The North Carolina State University Board of Trustees met in regular session in the Dorothy and Roy Park Alumni Center on Centennial Campus, Raleigh, NC, on Thursday, January 24, 2013. The purpose of the meeting was to prepare for the board’s 2013 self-assessment. Chair Barbara Mulkey presided.

Members present: Barbara H. Mulkey, Chair
Jimmy D. Clark
Jack L. Cozort
Lawrence Davenport
Benjamin P. Jenkins III
Gayle S. Lanier
Robert L. Mattocks II
James W. Owens
John P. Sall
E. Norris Tolson
Susan P. Ward
Andy Walsh, ex officio

Chair Barbara Mulkey called the meeting to order at 10:00 a.m. She reminded all members of their duty to avoid conflicts of interest and appearance of conflicts of interest under the State Government Ethics Act and inquired as to whether there were any known conflicts of interest or appearances of conflicts with respect to any matters coming before the board at this meeting. There being none, Ms. Mulkey called upon Assistant Secretary PJ Teal for roll call.

ROLL CALL
Assistant Secretary PJ Teal called roll and certified that a quorum was present.

MINUTES
Chair Mulkey called for a motion to approve the open and closed session minutes of the November 16, 2012, meeting of the full board. Mr. Clark made the motion, seconded by Dr. Owens. The motion carried.

CHAIR’S REMARKS-BARBARA MULKEY
Chair Mulkey welcomed the group and thanked them for making this meeting a priority. The board has not had a retreat in several years after the practice was discontinued due to budgetary reductions. Today’s retreat will be very useful as the board prepares for its upcoming self-assessment. The last self-assessment was done in 2009, and they are to be done every four years.
NC State Board of Trustees  
January 24, 2013  
Page 2

Chair Mulkey congratulated Trustee Jimmy Clark who is being recognized with a 2012 College of Engineering Distinguished Alumni Award. She then noted that Randy Ramsey was not in attendance at this meeting due to the recent death of his father.

Chair Mulkey reported that the afternoon session would be the first formal joint meeting of the NC State Trustees and the UNC-Chapel Hill Trustees. There are wonderful opportunities for our two universities to work together through cutting-edge research and academic innovation. It is critical that our boards and administrative leadership contribute to these collaborative efforts by coming together to talk about strategic partnerships.

CHANCELLOR’S REMARKS—W. RANDOLPH WOODSON
Chancellor Woodson welcomed the Trustees and stated that the self-assessment is a great opportunity to focus on both the impact and the “nuts and bolts” functionality of the board. UNC-Charlotte Chancellor Emeritus Jim Woodward will facilitate our self-assessment in April.

Chancellor Woodson then provided thoughts on the afternoon joint session with the UNC-Chapel Hill Trustees. The afternoon session will focus on current partnerships existing between the two institutions as well as future collaborations we plan to explore. At this time in our history, it is more important than ever to foster collaborations between our institutions, using our individual strengths to achieve more than what can be accomplished individually. These discussions on strategic collaborations are consistent with the discussion and draft proposals coming from the UNC General Administration Strategic Plan.

TRUSTEE ROLES AND RESPONSIBILITIES
General Counsel Eileen Goldgeier gave a presentation on the duties, responsibilities and delegated authority of the Board of Trustees. She explained the differences in a public board such as the Board of Trustees and a corporate or non-profit board.

Ms. Goldgeier stressed that the Board of Trustees is chiefly a governing and advising board, and the Chancellor and senior administrators who are authorized to act on behalf of NC State are responsible for the administration and management of the university. Trustees should always act with the duties of good faith, loyalty and due care with the best interests of NC State in mind. Effective trusteeship as a board is vital to the continuing success and accreditation of NC State.

COMMITTEE DELEGATIONS/ANNUAL CALENDAR
Chancellor Woodson discussed current committee structure, how that translates to an annual calendar and provided a brief comparison to selected system universities. Our Board of Trustees now operates with five committees which was a result of 2009 self-assessment outcomes. He compared our committee structure with four UNC system schools: UNC-Chapel Hill, UNC-Charlotte, UNC-Wilmington and ECU.

REVIEW OF BOARD/COMMITTEE STRUCTURE
Chair Mulkey asked if there are better ways to structure our committees. Dr. Owens discussed the Audit, Finance and Planning Committee related to risk management and compliance. Dr. Owens feels that the committee could be more effective if members did not have to spend so
much time on reports and planning aspects. He asked if planning matters could be re-distributed to other applicable committees and not be solely under the purview of the Audit Committee.

Chancellor Woodson reiterated that compliance issues as well as risk management are the responsibility of all committees.

2009 SELF-ASSESSMENT SURVEY INSTRUMENT AND OUTCOMES
Chair Mulkey discussed the 2009 self-assessment and outcomes. Operational changes were made in response to the assessment. She asked that the Trustees review the draft timeline for the April 2013 self-assessment as well as the draft survey document. It is important that the Trustees carefully consider the survey instrument. Trustees discussed the frequency of the self-assessment as well as the schedule for committee meetings.

At 12:55 p.m., with no further business in open session, Dr. Owens made the motion, seconded by Mr. Cozort, to go into closed session according to the North Carolina General Statute 143-318.11 (a)(6) to consider the qualifications, competence, performance and conditions of appointment of a public officer or employee or prospective public officer or employee. The motion carried.

At 1:45 p.m., the board came out of closed session. With no further business to conduct, Mr. Tolson made the motion, seconded by Ms. Ward, to adjourn. The motion carried. Chair Mulkey adjourned the meeting at 1:50 p.m.

Respectfully submitted,

[Signature]
Assistant Secretary

[Signature]
Secretary

Approved:

[Signature]
Chair of the Board