

Board of Trustees
Open Session Minutes
North Carolina State University
Raleigh, North Carolina
November 13, 2020

The North Carolina State University Board of Trustees met in regular session using a hybrid meeting format on Friday, November 13, 2020. Two Trustees attended in person (noted with asterisks) and the remaining Trustees attended virtually.

Members present:

Thomas E. Cabaniss, Chair*
Robert F. Andrews III
Ann B. Goodnight
James A. Harrell, III
Stanhope A. Kelly
Wendell H. Murphy
Ronald W. Prestage, DVM
Perry Safran
Edwin J. Stack, III*
Dewayne N. Washington
Edward I. Weisiger, Jr.
Melanie Flowers, *ex officio*

Chair Tom Cabaniss called the meeting to order at 9:15 a.m. and a quorum was present. He reminded all members of their duty to avoid conflicts of interest and appearances 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 conflict with respect to any matters coming before the board at this meeting. Mr. Safran stated that he would recuse himself from voting on two of the three property matters brought before the board. Chair Cabaniss reminded those in attendance that while the full Board meeting is a public meeting, it is not a meeting for public comment and only those on the agenda will be permitted to speak. He asked that all Trustees identify themselves before speaking due to the nature of the hybrid meeting. Chair Cabaniss recognized Terry Hutchens, NC State’s Board of Governors Liaison.

MINUTES

Mr. Ed Weisiger made the motion, seconded by Mr. Safran, to approve the open and closed session minutes of the September 11, 2020 meeting of the full board. Chair Cabaniss called on the Assistant Secretary Paula Gentius for a vote by roll call.

Andrews	AYE	Prestage	AYE
Flowers	AYE	Safran	AYE
Goodnight	AYE	Stack	AYE
Harrell	AYE	Washington	AYE
Kelly	AYE	Weisiger	AYE
Murphy	AYE	Cabaniss	AYE
Poole	ABSENT		

The motion passed.

CHAIR’S REPORT- TOM CABANISS

Chair Cabaniss began his report by thanking Vice Chancellor Marc Hoit and the Wolfbytes team for their assistance in supporting the Board of Trustee meeting. He also thanked the staff for their diligence and attention to detail in accommodating the Trustees attending the meeting virtually and in-person. He reminded all in-person attendees to abide by the university’s community standards.

Chair Cabaniss reminded Trustees about the proposed changes to the Board of Trustees Bylaws that were discussed at the September meeting and were included in the November meeting materials. He noted that one line originally proposed for removal will be kept at the suggestion of a Trustee, as it is a non-substantive change. The first proposed change is to eliminate the position of Second Vice Chair and add one trustee nominated by the Chair to serve at-large to the Executive Committee. With this change, the First Vice Chair would become the Vice Chair, but duties would remain unchanged. The second

proposed change is adding language to clarify the inclusion of the immediate past Chair on the Executive Committee. The past Chair would be included for their first year after their term as Chair. If no immediate past Chair is eligible, then an at-large member would be added. The final proposed change would affect the Nominating Committee Guidelines in the bylaws. The change encourages the committee to clarify that a trustee may serve a term as Chair for two consecutive one-year terms, and encourages the principle of continuity of leadership.

To coincide with the nomination and election of officers, these proposed changes would become effective July 1, 2021. The amended bylaws would then apply to the election of officers for the term beginning on July 1, 2021. Mr. Andrews made the motion, seconded by Mr. Kelly, to approve the proposed changes to the Board of Trustee Bylaws. Chair Cabaniss called for a vote by roll call:

Andrews	AYE	Prestage	AYE
Flowers	AYE	Safran	AYE
Goodnight	AYE	Stack	AYE
Harrell	AYE	Washington	AYE
Kelly	AYE	Weisiger	AYE
Murphy	AYE	Cabaniss	AYE
Poole	ABSENT		

Chair Cabaniss then shared highlights from the Board of Trustees of the Endowment Fund (Endowment Board) retreat that was held on November 2, 2020. In addition to hearing updates related to the progress of the Innovation District project on Centennial Campus, the Endowment Board discussed increasing the annual number of meetings from two to three to allow for better discussion and meetings. They also discussed changing the schedule for Endowment Board meetings so that they are not tied to Board of Trustee meetings, which will provide the opportunity for longer meetings with more robust discussions.

Chair Cabaniss concluded his remarks by thanking NC State leadership. He recognized Judi Grainger for her service as Chair of the Board of Visitors (BOV) and expressed his appreciation for her leadership on the BOV and his positive experiences in attending BOV meetings. He also congratulated Chancellor Woodson on the 10th anniversary of his inauguration as chancellor, citing his consistent, thoughtful, and caring approach to leading NC State.

CHANCELLOR’S REPORT – DR. RANDY WOODSON

Chancellor Woodson began his remarks by thanking the Trustees for their continued leadership and support of the University. He also thanked NC State’s faculty and staff for all of their hard work to maintain university operations and sense of community in the response to the COVID-19 pandemic.

Chancellor Woodson highlighted recent leadership changes. The search for a new Vice Chancellor and Dean for the Division of Academic and Student Affairs came to a close recently. Dr. Doneka Scott will be joining NC State from Oregon State University, where she currently serves as Vice Provost for Undergraduate Education and Student Success. She will start at NC State in mid-February. The Chancellor shared his appreciation for Dr. Lisa Zapata for serving as Interim Vice Chancellor of DASA and Bret Smith for serving as Interim Dean of University College during some of the most challenging times NC State has ever faced as a university. The search for a new Dean for the College of Humanities and Social Sciences has begun and will continue into the spring. Jeff Braden, who has served as Dean since 2008, will be returning to the faculty at the conclusion of this academic year. Senior Vice Provost for Enrollment and Management Services Louis Hunt has announced his intention to retire at the end of the academic year. Provost Arden will begin the search for Dr. Hunt’s replacement soon.

The Chancellor also shared updates related to Red and White Week and a Commencement Ceremony for the Class of 2020, both of which will be held virtually this year. Red and White Week’s virtual event schedule featured events like the Evening of the Stars, the Chancellor’s Fall Address, and Red and White Night. It will conclude with the “stay-at-home homecoming” football game against Florida State University. On Friday, December 4, 2020 at 6 p.m., NC State will host a virtual Commencement Ceremony for all graduates of the Class of 2020. The event will feature videos and messages from members of the Class

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of 2020, their families, as well as NC State faculty and staff. Greetings from university leadership and distinguished guests as well as remarks from the Commencement Speaker will also be a part of the ceremony.

Chancellor Woodson concluded his report with a brief update on planning for the spring semester. Changes were made to the academic calendar to modify spring break at the advisement of the Department of Health and Human Services, and concerns from our campus community. Instead of having a consecutive week off for spring break, there will be four wellness days spread throughout the semester. These days are intended to provide a respite for our community, and faculty will be instructed to avoid any deadlines or tests on days following these breaks. Students are encouraged to get tested for COVID-19 before returning home at the end of the semester and students living on campus will be required to have proof of a negative COVID-19 test before they can return to campus for the spring semester. NC State is refining the return to campus plans for faculty and staff. With students set to return to campus, we must be open for business in a safe and managed way. In addition, all frontline employees and faculty and staff teaching in-person, will be required to submit a negative testing result. If they have not submitted a negative test, testing options will be made available for them. University-wide communications about NC State's testing plans will be sent out in the coming weeks.

COMMITTEE REPORTS

AUDIT, RISK MANAGEMENT AND FINANCE COMMITTEE – CHAIR ED WEISIGER, JR

Mr. Weisiger reported that the Audit, Risk Management and Finance Committee met and approved minutes from the September 10, 2020 meeting.

University Treasurer Mary Peloquin-Dodd refreshed the Committee on the university's financial performance and highlights for FY2020 before introducing State Auditor Beth Wood. State Auditor Wood was present to discuss the audit engagement for fiscal 2020. NC State received an unmodified audit opinion and reported no deficiencies in internal controls. The auditor highlighted the cooperation of University staff and the significance of there being no reportable findings. The Audit, Risk Management and Finance committee will be sent the link to the State Auditor's report once it has been released. The audit will also be available on the University Controller's website.

The Committee then heard an update on Internal Audit activities since the last meeting. Vice Chancellor Kevin Howell and Assistant Vice Chancellor Julie Smith discussed recent electoral results, noted the start of the long legislative session beginning in January and touched on the legislative priorities which include budget concerns, funding for buildings, repair and renovations, enrollment growth, and salary increases.

Vice Chancellor Charles Maimone updated the Committee on current budget conditions and the planned prioritized approach to reduction planning. He also discussed the impact to auxiliaries, and plans to ensure stability of all auxiliary units, specifically to the impact on athletics, housing, dining and parking.

Mary Peloquin-Dodd also provided a view of first quarter financial results for fiscal year 2021. The Committee heard a multi-year comparison of revenues and operating expenses, estimating current year impacts from COVID and comparing the results with prior years.

The Committee then received a report on the Clery Act and an overview on campus safety by Vice Chancellor and General Counsel Allison Newhart and David Rainer, Associate Vice Chancellor for Environmental Health and Public Safety. As required by the Clery Act, the Annual Security and Fire Safety Report is published yearly and posted to the university website. The report included information on a number of areas including campus demographics, the Security Master Plan, the University Police department, violence prevention and threat management. The Committee was also introduced to Chief of Police Daniel House.

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BUILDINGS AND PROPERTY COMMITTEE - CHAIR ED STACK

Mr. Ed Stack reported that the Buildings and Property Committee met and reviewed and approved the September 10, 2020 meeting minutes. The Committee also reviewed and approved three property matters for Full Board approval.

The first is a Disposition by Reallocation. North Carolina State University requested permission for the reallocation of property located on the university's College of Veterinary Medicine Campus being acquired by the Department of Transportation as part of the I-440 Expansion Project (STIP Project No. U-2719).

Mr. Stack made a motion, seconded by Mr. Prestage, to approve the property matter. Chair Cabaniss called for a vote by roll call:

Andrews	AYE	Prestage	AYE
Flowers	AYE	Safran	RECUSED
Goodnight	AYE	Stack	AYE
Harrell	AYE	Washington	AYE
Kelly	AYE	Weisiger	AYE
Murphy	AYE	Cabaniss	AYE
Poole	ABSENT		

The motion passed.

The second is a Disposition by Reallocation. North Carolina State University requested permission for the reallocation of a portion of the property currently leased by the University Club. This property will be acquired by the Department of Transportation as part of the I-440 Expansion Project (STIP Project No. U-2719).

Mr. Stack made a motion, seconded by Mr. Prestage, to approve the property matter. Chair Cabaniss called for a vote by roll call:

Andrews	AYE	Prestage	AYE
Flowers	AYE	Safran	RECUSED
Goodnight	AYE	Stack	AYE
Harrell	AYE	Washington	AYE
Kelly	AYE	Weisiger	AYE
Murphy	AYE	Cabaniss	AYE
Poole	ABSENT		

The motion passed.

The third property matter was a Disposition by Lease. North Carolina State University requested permission for the ground lease of up to 15 acres of property located at the corner of Lake Wheeler Road and Inwood Road to the USDA.

Mr. Stack made a motion, seconded by Mr. Murphy, to approve the property matter. Chair Cabaniss called for a vote by roll call:

Andrews	AYE	Prestage	AYE
Flowers	AYE	Safran	AYE
Goodnight	AYE	Stack	AYE
Harrell	AYE	Washington	AYE
Kelly	AYE	Weisiger	AYE
Murphy	AYE	Cabaniss	AYE
Poole	ABSENT		

The motion passed.

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The Committee approved one designer selection for the Page Hall Mechanical and Electrical Upgrades and accepted 13 building projects at a combined value of \$139,146,933 and Designer Selections under \$1 million or less. There were no Non-Appropriated Capital Improvement Project items to approve. The Committee also approved two plans and specifications of Formal Projects costing less than \$2 million. The Committee then received updates and informational reports for the Capital Projects, Status of Projects in Planning, Historically Underutilized Businesses (HUB) Initiatives, Centennial Campus Aircraft Display, and a presentation of the Centennial Campus Zoning Application.

Following the updates, the Committee met in closed session, where University Real Estate & Development presented an update on the Innovation District.

UNIVERSITY ADVANCEMENT AND EXTERNAL AFFAIRS COMMITTEE – CHAIR CHIP ANDREWS

Mr. Andrews shared that the Advancement and External Affairs Committee met and heard informational reports.

Vice Chancellor Sischo presented a University Advancement update, sharing an overview of Red & White Week events, reporting on results from a recent Washburn & McGoldrick survey, and providing an update on the University Advancement Roadmap projects. The Committee also heard a high-level overview of the success of Day of Giving, which reported that over \$23.2 million was raised to support critical areas of the University.

Associate Vice Chancellor Jim Broschart shared an overarching campaign and fundraising update informing the committee that the year to date total for new gifts and commitments is \$1.82 billion. He then shared a comprehensive overview of Day of Giving – stating that gifts were made in all 50 states, in addition to 13 countries.

Associate Vice Chancellor Brad Bohlander then shared a University Communications update with the committee where he highlighted several areas of success over the past year, which included promoting awareness of NC State's brand and reputation, continuing to lead campaign communications, and finally the strategic response and support related to COVID-19

The Committee then reviewed and approved a total of three naming opportunity proposals, which include one in the College of Design and two in the College of Education. The Committee then met in closed session and approved two donor naming proposals for the College of Agriculture and Life Sciences and recommendations to the Full Board for Watauga Medal nominees.

UNIVERSITY AFFAIRS COMMITTEE – CHAIR DEWAYNE WASHINGTON

Mr. Washington reported that the Committee met and approved the consent agenda, which included the following items: the September meeting minutes, the option for two distinguished professorships to be awarded on a time-limited basis and discontinuation of the Institute for Nonprofit Research, Education and Engagement (INPREE). The recent unsuccessful search for the Institute's director coupled with fiscal uncertainties have caused careful reconsideration of the Institute as an independent unit. Going forward, the College of Humanities and Social Sciences' Department of Public Administration and Office of Research will absorb some of the Institute's programs.

The Committee received an overview of the process undertaken and recommendations presented by the Tuition Review Advisory Committee and Fee Review Committee for the 2021 - 2022 academic year. Chancellor Woodson stated his support for the Tuition Review Advisory Committee's recommendations which include the following:

- A 0.0% increase for undergraduate residents and graduate residents, which is in accordance with UNC Board of Governors' policy.
- A 2.5% increase for undergraduate nonresidents and graduate nonresident students.

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The additional tuition revenue would be used as follows, to: contribute to need-based Financial Aid; provide funding to the Graduate Student Support Plan; improve the quality and accessibility of the NC State educational experience; and provide funding for faculty promotional increases.

The Chancellor also stated his support for the Fee Review Committee's recommendation of a zero net increase in fees, consisting of a \$38.00 increase in the Student Health Service fee combined with a decrease of \$38.00 in the Thompson Hall Indebtedness Fee, which is set to expire at the end of current fiscal year. Total fees for undergraduates would remain at \$2,565.60 under the proposed fee schedule. The recommendations on tuition and fees are in accordance with UNC Board of Governors' policy. The committee voted to recommend approval to the full board.

Mr. Washington made a motion, seconded by Mrs. Goodnight, to approve the 2021-2022 campus initiated tuition increase requests and student fee recommendations as outlined in Chancellor Woodson's recommendation under Tab 7.2A. Chair Cabaniss called for a vote by roll call:

Andrews	AYE	Prestage	AYE
Flowers	AYE	Safran	AYE
Goodnight	AYE	Stack	AYE
Harrell	AYE	Washington	AYE
Kelly	AYE	Weisiger	AYE
Murphy	AYE	Cabaniss	AYE
Poole	ABSENT		

The motion passed.

Mr. Washington then reported that the Committee received reports on Faculty and Staff Senate activities. The Faculty Senate has focused on topics ranging from campus policing to budget realities. The Fall General Faculty meeting was held on October 30 with "What Have We Learned: Covid-19 Impact and Response" as the main discussion topic. The Staff Senate's annual retreat, titled "Staff Senate Leading During this Time of Change," was held virtually on August 26, 2020, with more than 70 senators present. Upcoming Staff Senate service initiatives include Feed the Pack-Food Pantry, Coat/Clothes Drive and Toys for Tots. The Committee also heard an update from Chancellor Woodson in which he shared details about the virtual commencement ceremony to celebrate all spring, summer and fall 2020 graduates. The virtual event will be held on Friday, Dec. 4, 2020, at 6 p.m.

In the Provost's update, the Committee was informed of new academic certificate programs, the status of current personnel searches underway, and the strategic plan process. The Committee also received information on faculty retentions, for which the number of requests has decreased in recent years. Over the past nine years, NC State has made 130 counteroffers and 229 pre-emptive retention offers. Sixty-three percent (63%) of counteroffers were successful and 93% of the pre-emptive retentions were successful. The overall success rate of counter offers and pre-emptive retentions was 82% over this nine year period.

For the Committee's topic of interest, Dr. Monica Osburn, Executive Director of the Counseling Center and Prevention Services, provided an overview of the strategic priorities of the Counseling Center and Prevention Services with an emphasis on the mental health needs and challenges of our students. The Counseling Center serves approximately 6,000 students clinically, with more than 40,000 total visits per year. Additionally, the Counseling Center and Prevention Services have provided over 40,000 outreach education contacts.

In closed session, the Committee approved a head coach employment agreement and approved the appointment and initial salary of a Vice Chancellor and Dean.

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STUDENT GOVERNMENT REPORT – MELANIE FLOWERS

Student Body President Melanie Flowers provided an update on Student Government activities since the last Board of Trustees meeting.

Student Government (SG) has been working hard to support students during the COVID-19 pandemic. Student Forums are being held to allow for a broader base of students to have a seat at the table, and SG's COVID-19 Commission and Student Affairs Committee met with DASA leadership regarding the plans for the spring semester. Overall, students have heavy concerns with campus reopening in regards to how healthy behaviors will be enforced. Student Senate has passed several resolutions to engage university administration regarding plans for the fall and spring semesters, including:

- R 38: An Act to Express the Student Government Opinion on the Coronavirus Situation at North Carolina State University;
- R 39: An Act in Response to the Fall 2020 University Planning and Management OF COVID-19;
- R 42: An Act to Endorse a Class Action Lawsuit Against the University of North Carolina System for Endangering Employees During the COVID-19 Pandemic; and
- R 60: An Act to Request a Formal and Public Retrospective From University and System-Level Leadership.

SG Leadership was involved in the university committees related to tuition and fees. Student Body President Melanie Flowers co-chaired the Tuition Review and Advisory Committee with Provost Warwick Arden. This committee approved a 0% increase for in-state undergraduate and graduate students and a 2.5% increase for out of state undergraduate and graduate students. Student Senate President Coleman Simpson co-chaired the Fee Review Committee with Interim Vice Chancellor for DASA Lisa Zapata. This committee approved a \$38 increase for Student Health Services that will support a Medicaid program, diverse counselors and other needed infrastructure.

SG has been working on executive initiatives related to University Housing Living and Learning Villages, Diversity and Inclusion, and Civic Engagement. Discussions are taking place around a Womxn of Color Village and a Pride Village to provide students with a hub of identity-based communities on campus. SG dedicated \$27,500 to go towards cultural competency training and had members involved in the Racial Equity Summit. The Coalition of Black Organizations meets with the Office for Institutional Equity and Diversity on a monthly basis. SG was also working to promote voter engagement and education ahead of the 2020 election.

CHAIR OF THE BOARD OF VISITORS REPORT – JUDI GRAINGER

Chair Judi Grainger shared updates from the Board of Visitors (BOV) meeting on October 9, 2020. Chair Cabaniss updated the Board of Visitors on the university's two newest Board of Trustee members along with the slate of elected officers for 2020-2021. He also introduced the BOV to Dr. Paula Gentius, the new chief of staff and secretary of the university. Chair Cabaniss highlighted the renaming of Daniels Hall, noting it as a first step among many towards making our campus a more welcoming, supportive place for all of our students, faculty and staff. He acknowledged the significant impact that COVID-19 has had on the university and offered his thanks to NC State's leadership for all of their hard work during the past six months.

In the Chancellor's Update, Chancellor Woodson reported that the university's national ranking in a number of fields increased due to improvements in graduation rates, alumni giving, the academic record of incoming freshmen, and the retention rate of freshmen, among other factors. NC State was also ranked as one of the top 10 places to work in the state of North Carolina. The Chancellor then updated the BOV on the recent Day of Giving and previewed how NC State will celebrate Red and White Week this year.

The BOV also heard about the lessons NC State has learned during the COVID-19 pandemic and NC State's path forward. Chancellor Woodson opened the conversation then introduced the BOV to Dr. Julie Casani, Director and Medical Director of Student Health Services, and Dr. Amy Orders, Director of Emergency Management and Mission Continuity and Environmental Health and Public Safety. The

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discussion covered restructuring of University Housing to provide an increased number of rooms for quarantine and isolation as well as changes to occupancy that will help decrease the number of students using common spaces, provide students with private or semi-private bathrooms, and ensure all students have single rooms. There were no COVID-19 exposures linked to classroom instruction, suggesting that NC State's protective measures in classroom and lab spaces during the fall were effective. NC State has been manufacturing PPE, including masks and hand sanitizer, since early 2020. The Protect the Pack website continues to be a resource containing helpful information and updates for the campus.

The Board of Visitors also heard a legislative update from Speaker of the House Tim Moore. A longtime leader in the North Carolina General Assembly, Speaker Moore represents Cleveland County. He discussed the current economic landscape in North Carolina and spoke about the upcoming state elections. With the assistance of federal funding, North Carolina has been able to avoid large cuts or increases to taxes at this time. There is a possibility of a bond referendum next year to fund capital projects for education and transportation. The Speaker also spoke about the critical importance of NC State's Integrative Sciences/STEM Building, which is currently in the planning stage. Lastly, he discussed the start of the next long session of the NC General Assembly in January where they will continue to work on issues of importance to higher education as well as any additional response needed regarding the COVID-19 pandemic.

Athletics Director Boo Corrigan provided the BOV an update on the effect of COVID-19 has had on our student-athletes and the athletic department. Between athletes and athletic staff, they have tested for COVID-19 7,500 times and have had 81 positive tests among student athletes, a 1% positive test rate. Tests are being conducted two or three times a week depending on ACC rules. The athletics department has spent \$640,000 on testing to date and they expect to spend an additional \$210,000 just for men and women's basketball. Director Corrigan shared that they have had to implement furloughs and salary reductions to address budget deficits in athletics. In response to the athletic budget shortfall, football ticket holders gave \$3.1M in donations to the "Preserve the Pack" athletics fund.

Chair Grainger concluded her report by sharing updates related to BOV membership. The October meeting was the last meeting for five of the BOV members: Retired Brigadier General Leodis "Juice" Jennings, Dr. John W. Palmour, Mr. Bing Sizemore, Ms. Kirsten Weeks, and Chair Judi Grainger. Chair Grainger noted that it has been an honor and pleasure for these members to serve NC State in this capacity for the last eight years. General Raymond Odierno has agreed to serve as the next chair of the Board of Visitors, effective January 1, 2021. The five new appointees to the BOV will be in place by the spring meeting, which will take place on Friday, March 5, 2021.

CLOSED SESSION

With no further business in open session, Mr. Cabaniss made the motion, seconded by Mr. Stack, at 10:30 a.m. to go into closed session to: prevent the premature disclosure of an honorary award, and to preserve the attorney client privilege while discussing matters related to Lannan v. UNC et al, Gottfried vs NC State, and N&O v. NCSU, and the NCAA men's basketball infractions matter.

RECONVENE IN OPEN SESSION

At 11:20 a.m. the board came out of closed session. With no further business in open session, Chair Cabaniss adjourned the meeting at 11:22 a.m.

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Respectfully submitted,

DocuSigned by:
Paula Gentius
Assistant Secretary

DocuSigned by:
Ann G. ...
Secretary

Approved:

DocuSigned by:
[Signature]
Chair of the Board