
 - > Includes full-time, part-time, remote and student employees (maybe)
- Applicable to contracts (*and contract-like instruments*) signed on or after 10/15/21.
 - > Many agencies are amending existing contracts to include the clause.
 - > Contract like instruments apply to agreements for services, leases, cooperative agreements (does not apply to Grants).
 - > Agencies are strongly encouraged to include the requirement in contracts not directly addressed by the Order.

WORKING “ON OR IN CONNECTION WITH A COVERED CONTRACT” OR IN A “COVERED WORKPLACE”

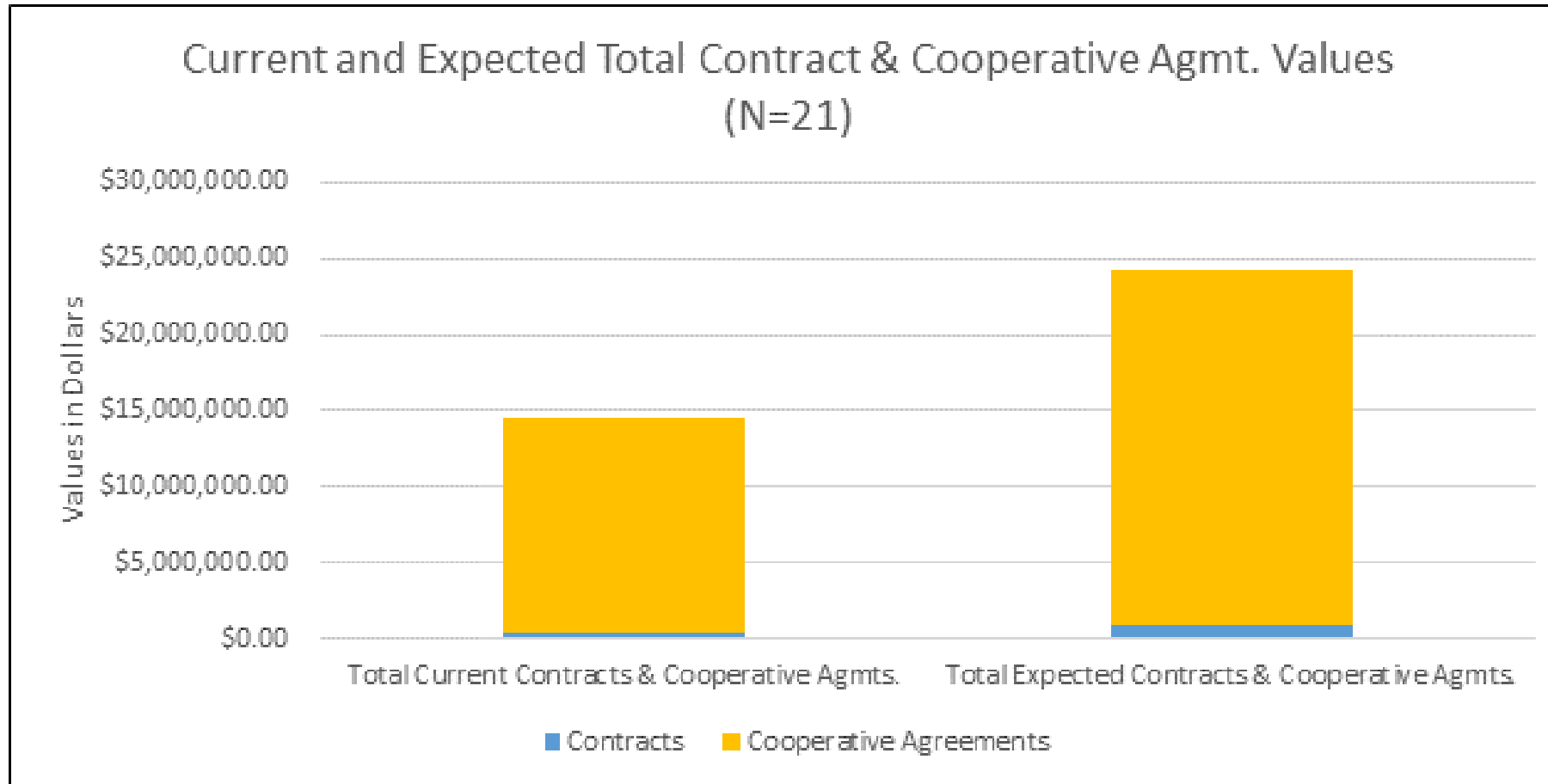
- Work is necessary to the performance of the contract
 - > Does not require that the work be called for under the contract.
 - > Includes support areas like purchasing, legal, and human resources.
 - > Includes remote workers.
- Covered workplace
 - > Any location that is (a) controlled by a covered contractor and (b) at which any employee of a covered contractor working on or in connection with a covered contract is “likely to be present” during the contract performance period.
 - > Guidance takes a very broad view of what the workplace is for purposes of the Order
 - For instance, if one covered employee works of the 1st floor of a campus building then the entire building is covered unless we can show that the covered employee will have not access with noncovered employees (in restrooms, elevators, dining spaces, elevators)
 - Broadest read – if one building is covered then the entire campus is covered.

WHEN IS COMPLIANCE REQUIRED?

- Employees are to be **fully** vaccinated (booster not currently required) by **12/8**
 - > Means for a two-dose vaccine, the last day to receive the second-does is 11/24.
 - > After 12/8, all covered contractor employees must be fully vaccinated by the first day of the performance period on a newly awarded contract or renewed contract. or by the first day of performance of the contract.
- Federal requirements supersede any contrary state or local law or ordinance.

CAMPUS NEXT STEPS

- Identify federal contracts (existing, pending, or proposals under review) - **Complete**
- Evaluate potential trigger dates for the vaccine mandate (review renewal or extension dates or anticipated award dates) - **Complete**
- Designate a team to coordinate the University's efforts, implementation, and compliance with the requirements of the Executive Order. - **Complete**
- Evaluate Compliance Implications – scope and impact of the vaccine mandate on its campus operations (is continuing with existing contracts or entering in new contracts in the best interest of the institution?) - **Ongoing**
- Develop compliance strategies – **Ongoing**
- Develop communications plan (internal and external) - **Ongoing**



PROPOSED BYLAWS REVISIONS



Melissa J. Holloway, Esq.
Vice Chancellor and General Counsel
Legal Affairs, Risk, and Compliance
11/12/2021

SUMMARY OF PROPOSED CHANGES

- **Section II. Membership** – modifications to reflect current BOT appointment structure by BOG and General Assembly (Speaker Pro Tempore of the Senate and Speaker of the House)
 - > **Section II.A** – updated to reflect current appointment structure.
 - > **Section II.C** – deleted and move to the Meetings section (electronic meeting participation)
 - > **Section II.D** – updated to reflect current appointment structure and notifications requirements related to BOT vacancies
 - > **Section II.G** – Dual membership added to the membership section
- **Section III.G Dual Membership** – deleted with content moved to the Section II. Membership

SUMMARY OF PROPOSED CHANGES

- Section IV. Officers
 - > IV.A. Chair, VC and Secretary - updated to include timing of officer elections and ability of newly appointed BOT members to actively engage in the nomination and election process consistent with BOG policy/guidance.
 - > IV.B. Term of Office – updated to reflect the term limits for all BOT Officers, including Chair
 - > IV.C. Chair – deleted and information moved to IV.B Term of Office
 - > IV.E. Secretary - Non-substantive edit
 - > IV.F. Assistant Secretary – codification of current practice regarding the use of an administrative staff person as the BOT Assistant Secretary

SUMMARY OF PROPOSED CHANGES

- Section V. Committees
 - > Section V.A - Added information related to the ability of the BOT to create BOT special advisory committees
 - > Section V.F (new) – Added information related to the BOT Nominating Committee
- Section VI. Meetings
 - > VI.B Regular Meetings – information regarding electronic meeting participation moved to this section and updated to reflect best practice in the UNC System
 - > VI.C Special Meetings – updated to include current open meetings compliance re: timing of posting and electronic meeting participation
 - > VI.D Emergency Meetings – updated to include electronic meeting participation
 - > VI.E.3 Agenda – removed to be consistent with best practice in the UNC System
 - > VI.F Open Meetings Compliance/Closed Session (new)

SUMMARY OF PROPOSED CHANGES

- **Section VII.E Conduct of Board Business**
 - > **Section VII.E Notice** – removed closed session/public meetings required
 - > **Section VII.G Closed Session** – relocated closed session/public meetings to the **Section IV. Meetings**
- **Section X, Amendment of Bylaws** – modified to be consistent with best practice and allow more flexibility relating to amendments.

NEXT STEPS: BYLAWS, SECTION XI. AMENDMENT

- Bylaws may be amended at any regular or special meeting of the BOT by a 2/3rds vote of the full Board.
- Any amendment (s) must have been introduced at a preceding regular or special meeting of the Board.
- No vote on approval allowed or permitted less than thirty days after introduction of the amendment.
- If the event of conflict between the bylaws and the UNC Code, the Code shall control (**Section XII. Subordination**)

QUESTIONS

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ADJOURNMENT

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