

North Carolina Agricultural and Technical State University

**BOARD OF TRUSTEES
EXECUTIVE COMMITTEE MEETING**

Meeting Minutes for
November 11, 2021

CALL TO ORDER

The Executive Committee of the Board of Trustees convened on Thursday, November 11, 2021 at 4:30 p.m., via zoom with Ms. Hilda Pinnix-Ragland presiding. Ms. Pinnix-Ragland called the meeting to order and asked for the roll call.

ROLL CALL

Committee members present were:

Ms. Hilda Pinnix-Ragland
Mr. John Bluford
Mr. Mark Copeland
Mr. William Dudley
Ms. Kimberly Gatling
Mr. Paul Jones
Mr. Timothy King
Mr. Joseph Parker

Others Present:

Mr. Harold C. Martin, Chancellor
Ms. Erin Hart, Chief of Staff
Ms. Melissa Holloway, Vice Chancellor and General Counsel
Ms. Saundra Ross, Recorder, Office of Legal Affairs

The Chair reminded the 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 from the committee. No members identified any conflicts at the time.

Ms. Pinnix-Ragland reminded committee members that the meeting would be conducted pursuant to the provisions recently enacted modifications to laws governing the meetings of North Carolina public bodies during a declared state of emergency. These changes require board members to identify themselves prior to speaking, making motions, and participating in deliberations. The law also requires all votes to be taken by roll call. Ms. Pinnix-Ragland also advised committee members 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 record.

INFORMATION ITEMS/PRESENTATIONS

1. Delegation of Authority

Ms. Holloway discussed feedback from the UNC System related to the delegated authority project and suggested revisions to the University's delegated authority resolution and supporting exhibits. Per the System's recommendations, Ms. Holloway advised that the University made minor modifications to the resolution and will provide additional exhibits to support the delegations of authority including the University's signature authority policy and management flexibility plan. The revised resolution requires approval by the Board of Trustees before final submission to the Board of Governors.

2. Biden Administration Federal Contractor Vaccine Mandate

Ms. Holloway and Chancellor Martin shared that North Carolina A&T has done a remarkable job with hosting vaccine clinics in East Greensboro and has strongly encouraged faculty and staff to get vaccinated. Ms. Holloway advised on September 9, 2021, the Executive Order originally required that all employees working on or in connection with a federal contract (valued at more than \$250,000) be vaccinated against COVID-19 or provide documentation of a medical condition or deeply held religious/personal belief that prevents vaccination. This includes full-time, part-time, remote and possibly student employees. The deadline for such vaccinations was later extended to January 4, 2022. Many universities in the System, including N.C. A&T, are federal contractors subject to the order.

The University continues to assess the applicability of the federal mandate to ensure appropriate compliance. Approximately 80% of campus (including faculty, staff and students) have been vaccinated.

3. Bylaws Revisions

Ms. Holloway also presented proposed revisions to the Board of Trustees' Bylaws. A summary of the proposed changes and a redlined version of the Bylaws was included in the meeting materials. Committee members were advised that revisions to the Bylaws require advance distribution and presentation to the Board. Bylaw revisions must be approved by at least 2/3rds of the vote of the Board, and cannot be approved less than 30 days after such amendments are presented. Some of the changes discussed were;

- a. Membership - Modifications to reflect current BOT appointment structure by BOG and General Assembly.
- b. Officers - To include timing of officer elections and to allow newly appointed BOT members to actively engage in nomination and election process.
 - i. Term of Officers - To reflect term limits for all officers including Chair.
 - ii. Assistant Secretary - Regarding use of administrative staff person as BOT Assistant Secretary.
- c. Committees - To operationalize the creation of BOT special advisory committees.
- d. Meetings
 - i. Regular Meetings - Electronic meeting participation
 - ii. Special Meetings - Current open meeting compliance, re: timing of posting electronic meeting participation
 - iii. Emergency Meetings
 - iv. Agenda
 - v. Open Meetings/Closed Sessions

4. Closed Session

The motion was made to move to closed session by Trustee Jones, seconded by Trustee Parker and unanimously approved via roll call vote.

After discussion was complete during the closed session, the motion was made to move back to open session by Trustee Bluford, seconded by Trustee Dudley and unanimously approved via roll call vote.

5. Adjournment

There being no other business, meeting adjourned.

Approved by the Committee on February __, 2022