

Board of Trustees
Open Session Minutes
North Carolina State University
Raleigh, North Carolina
July 15, 2021

The North Carolina State University Board of Trustees met in regular session using a hybrid meeting format on Thursday, July 15, 2021. Trustees attended in person in Winslow Hall with one Trustee attending virtually (noted with an asterisk).

Members present:

Stanhope A. Kelly, Acting Chair
Robert F. Andrews III
Ann B. Goodnight
James A. Harrell, III
David Dee Herring
Timothy L. Humphrey
General Raymond T. Odierno*
Ven Poole
Perry Safran
Edwin J. Stack, III
Dewayne N. Washington
McKenzy Heavlin, *ex officio*

Member absent: Edward I. Weisiger, Jr.

Acting Chair Stan Kelly called the meeting to order at 11:00 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. Acting Chair Kelly 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.

CEREMONIAL OATHS OF OFFICE FOR NEW BOARD MEMBERS – WITH JUDGE LUCY INMAN

Acting Chair Kelly asked the new Trustees Heavlin, Herring, Humphrey to stand for the Ceremonial Oath of Office, as well as Trustee Safran as he was unable to participate in a ceremonial oath in 2020 due to COVID-19. Acting Chair Kelly also stated that new Trustee Odierno would participate in the ceremonial oath via Zoom. After the oath was administered, Acting Chair Kelly thanked Judge Inman for presiding.

MINUTES

Trustee Poole made the motion, seconded by Trustee Goodnight, to approve the open and closed session minutes of the April 16, 2021 and May 14, 2021 meetings of the full board. Acting Chair Kelly called for a vote by roll call.

Andrews	AYE	Poole	AYE
Goodnight	AYE	Safran	AYE
Harrell	AYE	Stack	AYE
Heavlin	AYE	Washington	AYE
Herring	AYE	Weisiger	ABSENT
Humphrey	AYE	Kelly	AYE
Odierno	AYE		

ACTING CHAIR'S REPORT- STAN KELLY

Acting Chair Kelly began his report by thanking everyone for their patience while he serves as Acting Chair presiding over the meeting until the election of board officers. Acting Chair Kelly reminded the group that the Board approved changes to the Bylaws in November 2020 to add clarity to Board Officer roles and the election process. Because the term for the past Chair, Tom Cabaniss, expired on July 1, the duty of Acting Chair fell to the next board officer, i.e., Chair Kelly as the former First Vice Chair.

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Acting Chair Kelly thanked the board for their engagement and thoughtful discussion at the retreat in May. The board identified four major areas of interest from their conversations that day: orientation to and understanding of Board Service, knowledge related to trends in higher education, communication between the Board and university administration, and the board's current committee structure. Overall, the retreat revealed areas where the board can improve efficiency and effectiveness, streamline their processes, and leverage their talents for the success of the university.

In closing, Acting Chair Kelly welcomed the newest members of the Board to their first Full Board meeting.

CHANCELLOR'S REPORT – DR. RANDY WOODSON

Chancellor Woodson began his remarks by thanking the Trustees for their continued leadership and support of the University and to welcome the newest members of the Board. He also congratulated Jim Harrell, Ven Poole and Ed Weisiger on their reappointments to the Board.

Chancellor Woodson highlighted recent leadership changes. Marie Williams, Associate Vice Chancellor for Human Resources accepted a position as Vice President of Human Resources at Brown University. Margaret Erickson and Ursula Hairston have assumed her duties for the time being, and a national search for a replacement will be conducted this fall. Don Hunt has begun his work as the new Senior Vice Provost for Enrollment Management and Services replacing Louis Hunt, who retired at the end of June.

Chancellor Woodson also shared information regarding the 2020 commencement celebration, which will take place in Reynolds Coliseum on the morning of Saturday, August 28. Ms. Cindy Eckert, an entrepreneur and advocate for women, will receive an honorary doctorate of humane letters and also serve as the keynote speaker. More information will be shared as it becomes available.

Chancellor Woodson shared highlights from the 2020-2021 year, one of the most challenging in recent memory. Nikhil Milind was recently named a Churchill Scholar after being selected as an alternate. This is the second NC State student awarded this prestigious scholarship this year and the fourth in our history. Chancellor Woodson also noted that it was a record-breaking year for fundraising, with our endowment close to \$1.9 billion and the Think and Do the Extraordinary Campaign passing its \$1.6 billion goal. He acknowledged the success of NC State Athletics despite the challenges COVID-19 created fiscally and in competition. NC State finished at number 23 in the Director's Cup, the university's second-highest finish to date.

In closing, Chancellor Woodson thanked the Board for their work and their dedication to NC State.

NOMINATION OF SLATE AND ELECTION OF OFFICERS FOR 2021-2022

Acting Chair Kelly stated that per the Board of Trustees Bylaws, he appointed a nominating committee on July 1. Trustee Andrews was asked to chair this committee, and Trustees Goodnight and Washington were also asked to serve. Acting Chair Kelly asked the chair of the nominating committee, Trustee Andrews, to provide a report of its work and present a slate of officers for the 2021-22 year.

Trustee Andrews stated that the Nominating Committee met via telephone on July 8, 2021 and reviewed the Board's Nominating Committee guidelines. After discussing the nominations, the Committee decided to nominate the following slate of officers for 2021-2022:

- Chair: Stan Kelly
- Vice Chair: Ed Weisiger
- Secretary: Ann Goodnight

It was noted for the record that Trustee Goodnight abstained from discussion related to and voting on the position of Secretary to avoid a conflict of interest. The nominating committee voted unanimously in favor of the motion to recommend this slate of officers to the full board for approval. Acting Chair Kelly asked if there were any objections to the slate of nominations for board officers. Hearing none, he asked for a

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motion to approve the slate of officers as presented by the chair of the nominating committee. Trustee Andrews made the motion, seconded by Trustee Herring, to approve the slate of officers as presented. Acting Chair Kelly called for a vote by roll call.

Andrews	AYE	Poole	AYE
Goodnight	ABSTAIN	Safran	AYE
Harrell	AYE	Stack	AYE
Heavlin	AYE	Washington	AYE
Herring	AYE	Weisiger	ABSENT
Humphrey	AYE	Kelly	ABSTAIN
Odierno	AYE		

The motion passed.

EXECUTIVE COMMITTEE AT-LARGE MEMBERS NOMINATIONS

Chair Kelly stated that the Board has two vacancies on the Executive Committee due to the immediate past chair's term expiring and the changes to the Bylaws. It is the duty of the Chair to nominate two at-large members to the Executive Committee for a vote by the full board. Chair Kelly nominated Trustee Andrews and Trustee Stack to serve as at-large members to the Executive Committee. Trustee Safran made a motion to elect the officers as presented, seconded by Trustee Odierno. Chair Kelly called for a vote by roll call.

Andrews	ABSTAIN	Poole	AYE
Goodnight	AYE	Safran	AYE
Harrell	AYE	Stack	ABSTAIN
Heavlin	AYE	Washington	AYE
Herring	AYE	Weisiger	ABSENT
Humphrey	AYE	Kelly	ABSTAIN
Odierno	AYE		

The motion passed.

COMMITTEE REPORTS

UNIVERSITY AFFAIRS COMMITTEE – CHAIR DEWAYNE WASHINGTON

Trustee Washington reported that the Committee met and approved the consent agenda, which included the following items: the April 15, 2021 meeting minutes, continuation and discontinuation of centers and institutes; designation that four distinguished professorships may be awarded on a time limited basis and conferral of tenure to eight new faculty members. In his report to the committee, Provost Arden informed the Committee of academic program updates and leadership updates within his units. The Committee approved addenda to three Head Coach Employment agreements and two non-salary compensation requests.

BUILDINGS AND PROPERTY AGENDA ITEM

Trustee Stack stated that the Buildings and Property Committee electronically voted on one property matter agenda item sent by email on June 21, 2021. The Committee reviewed and approved a disposition by lease for full board approval. Trustee Stack moved for approval of this property matter and Trustee Poole seconded the motion. Chair Kelly called for a vote by roll call.

Andrews	AYE	Poole	AYE
Goodnight	AYE	Safran	AYE
Harrell	AYE	Stack	AYE
Heavlin	AYE	Washington	AYE
Herring	AYE	Weisiger	ABSENT

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Humphrey	AYE	Kelly	AYE
Odierno	AYE		

The motion passed.

ITEMS OF INTEREST TO MEMBERS OF THE BOARD

Trustee Harrell requested information on the topic of Name, Image, Likeness for student-athletes. Athletic Director, Boo Corrigan, provided a brief, general overview of the matter.

CLOSED SESSION

With no further business in open session, Assistant Secretary Gentius read the motion, seconded by Trustee Washington, at 11:58 a.m. to go into closed session to: consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of employment of a public officer or employee, and to consult with our attorney to protect the attorney client privilege.

RECONVENE IN OPEN SESSION

At 12:58 p.m. the board came out of closed session. Trustee Washington called for a motion, seconded by Trustee Stack, to approve the petition for political activity as discussed in closed session. Chair Kelly called for a vote by roll call.

Andrews	AYE	Poole	AYE
Goodnight	AYE	Safran	AYE
Harrell	AYE	Stack	AYE
Heavlin	AYE	Washington	AYE
Herring	AYE	Weisiger	ABSENT
Humphrey	AYE	Kelly	AYE
Odierno	AYE		

The motion passed.

With no further business in open session, Chair Kelly adjourned the meeting at 1:02 p.m.

Respectfully submitted,

DocuSigned by:
Paula Gentius
Assistant Secretary

DocuSigned by:
Anna Goodnight
Secretary

Approved:

DocuSigned by:
Stan Kelly
Chair of the Board