

NC STATE UNIVERSITY

NC State Board of Trustees Meeting

November 12, 2021

Winslow Hall

Winslow Hall Conference Room

NC STATE UNIVERSITY

November 12, 2021 NC State Board of Trustees Meeting

Meeting Agenda

9:00 a.m.

1. Dean's Briefing - Healthy Forests and Resilient Communities: Pathway to a Sustainable Future
Dean Myron Floyd - College of Natural Resources

10:00 a.m.

2. Call to Order, Public Meeting Notice and Reading of Ethics Statement
Stan Kelly, Chair

- A. Ethics Statement

3. Roll Call
Paula Gentius, Assistant Secretary

4. Approval of Minutes
Stan Kelly, Chair

- A. September 10, 2021 Full Board Open Session Minutes

5. Chair's Report
Stan Kelly, Chair

- A. Resolution of Condolence

- a. General (Ret.) Raymond Odierno Resolution of Condolence

- B. FCC Questionnaire

- a. FCC Questionnaire 2021

- C. Proposed Revision Board of Trustees Bylaws

- a. Proposed Amendments to BOT Bylaws
Redlined Nov 12, 2021

- D. Chancellor Woodson's 4-year Comprehensive Review

- a. Chancellor 2022 Survey Map V1
 - b. NCSU Chancellors 4th Year Comp Review Overview

E. 2022 NC State University Board of Trustees
Retreat

6. Chancellor's Report
Randy Woodson, Chancellor

7. Board of Visitors Report
Jim Hansen, Chair

8. Audit, Risk Management and Finance Committee
Ed Weisiger, Chair

9. Buildings and Property Committee
Ed Stack, Chair

10. University Advancement and External Affairs
Committee
Chip Andrews, Chair

11. University Affairs Committee
Dewayne Washington, Chair

12. Student Government Report
McKenzy Heavlin, Student Body President

A. SBP November 2021 BOT Report

13. Board Discussion

14. Closed Session

15. Reconvene in Open Session for any additional
items to come before the Board of Trustees

A. Vote on Petition Regarding Political Activity for the
Potential Candidate for the Wake County Board of
Commissioners

B. Vote on Petition Regarding Political Activity for the
Potential Candidate for Cherokee County
Commissioner

16. Adjourn



NORTH CAROLINA STATE ETHICS COMMISSION

SAMPLE¹ **ETHICS AWARENESS & CONFLICT OF INTEREST REMINDER**

(to be read by the Chair or his or her designee at the beginning of each meeting)

In accordance with the State Government Ethics Act, it is the duty of every [Board] member to avoid both conflicts of interest and appearances of conflict.

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 participation² in the particular matter involved.

Rev. 1-16-07

¹ N.C.G.S. §138A-15 (e): "At the beginning of any meeting of a board, the chair shall remind all members of their duty to avoid conflicts of interest and appearances of conflict under [Chapter 138A]." There is no set language required by the Act. Specific language can and should be tailored to fit the needs of each covered board as necessary.

² "A public servant shall take appropriate steps, under the particular circumstances and considering the type of proceeding involved, to remove himself or herself to the extent necessary, to protect the public interest and comply with this Chapter, from any proceeding in which the public servant's impartiality might reasonably be questioned due to the public servant's familial, personal, or financial relationship with a participant in the proceeding." See N.C.G.S. §138A-36 (c). If necessary, the Chairman or individual member involved should consult with his ethics liaison, legal counsel, or the State Ethics Commission to help determine the appropriate response in a given situation.

OPEN SESSION MINUTES
Board of Trustees
North Carolina State University
Raleigh, North Carolina
September 10, 2021

The North Carolina State University Board of Trustees met in regular session using a hybrid meeting format on Friday, September 10, 2021. Trustees attended in person in Winslow Hall with two Trustees attending virtually (noted with an asterisk).

Members present:

Stanhope A. Kelly, Chair
Robert F. Andrews III
Ann B. Goodnight
James A. Harrell, III*
Timothy L. Humphrey
General Raymond T. Odierno*
Ven Poole
Perry Safran
Edwin J. Stack, III
Edward I. Weisiger, Jr.
McKenzy Heavlin, *ex officio*

Members absent:

David Dee Herring
Dewayne N. Washington

Chair Stan Kelly called the meeting to order at 10:01 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. 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. Chair Kelly recognized Terry Hutchens, NC State's Board of Governors Liaison.

MINUTES

Chair Kelly made the motion, seconded by Trustee Stack, to approve the open and closed session minutes of the July 15, 2021 meeting of the full Board and the open session minutes of the August 27, 2021 Special Meeting of the Board. Chair Kelly called on the Assistant Secretary Paula Gentius for a vote by roll call.

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

The motion passed.

CHAIR'S REPORT- STAN KELLY

Chair Kelly had several business items to bring before the Full Board. Each year, the ACC requires University Boards of Trustees to certify that the authority for the Administration of Intercollegiate Athletics has been delegated to the Chancellor. He asked for a motion to approve the ACC Governing Board Certification for 2020-2021. Trustee Poole made the motion to approve and was seconded by Trustee Goodnight. Chair Kelly called for a vote by roll call:

Andrews	AYE	Herring	ABSENT
Goodnight	AYE	Humphrey	AYE
Heavlin	AYE	Odierno	AYE
Harrell	AYE	Poole	AYE

Safran	AYE
Stack	AYE
Washington	ABSENT

Weisiger	AYE
Kelly	AYE

The motion passed.

Chair Kelly then thanked the Board for their attendance and discussion at the Special Meeting regarding the Delegations of Authority Project. Chair Kelly requested a motion to approve the Resolution Restating the Delegations of Authority of the NC State Board of Trustees. Trustee Weisiger made the motion to approve and was seconded by Trustee Stack. Chair Kelly called for a vote by roll call:

Andrews	AYE
Goodnight	AYE
Heavlin	AYE
Harrell	AYE
Herring	ABSENT
Humphrey	AYE
Odierno	AYE

Poole	AYE
Safran	AYE
Stack	AYE
Washington	ABSENT
Weisiger	AYE
Kelly	AYE

The motion passed.

Chair Kelly stated that Trustees have frequently requested an opportunity to delve into subject matters that were of interest to them. Trustee Deep Dives were established over lunch to promote Trustee education. Chair Kelly added that Chancellor Woodson will be covering a list of topics in his report for the upcoming year.

Chair Kelly added that discussions in the Executive Committee included having a Spring 2022 Board Retreat that would include careful planning and utilizing a facilitator to ensure that the retreat is meaningful. This decision received unanimous support from the Board. The Chancellor and Assistant Secretary will work with the Chair to prepare a proposal for the Board.

CHANCELLOR'S REPORT – DR. RANDY WOODSON

Chancellor Woodson began his remarks by discussing the proposed Deep Dive topics for the upcoming year. The proposed topics include the 2021-2030 Strategic Plan, the NC State Master Plan, Lessons Learned from COVID (and ways to improve pedagogy and education), and Trends in Higher Education, which will include demographic trends and diversity.

Chancellor Woodson highlighted the recent Class of 2020 Commencement, which was held on August 28. He stated that this was an important and special day for our community and that Cindy Eckert did a wonderful job as keynote speaker.

The Chancellor also shared updates regarding COVID-19 and how the campus continues to navigate the pandemic. Chancellor Woodson is cautiously optimistic as we recently ended one of the most potentially challenging weekends, with over 11,000 students at our football game and a long holiday weekend. The university has conducted a large amount of testing since the semester began, including true surveillance tests. The campus has never had more than a 1.25% positivity rate, and if there is a positive case in a classroom, contact tracing is done immediately and the entire class is notified and requested to have testing done within 3-5 days. The Chancellor stated that classrooms have shown that they are not the main source of infection and while in person learning is preferable, we have also provided the ability to video classes which gives faculty the flexibility to offer a virtual component for students who want or need it. He reported that we never had more than 40 rooms for Quarantine and Isolation being used simultaneously, because we are encouraging students to quarantine and isolate at home where they will be more comfortable. The Chancellor shared that we are verifying vaccinations, not just accepting attestations. NC State currently has a 72% vaccination rate among our campus community.

Chancellor Woodson discussed recent partnerships with the NSF, including the I-Corps Hub and competitive grants. NC State was awarded a five-year, \$25 million grant to fund a center focused on phosphorus sustainability and its environmental and health effects. NC State was also chosen to lead 1 of 11 NSF National Artificial Intelligence Research Institutes. NC State will house the NSF AI Institute for Engaged Learning, which is dedicated to artificial intelligence involving machine learning and education. NC State was also named as a partner university in 1 of 5 national I-Corps Hubs. As part of the Mid-Atlantic region I-Corps Hub, NC State will work alongside the University of Maryland and 7 other institutions to change the culture of research universities to explore commercialization as an avenue for research to make an impact on society.

The Chancellor shared recent rankings and recognitions of note. The annual *Forbes* survey of America's best employers by state and NC State has been recognized as fourth place in North Carolina. According to the *Washington Monthly's* College Rankings, NC State is number 29 on the national list of top universities. The DH Hill Jr. Library was recognized in the American Libraries Magazine 2021 Library Design Showcase for the recent renovations resulting in the new Academic Success Center, visualization studio, and innovation studio, among other features. award for the Student Success Center which won the library of the year renovation project.

The Chancellor spoke about the ACC, Big Ten, Pac-12 Alliance and how it is important for the stability for these institutions. He stated that it will allow these universities to put a stake in the ground about what it means to be an amateur athlete and to support our students to the best of our ability.

In closing, Chancellor Woodson thanked the Board of Trustees for their support and guidance as we continue to navigate the 2021-2022 academic year and face challenges posed by the pandemic.

COMMITTEE REPORTS

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

Trustee Weisiger reported that the Audit, Risk Management and Finance Committee met and approved minutes from the April 15, 2021 meeting.

The Committee also approved the Internal Audit Charter as presented by Cecile Hinson. No substantive changes were made from the previous charter other than updating to the current date.

Ms. Hinson also provided a final report on Fiscal 2021 Internal Audit activities, and the Division's support of the University's strategic plan. In fiscal 2021, 32 engagements were directly related to three of the five University's Strategic Goals. The remaining were related to risks identified through Internal Audit's continuous risk assessment process. The Committee also heard about current activities.

Vice Chancellor Kevin Howell and Assistant Vice Chancellor Julie Smith discussed the recent legislative session, touching on both Senate and House budgets and how they relate to both UNC System budget requests and NC State specific items.

Vice Chancellor Charles Maimone discussed the 2021-23 Biennial Budget request, which is NC State's anticipated budget based on historic allocation trends. He also provided additional information regarding the General Fund Revenue Source and the UNC System All-Funds Budget.

Mary Peloquin-Dodd, University Treasurer, compared total university revenue and expenses over a 10-year period. She discussed the university's change in net position and net operating loss over the last five years, including an explanation of how net operating loss is calculated. She updated the Board on the fiscal 2021 balance sheet and income statement. She noted an accounting change which affects both assets and liability reporting. The income statement showed a reduction in operating revenue of 8.4% and a decrease in total operating expenses of 4.0%. Non-operating and other revenues increased by 26.1%.

The Committee heard a report on the compliance and integrity program from Vice Chancellor and General Counsel Allison Newhart and Kristen Meeks, University Compliance, Ethics, and Enterprise Risk Management Officer. Vice Chancellor Newhart discussed regulation of higher education and the US Department of Justice regulatory expectations for compliance programs. Ms. Meeks reviewed NC State's accomplishments and processes over the last 10 years. She also reviewed the university's program governance structure and attributes. Finally, she discussed performance and accomplishments during fiscal year 20-21 and plans for fiscal year 21-22.

BUILDINGS AND PROPERTY COMMITTEE - CHAIR ED STACK

Trustee Stack reported the Buildings and Property Committee met on Thursday, September 9, and a quorum was present.

The Committee reviewed and approved the April 15, 2021 open meeting minutes. They also reviewed the committee responsibilities and procedures along with the 2021 to 2022 committee plan of work.

The Committee approved one designer selection for the College of Veterinary Medicine swine holding facility. They reviewed and approved the Varsity Drive Parking Lot Site and Plan, Mann Hall Façade Renovation, and eight plans and specifications of formal projects costing less than \$2 million.

The Committee accepted twelve building projects at a combined value of \$401,200 and Designer Selections for projects of \$1 million or less and also reviewed and approved thirteen completed buildings and projects at the combined value of \$8,428,292. The Committee also approved eight non-appropriated capital improvement projects that are less than \$750,000.

The Committee received updates and informational reports for the Capital Projects, Status of Projects in Planning, North Oval Innovation District, Centennial Campus Rezoning update, the Physical Master Plan update and the R&R Budget Priorities.

UNIVERSITY ADVANCEMENT AND EXTERNAL AFFAIRS COMMITTEE – CHAIR CHIP ANDREWS

Trustee Andrews reported the Advancement and External Affairs Committee met yesterday with a quorum present.

Vice Chancellor Sischo presented a University Advancement update, sharing an overview of the division's accomplishments for fiscal year 2021 and goals for fiscal year 2022 including plans for the final year of the campaign and key initiatives in partnership with colleges and units. He also reviewed the impact of the campaign in significantly growing the University's endowment.

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 to the campaign now stands over \$2 billion. He provided an update on the success the Annual Giving program is experiencing as they look to focus their attention on early pipeline development with the Leadership Annual Giving program.

Brad Bohlander, Chief Communications Officer and Associate Vice Chancellor for University Communications, shared information related to the National Brand Marketing Strategy, which is included as one of the UA Strategic Plan Roadmap projects. The work Brad and his team will focus on over the next several years will seek to elevate NC State's brand recognition and awareness on a national level.

The Committee reviewed and approved one naming opportunity proposal for the Division of Academic and Student Affairs (Military and Veteran Services).

Finally, Sonia Murphy presented on fundraising for the NC State Plant Sciences Building located on Centennial Campus. The fundraising project is in its final stages, having raised all but \$1.8 million toward its goal. In an effort to close the fundraising gap, the Committee approved applying matching funds from a

recent unrestricted realized bequest to new gifts of \$25,000+ on a 1-1 basis to allow donors to achieve a larger naming opportunity in the building.

Following the presentations, the Committee met in closed session and approved three donor naming proposals for the College of Agriculture and Life Sciences and the Division of Academic and Student Affairs, which was presented to the full board in closed session at this meeting.

UNIVERSITY AFFAIRS COMMITTEE – SUBSTITUTE CHAIR PERRY SAFRAN

Trustee Safran reported that the University Affairs Committee met yesterday; a quorum was present. The Committee began by reviewing the committee's responsibilities and plan of work for this academic year.

Under the Consent Agenda, the Committee approved the following items:

- minutes of the July 15, 2021 meeting;
- continuation of three Centers - The Southeast Dairy Foods Research Center (SDFRC); the Center for Geospatial Analytics (CGA) and the Bioinformatics Research Center (BRC); and
- conferral of tenure to a new faculty member.

The Committee received several reports. First, Senior Vice Provost for Enrollment Management and Services, Don Hunt, provided the annual enrollment report highlighting increases in overall enrollment, return to in-person instruction, new student enrollment increases in diversity, and increases in overall graduation rates. A few points of interest include:

- Overall enrollment for Fall 2021 is 37,556. The largest fall enrollment in NC State's history.
- Total enrollment increased 3.0% - Undergraduate (+2.7%) and Graduate (+3.7%).
- Incoming students are majority female and more diverse (increases in Hispanic and Black or African American and underrepresented minorities). There were also increases to incoming students from Tier 1 and Tier 2 counties.
- Graduation rates increased - 4-year rate is 70.1% (+1.8%), 5-year rate is 83.5% (+0.8%), and 6-year rate is 84.6% (+0.9%).

Student Body President McKenzie Heavlin provided a report on Student Government activities. Student Government spent the summer solidifying its vision and goals which include: returning to campus; increasing and supporting recruitment and retention efforts; addressing student connection to campus; creating lasting systems to support students; and having a strong presence at the Association of Student Governments. Three students engaged with the Chancellor's Post COVID-19 Innovation Task Forces to identify positive lessons and practices implemented during the pandemic. In addition, Student Government's COVID-19 Select Department released a report on Fall 2021 planning and return to campus. The traditional events to start the academic year such as orientation sessions, Wolfpack Welcome Week and the annual Respect the Pack Event were held and were all well attended. Upcoming initiatives will include hosting and planning the 2021 ACC Advocacy Days in Washington, DC; a blood drive competition against East Carolina University on September 14-16; and, in order to commemorate Student Government reaching 100 years, an in-person weekend celebration for alumni and current members.

Provost Arden provided an overview of initiatives for the academic year including an update on leadership searches and comprehensive leadership reviews. He also shared information about new graduate certificates and discussed the trend of micro-credentialing, a new way of professional learning.

In Closed Session, the Committee discussed and recommended a salary action for approval by the Board of Governors. The Committee also discussed a head coach employment agreement for Men's Golf and a head coach employment agreement addendum for Softball. Upon returning to Open Session, the employment agreement items were approved by the Committee.

FACULTY SENATE REPORT – RAJADE M. BERRY-JAMES, CHAIR

Rajade Berry-James, Faculty Senate Chair, provided an update on Faculty Senate activities. Chair Berry-James stated that the Faculty Senate began its 68th session and is committed to supporting

university leadership in shared governance. At the August 17, 2021 meeting, Faculty Senate discussed policy and other concerns from constituents focusing on two major initiatives: protecting the pack, and research, teaching and engagement. Faculty Senate is promoting COVID preparations within the faculty by preparing seating charts and helping with contact tracing, and would be supportive of a vaccine mandate. Faculty Senate also reaffirmed that institutions of higher education provide a safe place for students to engage in research and learn about disciplinary distinctions. At NC State, learning communities are populated by students who embrace our values of excellence, community, inclusion, freedom, integrity, collaboration, and sustainability. Invited guests at the August 17th meeting shared important updates on fall enrollments, campus culture, and collaborative approaches that support an academic climate for student success. As the Senate increases our focus on diversity, equity, inclusion, and belonging - in the classroom, in the curricula, and by our intentional work across colleges – we align with accreditation standards that require students to demonstrate cultural and social competence through an equity-centered lens.

STAFF SENATE REPORT – HELEN DiPIETRO, CHAIR

Helen DiPietro, Chair of the Staff Senate, provided the Staff Senate report, which highlighted their recent initiatives, including the Staff Senate retreat. Staff Senate welcomed 40 new senators and 67 returning senators at their retreat in August. Chair DiPietro stated that to successfully accomplish the mission of Staff Senate, the motto for this term is “working together to make the impossible possible. Collaborate, Innovate, Transform.” Chair DiPietro shared the various initiatives Staff Senate is currently promoting such as: the “Send a Smile” event, which partnered with Transitions Life Care; the Lunch and Learn events, which cover a wide range of topics and have been attended by over 600 individuals; the PAWS and Say Thanks peer-to-peer recognition program; and the UNC Staff Assembly Chancellors’ Cup Golf Tournament, which raises money for the Janet B. Royster Memorial Staff Scholarship Fund. Chair DiPietro shared information regarding the Employee Emergency Loan Program offered to faculty and staff, serving 61 approved applications which totaled \$26,422.95 in approved loans. Chair DiPietro also discussed the Staff Computer Loan Program which provides computers for employees who may have limited opportunities to develop computer skills, take classes or expand their knowledge in ways that are mutually beneficial to themselves and the University.

CLOSED SESSION

With no further business in open session, Assistant Secretary Gentius made the motion, seconded by Trustee Goodnight, at 11:15 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; to consult with an attorney to preserve the attorney-client privilege; and to prevent the premature disclosure of an honorary degree, scholarship, prize or similar award.

RECONVENE IN OPEN SESSION

At 11:37 a.m. the board came out of closed session. With no further business in open session, Chair Kelly adjourned the meeting at 11:39 a.m.

Respectfully submitted,

Assistant Secretary

Secretary

Approved:

Chair of the Board

NORTH CAROLINA STATE UNIVERSITY

BOARD OF TRUSTEES

RESOLUTION OF CONDOLENCE

FOR

GENERAL (RET.) RAYMOND T. ODIERNO

WHEREAS, Raymond T. Odierno has been a loyal member of the NC State University family for over thirty-five years; and

WHEREAS, Raymond T. Odierno, Member of the Board of Trustees, led with integrity and leadership at NC State, working with the highest level of professionalism and pushing for greater levels of excellence in education; and

WHEREAS, Raymond T. Odierno demonstrated outstanding involvement within the university and its organizations, such as his active membership on the Board of Trustees, previous service as chair and a member on the Board of Visitors; and

WHEREAS, Raymond T. Odierno dedicated four decades to the United States military, during which time he rose to the rank of four-star general, lead multinational troops in the Iraq War, and served as the 38th chief of staff of the United States Army; and

WHEREAS, Raymond T. Odierno was awarded honorary degrees from universities across the country for his service and leadership, including NC State, the Institute of World Politics, and Norwich University; and

WHEREAS, Raymond T. Odierno's generosity has extended throughout the university and beyond into the surrounding community, exemplifying his presence as a respected leader and valued member of the NC State family; and

WHEREAS, Raymond T. Odierno has epitomized what it means to be an exceptional member of NC State, portraying the university's mission to empower its members and affiliates toward service and excellence; and

NOW, THEREFORE, LET IT BE KNOWN, that the Trustees of North Carolina State University hereby honor and express their deepest condolence on the passing of General Raymond T. Odierno, and express our heartfelt admiration and enduring respect for his excellence as a military leader, charitable public servant and inspirational university role model; and be it further

RESOLVED, that a copy of this resolution be forwarded to General Odierno's family as an expression of condolence.

RESOLVED, this the 12th day of November, 2021.

Stanhope A. Kelly, Chair

Edwin J. Stack III

Robert F. Andrews III

Dewayne N. Washington

Ann B. Goodnight

Edward I. Weisiger, Jr.

James A. Harrell III

McKenzy Heavlin, Student Body President (Ex Officio)



FCC QUESTIONNAIRE

for the Board of Trustees of NC State University as owners WKNC-FM HD-1/HD-2

In 2018 the FCC revised its ownership report to collect additional information about each owner, so this form will be more involved than one you may have completed in previous years.

1. Other than your position with the Board of Trustees of NC State University, do you have an interest in any other radio or television broadcast station? For purposes of this question, "interest in" means that are you are (i) a partner in, (ii) an officer or director of, or (iii) a 5% stockholder or investor of an investment company, bank, insurance company, or other business organization that owns, operates, or otherwise has an interest in a broadcast station.

☐ Yes ☒ No

If the answer is "Yes," please identify the organization, the nature of your interest in the organization, the organization's broadcast interest, and the location of the broadcast interest. Please note that investments of less than 5% of the outstanding voting stock in publicly traded companies need not be reported.

2. Are you a United States citizen? ☒ Yes ☐ No If the answer is "No," please state your citizenship.

3. What is your principal profession or occupation?

Retired banker

4. By whom were you appointed or elected to your position with the Board of Trustees of NC State University?

Appointed by the Board of Governors of the University of North Carolina

5. What is your mailing address? A business address is acceptable.

20 Watauga Club Drive, Campus Box 7001, Raleigh, NC 27695-7001

6. What is your gender? ☐ Female ☒ Male

7. What is your ethnicity? ☐ Hispanic or Latinx ☒ Not Hispanic or Latinx

8. What is your race? Please select all that apply.

☐ American Indian or Alaska Native ☐ Asian ☐ Black or African American
☐ Native Hawaiian or Other Pacific Islander ☒ White

ELECTRONIC SIGNATURE

In typing this form, I affirm that the above information is complete and accurate as of Oct. 1, 2021. I acknowledge that by typing my name and submitting this form via email I agree to the terms of this document and am providing a valid and binding substitute to my written signature.

Stanhope Kelly, Chair - NC State Board of Trustees

Type name here

11/12/21

Date

PROPOSED REVISION TO: POL01.05.01: Board of Trustees (BOT) Bylaws

Rationale: This proposed revision includes the delegated authority to the Board of Trustees to (1) approve the university's annual budget, and (2) approve capital improvement projects less than \$750k and advance planning for capital improvement projects funded with non-General Fund money.

Consultation Process:

October 9, 2021 Office of General Counsel review

October 26, 2021 Chancellor's Cabinet Meeting (review/approval)

_____ Board of Trustees approval

NC STATE UNIVERSITY
Policies, Regulations and Rules

Authority	Board of Trustees
Title	Bylaws
Classification	POL01.05.01
PRR Subject	Board of Trustees
Contact Info	Vice Chancellor and General Counsel (919-515-3071); Secretary of the University (919-515-2191)

History: First Issued: September 18, 1982. Last Revised: November 13, 2020.

Related Policies:

[UNC Code Section 402B – Meetings](#)

[UNC Code Section 607 - Faculty Grievance Committee for Constituent Institutions](#)

[UNC Policy 200.1 - Dual Memberships and Conflicts of Interest](#)

[UNC Policy 300.1.1 - Senior Academic and Administrative Officers](#)

[UNC Policy 300.1.6\[R\] - Regulations on Administrative Separation and/or Retreat to a Faculty Position](#)

[UNC Policy 300.2.14 - Nonsalary and Deferred Compensation](#)

[UNC Policy 400.5\[R\] - Planning, Establishing, and Reviewing Centers and Institutes in The University of North Carolina](#)

[UNC Policy 600.2.3 - Distinguished Professors Endowment Trust Fund](#)

[UNC Policy 600.3.4C\(1\) - Granting of Management Flexibility to Appoint and Fix Compensation](#)

UNC Policy 1100.3 - Head Coaches' and Athletic Directors' Contracts
NCSU POL05.20.01 - Appointment, Reappointment, Promotion and Permanent Tenure

Additional References:

Section 103 of the Internal Revenue Code of 1986

Section 1.150-2 of the Treasury Regulations

NC General Statute § 143 – State Departments, Institutions, and Commissions

NC General Statute § 146 – State Lands

Appendix I

1. ORGANIZATION

1.1 Membership

1.1.1 North Carolina State University at Raleigh shall have a Board of Trustees composed of thirteen persons chosen as follows:

1.1.1.a Eight elected by the Board of Governors of The University of North Carolina (UNC),

1.1.1.b Four appointed by the General Assembly under N.C.G.S. 120-121, two of whom shall be appointed upon the recommendation of the President Pro Tempore of the Senate and two of whom shall be appointed upon the recommendation of the Speaker of the House of Representatives, and

1.1.1.c The President of the Student Body, ex officio.

1.1.2 In every odd-numbered year, the Board of Governors shall elect four persons to the Board of Trustees and the General Assembly shall appoint one person upon the recommendation of the President Pro Tempore of the Senate and one person upon the recommendation of the Speaker of the House of Representatives to the Board of Trustees; and the term of office of all such elected or appointed trustees (excluding the ex officio trustee) shall be four years or until successors are elected or appointed commencing on July 1 of such odd-numbered year.

1.1.3 Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the General Assembly, it shall be the duty of the Assistant Secretary of the Board of Trustees to inform the General Assembly of the existence of such vacancy, and the vacancy shall be filled as provided in N.C.G.S. 120-122, and whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the Assistant Secretary of the Board of Trustees to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the expired term. Whenever a member shall fail, for any reason other than ill health or service in the interest of the State or nation, to be present for three successive regular meetings of the Board of Trustees, that member's place shall be deemed vacant.

1.1.4 Any person who has served two full four-year terms in succession as a member of the Board of Trustees shall, for a period of one year, be ineligible for election or appointment to the Board.

1.1.5 No member of the General Assembly or officer or employee of the State, UNC, or any constituent institution shall be eligible for election or appointment as a member of the Board of Trustees. No spouse of any member of the General Assembly, or of an officer or employee of North Carolina State University shall be eligible for election or appointment as a member of the Board of Trustees. Any trustee who is elected or appointed to the General Assembly or who becomes an officer or employee of the State, UNC, or of any constituent institution or whose spouse is elected or appointed to the General Assembly or becomes an officer or employee of North Carolina State University shall be deemed thereupon to resign from membership on the Board of Trustees.

1.1.6 No person may serve simultaneously as a member of the Board of Trustees and as a member of the Board of Governors. Any trustee who is elected or appointed to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that the person's term commences as a member of the Board of Governors.

1.2 Officers

1.2.1 At the first meeting after June 30 of each year, the Board of Trustees shall elect from its membership a Chair, a Vice Chair, and a Secretary, each of whom shall serve for a term of one year and until a successor is elected. A Chair who is serving a second consecutive year as Chair is ineligible for reappointment as Chair until one year has elapsed from the end of the second consecutive year of service. If a vacancy occurs for any of these officers, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board of Trustees.

1.2.2 The Board of Trustees may also elect an Assistant Secretary from among the members of the Chancellor's staff as recommended by the Chancellor. Copies of all minutes, papers and documents of the Board of Trustees may be certified by its Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the Board.

1.3 Committees

1.3.1 The Board of Trustees shall have the following standing committees: Audit, Risk Management and Finance Committee; Buildings and Property Committee; University Advancement and External Affairs Committee; University Affairs Committee; and Executive Committee. The Board may create such other committees as it deems appropriate. The Chair of the University Advancement Committee shall serve ex officio as a member of the Board of Trustees of the Endowment Fund.

1.3.2 The officers of the Board, the immediate past Chair for the first year following their term as Chair (if applicable), and one Trustee to be nominated by the Chair for the Board's approval to

serve at-large shall constitute the Executive Committee, which shall be chaired by the Board Chair. In the event there is no immediate past Chair, the Chair shall nominate for the Board's approval one additional Trustee to serve at-large on the Executive Committee. The Executive Committee shall be empowered to act for the Board between Trustee meetings with the responsibility to report on its actions at the next Board meeting.

1.3.3 At the first meeting after June 30 of each year, the newly elected Chair shall appoint the members of the standing committees and designate a chair for each committee. The Board Chair will assign each Trustee to serve on two standing committees each year. In making assignments, the Board Chair will balance Trustees' interests, expertise and experience on the committees. The goal will be for a balance of new and returning Trustees on each committee, with a rotation of committee leadership to provide all Trustees the opportunity to serve on multiple committees during a four year term. The Chair of the Board shall be an ex officio member of all standing committees and shall count for purposes of determining whether a quorum is present at a committee meeting.

1.3.4 The Board of Trustees may delegate to its committees such of its powers as it deems appropriate except for those powers which are expressly delegated to the Board of Trustees by the Board of Governors without the power to sub-delegate. Each committee shall present to the Board for its approval a description of committee responsibilities and such descriptions shall be reviewed and updated as the Board deems appropriate. The delegated authority, responsibilities and assignments of each committee are contained in Appendix 1 to these Bylaws.

1.3.5 A Nominating Committee shall be appointed on or after July 1 of each year by the Chair and shall consist of not less than three nor more than five members of the Board. The Chair shall not serve as a member of the Nominating Committee. The Nominating committee shall be responsible for presenting a slate of nominees to the Board at its first regular meeting on or after July 1 of each year. The slate of nominees shall contain at least one nominee for each of the officers of Chair, Vice Chair, and Secretary. The guidelines for the Nominating Committee are contained in Appendix 1 to these Bylaws.

2. MEETINGS

2.1 Regular Meetings

There shall be not fewer than three regular meetings of the Board of Trustees each year. Meetings are usually held the third Thursday and Friday in February, April, September and November. A summer meeting may be held on a mutually agreeable date. A notice specifying the time and place of each regular meeting of the Board shall be posted by the Assistant Secretary on the Board of Trustees' website. If the date of a regular meeting is changed, the Assistant Secretary shall change the posting and notify each member of the Board at least ten (10) calendar days in advance of the meeting date. Any matter of business may be considered at a regular meeting.

2.2 Special and Emergency Meetings

2.2.1 A special meeting of the Board of Trustees or of a standing committee with delegated authority may be called by the Board Chair or by the Chancellor. A special meeting of the Board of Trustees may also be requested upon the written request of not fewer than six (6) members of the Board, directed to the attention of the Assistant Secretary, who shall notice a special meeting upon receipt of the sixth written request. A notice specifying the time and place of a special meeting shall be communicated by the Assistant Secretary to each member of the Board so that it is received at least forty-eight (48) hours in advance of the meeting date. Any matter of business may be considered at a special meeting.

2.2.2 When deemed necessary by the Board Chair or by the Chancellor, the Board Chair may conduct an emergency meeting of the Board with immediate notice. Only business connected with the emergency may be considered at the meeting.

2.2.3 A special or emergency meeting may be conducted by electronic means provided that the arrangements for such meeting comply with the applicable State laws concerning the conduct of electronic meetings of public bodies.

2.3 Agenda

2.3.1 At least seven (7) days prior to each regular meeting of the Board of Trustees, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to the meeting, shall be provided to each member of the Board by the Assistant Secretary. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be sent to each member of the Board at least seven (7) days in advance of the special meeting; however, if such advance mailing is not practicable, the agenda for a special or an emergency meeting may be presented to the members of the Board as the first order of business at the meeting. No items may be considered at a special meeting except as contained on the agenda.

2.3.2 The agenda for every meeting of the Board shall be prepared by the Chancellor in consultation with the Chair. Every request for inclusion of an item on the meeting agenda shall be put in writing and filed, together with any supporting documents, with the Chancellor sufficiently far in advance of the meeting to permit a determination to be made by the Chancellor with respect to the propriety and practicability of including that item on the meeting agenda.

2.3.3 Any member of the Board of Trustees may present to any regular meeting of the Board any item whether or not the item is on the meeting agenda, but no final action shall be taken on an item not on the agenda except by unanimous consent.

2.4 Conduct of Business

2.4.1 A quorum of the Board shall consist of a majority of the members of the Board.

2.4.2 The Chair shall preside over all regular and special meetings of the Board of Trustees. In the absence of the Chair, the Vice Chair will preside. In the absence of the Chair and Vice Chair, a presiding officer shall be elected by and from the membership of the Board of Trustees.

2.4.3 All members of the Board of Trustees may vote on all matters coming before the Board for consideration. No member may vote by proxy.

2.4.4 Except as modified by specific rules and regulations enacted by the Board of Trustees, Robert's Rules of Order Newly Revised (latest edition) shall constitute the rules of the parliamentary procedure applicable to all meetings of the Board of Trustees and its several committees.

2.4.5 Between regular meetings of the Board, routine matters of business within the authority of any committee of the Board may be dealt with by written ballot and without a meeting if such is deemed appropriate by the Chair of the committee. Any action taken by this method must be reported to the Board at its next regular meeting and the written ballots made available for public inspection.

2.5 Minutes

2.5.1 The Secretary or Assistant Secretary shall take minutes of all meetings of the Board of Trustees; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; shall be custodian of all records of the Board; when required the Secretary or Assistant Secretary, shall attest the execution of all legal documents and instruments of North Carolina State University at Raleigh.

2.5.2 Within a reasonable period after each meeting of the Board of Trustees, the Secretary or Assistant Secretary shall transcribe the minutes of the meeting and provide a copy to each member of the Board.

2.6 Closed Session

2.6.1 By vote of a majority of the members present at any meeting of the Board of Trustees, the meeting may be closed to the public, subject to applicable State laws concerning when and how closed sessions may be motioned and held.

2.7 Keeping Board of Governors Informed

2.7.1 The Assistant Secretary of the Board of Trustees shall keep the Board of Governors, through the Secretary of The University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees, including notice of any changes in the membership of the Board or in its committee structure or bylaws and notices of meetings.

3. POWERS AND DUTIES

3.1 General Powers and Duties

3.1.1 The Board of Trustees shall promote the sound development of North Carolina State University at Raleigh within the functions prescribed for it, helping it to serve the people of the State in a way that will complement the activities of the other institutions and aiding it to perform at a high level of excellence in every area of endeavor. The Board of Trustees shall serve as advisor to the Board of Governors on matters pertaining to North Carolina State University at Raleigh and shall also serve as advisor to the Chancellor concerning the management and development of the institution. The Chancellor shall be the official medium of communication between the Board of Trustees and all individuals, officials, agencies and organizations, both within and without the institution.

3.2 Other Powers and Duties

3.2.1 The Board of Trustees shall have such other powers and duties, not inconsistent with provisions of The Code of The University of North Carolina or with applicable provisions of State law, as are specified in said Code or as shall be defined and delegated by the Board of Governors.

4. AMENDMENT OF BYLAWS

4.1 Amendment of Bylaws

4.1.1 These bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the members of the Board if the substance of the amendment has been filed in writing with the Secretary or Assistant Secretary and a copy has been sent to each member of the Board at least seven days prior to the meeting at which the amendment is to be voted upon.

5. SUBORDINATION TO UNIVERSITY CODE

5.1 Subordination to University Code

To the extent that any of these bylaws may be inconsistent with The Code of The University of North Carolina, as the same may be amended from time to time, said Code shall control.

Appendix 1

NC State Board of Trustees' Delegations of Authority, Assignments and Guidelines

I. Audit, Risk Management and Finance Committee Delegated Authority and Assignments

a. Audit

- i. Provide oversight of the internal audit function.
- ii. Review and approve the annual internal audit plan at the beginning of the audit cycle.
- iii. Receive quarterly activity reports from the internal auditor.
- iv. Receive direct verbal and/or written reports from the university's internal auditor regarding out of the ordinary reviews and findings that may involve senior level university employees, trustees or affiliates.
- v. Review a comparison of the annual internal audit plan to the actual internal audits performed.
- vi. Provide oversight of the annual financial statement audit.
- vii. Assure that the university is performing self-assessments of operating risks and evaluations of internal controls on a regular basis.
- viii. Meet with representatives of the State Auditor's Office to review the annual state auditor's report and the university's corrective action, if any.
- ix. Review audit reports of University-associated entities.

b. Finance

- i. Advise the Chancellor with respect to the development of budget estimates for the university, and with respect to the execution and administration of the budget as approved by the General Assembly and the Board of Governors.

ii. Review and recommend to the Board of Trustees approval of the annual university budget.

c. Risk Management

- i. Provide oversight of the risk management and compliance functions.
- ii. Receive annual reports on risk management, compliance and legal issues.

d. Planning

e. Policy Development

- i. Recommend to the Board of Trustees for approval policies regarding the preservation, maintenance and management of institutional trust funds.
- ii. Upon recommendation of the chancellor, recommend to the Board of Trustees for approval policies related to the maintenance of campus security.
- iii. Upon recommendation of the chancellor, recommend to the Board of Trustees for approval policies related to information technology and cybersecurity.

II. Buildings and Property Committee Delegated Authority and Assignments

a. Subject to policies of the Board of Governors and all legal requirements relative to the construction of state-owned buildings, for the following matters concerning campus capital construction projects which have been approved by the Board of Governors and authorized by the State of North Carolina:

- i. Select architects or engineers for buildings and improvements requiring such professional services;
- ii. Select construction managers at risk for buildings and improvements requiring such professional services;
- iii. Select design-build teams for building and improvements requiring such professional services.
- iv. Approve building sites;
- v. Approve plans and specifications; and
- vi. Accept all completed buildings and projects.

b. Capital Improvement Projects in accordance with delegated authority granted by the Board of Governors:

- i. Approve capital improvement projects funded entirely with non-General Fund money that are projected to cost less than \$750,000; and**
- ii. Approve advance planning of capital improvement projects where the advance planning effort is to be funded entirely with non-General fund money.**

c. Prepare and maintain a master plan for the physical development of the institution.

d. Acquisitions and Dispositions of an Interest in Real Property in accordance with additional delegated authority granted by the Board of Governors

i. Approve any acquisition or disposition of any interest in real property valued at \$50,000 or more, other than by leases, provided that if the acquisition or disposition involves an interest in real property valued at \$1,000,000 or more, the matter shall be recommended by the committee to the Board of Trustees for its approval and forwarded for further approval to the UNC President or Board of Governors, as required by the policies of the Board of Governors.

ii. Approve any acquisition or disposition of any interest in real property by lease where the lease has an annual rent in excess of \$150,000 or a term in excess of 10 years, provided that where the term of the lease exceeds 10 years or has an annual rent in excess of \$750,000, the matter shall be recommended by the committee to the Board of Trustees for its approval and forwarded for further approval to the UNC President or Board of Governors, as required by the policies of the Board of Governors.

e. Policy Development

i. Upon the recommendation of the chancellor, recommend to the Board of Trustees for approval policies applicable to the control, operation and supervision of buildings and property pursuant to applicable provisions of State law and policies of the Board of Governors.

ii. Upon the recommendation of the chancellor, recommend to the Board of Trustees for approval changes to campus parking and traffic policies.

III. Executive Committee Delegated Authority and Assignments

a. Act for the full Board of Trustees between meetings with the responsibility to report on its actions at the next Board meeting.

b. Review and take final action on proposed contracts of \$10,000 or more that may constitute a potential conflict of interest under the Dual Memberships and Conflicts of Interest Policy of the Board of Governors, UNC Policy 200.1.

c. Review and make recommended findings to the Board of Trustees regarding allegations of violation of UNC Policy 200.1.

d. If a member of the Executive Committee has a substantial interest in an entity that is intending to contract with the university, as defined in UNC Policy 200.1, the Chair of the Board of Trustees may assign the matter to another standing committee of the Board of Trustees or appoint an ad hoc committee of no less than three members of the Board of Trustees to handle the matter. If the Chair of the Board of Trustees has a substantial interest or is alleged to have violated UNC Policy 200.1, the Vice Chair of the Board of Trustees will assign or appoint the committee.

e. Approve appointment, initial salary, and appointment changes for Provost and Vice Chancellors.

IV. University Advancement Committee Delegated Authority and Assignments

a. Development and Advancement Activities

- i. Approve all university fundraising campaigns.
- ii. Advise the chancellor and vice chancellor for university advancement on the formation of campaign steering committees.
- iii. Advise the chancellor and vice chancellor for university advancement on the priority, timing, direction, funding and management of capital and other fundraising campaigns.
- iv. Recommend to the Board of Trustees for approval the naming of all facilities and programs, owned, operated or controlled by the university.
- v. Advise the chancellor in all areas pertaining to development, advancement services, university communications and alumni relations.
- vi. Receive nominations for the Watauga Medals and recommend nominees for approval to the Board of Trustees.
- vii. Receive regular reports on University Communications and NC State Alumni Association activities and initiatives.

b. External Affairs

- iii. Receive regular reports on the activities of the state legislature.

c. Policy Development

- i. Upon the recommendation of the chancellor, recommend to the Board of Trustees for approval policies related to the relationship between the university and its affiliated foundations and the coordination of all fundraising activities intended to benefit the university.
- ii. Upon the recommendation of the chancellor, recommend to the Board of Trustees for approval policies including but not limited to such matters as the conduct of fundraising campaigns, and the use and application of privately donated funds for any activity whose sponsorship may implicate or obligate the university.
- iii. Upon the recommendation of the chancellor, recommend to the Board of Trustees for approval policies regarding fundraising activities intended to benefit the Endowment Fund and various affiliated foundations.
- iv. Recommend naming guidelines for endowed funds, and facilities and programs funded in whole or in part by private monies.
- v. Upon recommendation of the chancellor, recommend to the Board of Trustees for approval policies regarding the awarding of the Watauga Medal.

V. University Affairs Committee Delegated Authority and Assignments

a. EHRA Personnel - on the recommendation of the chancellor

- i. Approve appointment, initial salary, and appointment changes for Deans and SAAO Tier 1 positions other than the Chancellor, Provost and Vice Chancellors.
- ii. Approve non-salary and deferred compensation for EHRA employees, other than Vice Chancellors, in accordance with UNC Policy 300.2.14 and NCSU POL05.15.03
- iii. Establish salary ranges, based on available relevant market data for senior academic and administrative officers that are not established by UNC General Administration.
- iv. Recommend any salary increase for an EHRA employee other than for Vice Chancellors that requires approval by the Board of Governors.
- v. Review and approve any administrative separation or retreat rights subject to Board of Trustees approval under UNC Policy 300.1.6[R] and NC State POL 05.15.01. "Retreat rights" are those conditions of employment that would apply should the administrator leave his/her administrative position.

vi. Confer permanent tenure consistent with **NCSU POL05.20.01 - Appointment, Reappointment, Promotion and Permanent Tenure**

vii. Designate Distinguished Professorships, including Distinguished Scholars, and Distinguished Fellows, which may be time limited pursuant to UNC Policy 600.2.3.

viii. Confer emeritus status to an individual with an SAAO Tier I appointment at retirement.

ix. Appoint or extend the contract of the athletic director and head coaches with employment contracts in accordance with UNC Policy 1100.3. Recommend contracts for Board of Governors' approval in circumstances where the proposed contract terms require such approval under UNC Policy 1100.3.

x. Review and recommend to the Board of Trustees for approval petitions relating to EHRA employees seeking political candidacy and/or public office holding as required by UNC Policy 300.5.2.

b. Employee Appeals

i. Discharge and Suspensions of Employees.

ii. In a manner consistent with the Board of Trustees' Policies and Procedures, with applicable policies of the Board of Governors, and with State law, hear appeals of discharged or suspended employees from actions taken by the chancellor when the applicable policies allow such appeals.

iii. Disposition of Employee Grievances.

1. Hear and render a decision on appeals in UNC Code Section 607 grievances, where neither the relevant administrative respondent nor the chancellor made an adjustment recommended by the grievance committee in favor of the grievant.

c. Academic Programs and Research

i. Review academic degree proposals requiring approval by the Board of Governors and, upon the recommendation of the chancellor, recommend such programs and proposals to the Board of Trustees.

ii. Receive notification on behalf of the Board of Trustees of other academic program proposals.

d. Student Affairs

- i. Upon the recommendation of the chancellor, review and recommend to the Board of Trustees the approval of campus initiated tuition increases and the approval of student fees (proposed new fees as well as adjustments to existing fees).

e. Honorary Degrees, Awards and Distinctions

- i. Receive and review nominations for Honorary Degrees and Holladay Medals and recommend nominees for approval to the Board of Trustees.
- ii. Provide advice in the chancellor's selection of a Commencement speaker.

f. Planning

- i. Review and recommend to the Board of Trustees for approval changes in the university's mission statement.
- ii. Advise the chancellor on the development of plans to carry out the university's mission.
- iii. Review and approve the establishment, continuation and discontinuation of Centers and Institutes as required by the BOG and UNC President and in accordance with UNC Policy 400.5[R].

g. Policy Development

- i. Upon the recommendation of the chancellor, recommend to the Board of Trustees for approval personnel policies not otherwise prescribed by State law, the UNC Code or policies of the Board of Governors, for personnel in all categories of university employment.
- ii. Recommend to the Board of Trustees for approval policies regarding the collection of tuition, fees and other monies to be collected from students, as approved by the Board of Governors.
- iii. Recommend to the Board of Trustees for approval policies for administration of scholarships and other financial aid to students.
- iv. Upon recommendation of the chancellor, recommend to the Board of Trustees for approval policies related to the provision of student services and activities, including but not limited to student government and intercollegiate athletics, subject to general provisions as may be prescribed by the Board of Governors.

v. Upon recommendation of the Chancellor, recommend to the Board of Trustees for approval policies related to research and centers and institutes.

h. Responsibilities

i. Receive and hear reports at committee meetings from the Chair of the Faculty Senate, the Chair of the Staff Senate, and the Student Body President.

VI. Nominating Committee Guidelines

a. Select one or more nominees for Chair from Board of Trustee members.

b. A trustee may serve as Chair for two consecutive one-year terms. Where possible, in order to promote a limited continuity of leadership, the Committee is encouraged to give deference to the current Chair for re-nomination for a second consecutive year. A Chair who is serving a second consecutive year as Chair is ineligible for reappointment as Chair until one year has elapsed from the end of the second consecutive year of service. Where appropriate, when nominating a Chair other than the re-nomination of the current Chair, the Committee is encouraged to give deference to the Vice Chair as a candidate.

VII. Chancellor Delegated Authority

a. EHRA Personnel - which may be further delegated to permanent designees

i. Take final action on all EHRA personnel actions, except those contained in UNC Policy 600.3.4 and UNC Policy 1100.3 which are retained by the Board of Trustees.

ii. Approve EHRA salary increases as authorized by UNC Policy 200.6, section I.A.(4) and as further sub-delegated as follows:

a) A temporary salary stipend or supplement with a specified end date that does not exceed 25% and \$25,000 of cumulative salary adjustments fiscal year to-date based on the employee's June 30 salary, up to 12-months in duration; and

b) A temporary salary stipend or supplement without a specified end date that does not exceed 20% and \$15,000 of cumulative salary adjustments fiscal year to-date based on the employee's June 30 salary; and

c) A permanent base salary adjustment that does not exceed 20% and \$15,000 of cumulative salary adjustments fiscal year to-date based on the employee's June 30 salary

b. Student Matters - which may be further delegated

- i. Determine, after consultation with the faculty, whether an individual student shall be entitled to receipt of a particular degree.
 - ii. Establish admission policies and resolve individual admission questions for all schools and divisions within the university.
 - iii. Collect from each student, at the beginning of the semester or term, such tuition, fees and other amounts necessary to pay other expenses for the term, as have been approved by the Board of Governors.
 - iv. Require payment of such advance deposits, as such times and under such conditions, as may be required by State law or by the Board of Governors.
 - v. Require payment of such nonrefundable application of fees, in connection with each application for admission, as may be required by State law or by the Board of Governors.
 - vi. Administer scholarships and other forms of financial aid to students which are limited in their application to or are supported by North Carolina State University subject to the terms of any applicable laws and to policies of the Board of Governors.
 - vii. Regulate student activities including student conduct, the approval of organized, institutionally-recognized student activities and the definition of roles and functions of any institutionally-recognized system of student self-government and student participation in the governance of any aspect of institutional programs and services.
 - viii. Establish and supervise the institution's program of intercollegiate athletics, subject to such policies as may be prescribed by the Board of Governors and the Board of Trustees.
 - ix. Maintain campus security, subject to applicable provisions of State law and such policies as may be adopted by the Board of Governors.
 - x. Control and supervise campus utilities and other facilities subject to applicable provisions of State law and policies of the Board of Governors.
- c. Signature Authority for Contracts, Leases and Other Agreements – which may be further delegated.
- i. Sign and execute agreements, contracts, leases, and other official documents (all herein referred to corporately as agreements) with institutions, agencies, corporations, partnerships, individuals and other legal entities, said agreements including all such agreements not required by law or administrative regulation to be otherwise executed.

ii. Agreements shall comply with (1) the law of North Carolina, especially North Carolina General Statutes, Chapters 143 and 146, when applicable, and (2) with The Code and with policies determined by the Board of Governors or the Board of Trustees.

d. Acquisition and Disposition of Real Property

i. Acquire or dispose of an interest in real property other than by lease valued at less than \$50,000

ii. Acquire or dispose of an interest in real property by lease with an annual value of \$150,000 or less and a term of not more than 10 years

e. Authority to Award Emeritus Status

i. Award emeritus status to Faculty and SAAO Tier II employees in accordance with applicable Board of Trustees policies governing the award of emeritus status.

f. The Use of Firearms on the University's Research Stations, Field Laboratories, Forest and Woodland Properties – which may be further delegated.

i. Establish operating procedures and to allow the use of weapons on the University's research stations, field laboratories, forest and woodland properties for the purposes of controlling animal depredation of crops and for wildlife management.

VIII. Vice Chancellor for Finance and Administration Delegated Authority

a. Purchase, Sell, Transfer or Sign Trust Fund Assets and Securities

i. Buy stocks, bonds, or other securities of corporations, firms, or individuals, of the United States Government, or of any state or political subdivision thereof.

ii. Sell, trade, assign, endorse, and deliver for transfer certificates representing stocks, bonds, or other securities of corporations, firms, or individuals, of the United States Government, or of any state or political subdivision thereof.

iii. Assign for reissue or redemption any registered obligation of any corporation, the United States Government and its instrumentalities, or of any state or political subdivision thereof, now or hereafter registered in the name of North Carolina State University at Raleigh.

b. Trademark registration and licensing program – or designee

i. Register such marks, symbols and other indicia of the University in the various states and with the U.S. Patent and Trademark Office as he deems appropriate.

ii. Enter into an agreement with an agent for the licensing of North Carolina State University's marks, symbols, and indicia in a manner deemed consistent with the purposes and needs of the University.

c. Internal Revenue Service Reimbursement Resolutions – or designee

i. Declare the official intent of NC State within the meaning of Section 1.150-2 of the Treasury Regulations promulgated under Section 103 of the Internal Revenue Code of 1986, as amended, evidencing NC State's intent to reimburse NC State for expenditures incurred and paid by NC State in connection with projects from the proceeds of tax exempt obligations.

d. Business Signatures – or designee

i. Establish Impress Checking Accounts.

ii. Approve Tax Related Documents necessary for the University.

iii. Approve Trust Fund Authorities and Related Changes.

iv. Approve University Receipt Centers.

NC State University
Randy Woodson, Chancellor
Spring 2022 Comprehensive Review

SURVEY MAP:

COMPARISON OF EXTERNAL (EXT), SENIOR ADMINISTRATION & FACULTY (SR ADMIN / FAC), STAFF, AND STUDENT (STUD) QUESTIONNAIRES

AN 'X' IN THE CELL INDICATES THAT THE QUESTION IS NOT INCLUDED ON THAT SURVEY

A Administration and Management

	EXT	SR ADMIN / FAC	STAFF	STUD
Establishing a credible and effective administrative team (1)				X
Effectively delegating responsibility and oversight to senior leadership team (2)				X
Demonstrating improvements based on university and campus-based accountability and performance standards (3)				X
Demonstrating knowledge of, and exercising appropriate oversight over, intercollegiate athletics programs (4)			X	X
Promoting evidence-based decision-making (5)				X

A_oe Comments on "Administration and Management"

B Planning

	EXT	SR ADMIN / FAC	STAFF	STUD
Advancing planning processes to set strategic goals and priorities for the campus (1)	NOTE: INCLUDED IN SECTION 'A' ON EXT SURVEY			X
Encouraging budgetary planning and resource allocation consistent with established goals and priorities (2)	X			X
Identifying and investing in broad areas of emphasis in which the campus has strategic research strength (3)	X			X

B_oe Comments on "Planning" (open-end question)

C Student Success

	EXT	SR ADMIN / FAC	STAFF	STUD
Demonstrating campus success in increasing access, retention, and graduation of undergraduate students (1)			X	
Demonstrating campus success in increasing access, retention, and graduation of graduate students (2)			X	
Promoting and supporting efforts to balance access with quality (3)			X	
Promoting and supporting educational innovation aimed at enhancing the success of students (4)			X	
Promoting and supporting opportunities for increasing students' civic and global knowledge, experience, and perspective (5)			X	
Appropriately balancing the need to offer an affordable education with the budgetary needs of the campus (6)	X		X	
Demonstrating campus success in increasing the availability of student financial aid (7)	X		X	

C_oe Comments on "Student Success" (open-end question)

D Outstanding Faculty and Quality and Priority Academic Programs

	EXT	SR ADMIN / FAC	STAFF	STUD
Leading efforts to recruit, support, and reward outstanding faculty (1)			X	X
Promoting and supporting quality and efficiency of academic programs through program review (2)	X		X	X
Leading efforts for enhanced faculty productivity in teaching, research, and public service (3)			X	X
Encouraging research and scholarship (4)	X		X	X
Demonstrating increases in degree production in campus programs overall and in high-need areas such as the STEM disciplines and education (5)	X		X	X
Promoting and supporting interdisciplinary scholarship among faculty and staff (6)	X		X	X
Promoting and supporting faculty and staff engagement in collaborative global scholarship (7)	X		X	X
Promoting and supporting academic freedom (8)	X		X	X
Effectively enhancing the local, regional, and national reputation of the institution (9)			X	X

D_o Comments on "Outstanding Faculty and Quality and Priority Academic Programs" (*open-end question*)

STAFF-ONLY SECTION

Outstanding Staff

	EXT	SR ADMIN / FAC	STAFF	STUD
Encouraging efforts to recruit, support, and reward outstanding staff (1)	X	X		X
Encouraging efforts to provide professional development opportunities for staff (2)	X	X		X

Comments on "Outstanding Staff": (*open-end question*)

E Economic and Community Impact of the University

	EXT	SR ADMIN / FAC	STAFF	STUD
Regularly assessing and effectively responding to the demand-driven needs of the community, region, and state and incorporating those into the campus decision-making (1)				X
Demonstrating an understanding of business and community issues and their implications for the campus (2)				X
Leading efforts to increase the economic and community development impact of the campus on the state and nation (3)				X
Providing leadership in the community to enhance the social welfare of the region (4)				X
Leading efforts to promote campus engagement with public and private partners (5)				X
Enhancing local and global engagement through focused strategic partnership (6)				X

E_oe Comments on "Economic and Community Impact of the University" (*open-end question*)

F Campus Safety

	EXT	SR ADMIN / FAC	STAFF	STUD
Promoting a safe and secure campus environment (1)	X			
Promoting security of information technology systems and an effective disaster recovery plan for the campus (2)	X			
Having an effective system in place for crisis management (3)	X			

F_oe Comments on "Campus Safety" (*open-end question*)

G Effectiveness and Efficiency of Enabling Services for the Academic Mission

	EXT	SR ADMIN / FAC	STAFF	STUD
Demonstrating efficient utilization of campus facilities and resources in support of the academic mission of the campus (1)	X			
Minimizing bureaucratic red tape, i.e., establishes flexible, lean, and efficient administrative practices, processes and procedures (2)	X			
Maintaining a robust and efficient research infrastructure (3)	X			
Maintaining an effective information technology infrastructure for academic and administrative computing applications (4)	X			
Maintaining an appropriate balance of academic and non-academic personnel in carrying out the mission of the institution (5)	X			
Providing effective leadership for private fund raising for the campus (6)	NOTE: INCLUDED IN SECTION 'A' ON EXT SURVEY			

G_oe Comments on "Effectiveness and Efficiency of Enabling Services for the Academic Mission" (*open-end question*)

H Communication

	EXT	SR ADMIN / FAC	STAFF	STUD
Keeping the President, Board of Trustees, and senior campus officers informed on system and institutional issues (1)			X	X
Clearly communicating system and institutional issues to internal campus constituencies (e.g., faculty, staff, students) (2)	X			
Clearly communicating system and institutional goals to external campus audiences (e.g., alumni, community leaders, government officials, business leaders) (3)			X	X
Encouraging open and candid communication to inform the campus decision-making process (4)	X			
Establishing constructive and credible relations with the media (5)				
Establishing constructive and respected relations with business, community, and government leaders (6)				

H_oe Comments on "Communication" (*open-end question*)

I Leadership

	EXT	SR ADMIN / FAC	STAFF	STUD
Exercising mature and sound judgment based upon an understanding of issues and facts (1)				
Demonstrating strong leadership when confronted with difficult decisions (2)				
Responding appropriately to incidents that threaten the campus climate of respect and inclusivity (3)				
Encouraging institutional pride among all students, faculty, and staff (4)				
Promoting and supporting diversity and inclusion among students, faculty, and staff (5)				
Promoting and supporting efforts to facilitate work/life balance (6)	X			X
Understanding the mission of the UNC system and participating constructively in addressing university-wide issues (7)				
Understanding and affectively addressing the mission of the campus (8)				
Effectively advocating for budgetary and other needs of the institution (9)				
Demonstrating strategic leaderships (10)				
Exhibiting transparency in decision-making processes and actions (11)				

I_oe Comments on "Leadership" (*open-end question*)

J Personal Attributes

	EXT	SR ADMIN / FAC	STAFF	STUD
Conducting university business and personal relationships with integrity (1)				
Demonstrating institutional loyalty and dedication to the job (2)				
Appropriately consulting and considering alternative viewpoints (3)				
Demonstrating accuracy and effectiveness in written and verbal communications (4)				
Demonstrating enthusiasm and good humor on the job (5)				
Responding to criticism constructively (6)				
Actively seeking feedback on performance (7)				
Working well with other campus leaders (8)				
Working constructively with the President and supporting university policies (9)		X	X	X

J_oe Comments on "Personal Attributes" (*open-end question*)

K1 Please use the space below to offer any additional comments you have about Chancellor Woodson's performance over the past four years. (*open-end question*)

Thank you. Remember to review your responses if you would like to do so BEFORE clicking on the "submit" button. After clicking on the "submit" button you will not be able to return to the survey.

4-Year Comprehensive Review of Chancellor Randy Woodson

Executive Committee Meeting
November 12, 2021

Chancellor's Review

- UNC Board of Governors policy 200.4 requires that each Chancellor undergo a comprehensive performance review every four years.
- “The objective of the performance reviews of a chancellor is to promote good communication and build strong working relationships between the chancellor and the President, the Board of Trustees and the campus constituents. The assessment of chancellors is designed to provide each chancellor with feedback from each of these and to provide the chancellor with the opportunity for professional reflection and development.” (*UNC Policy Manual 200.4*)

Brief Overview of the Process

- BOT's Executive Committee serves as the "Assessment Committee"
- With the advice of the UNC President, select an outside consultant to guide the process
- The Assessment Committee and President receive a self-assessment of goals and accomplishments report from the Chancellor
- Interviews are conducted with the survey population
- Consultant prepares and shares a comprehensive report
- Board Chair, Chancellor, consultant and BOG representative meet with President to review comprehensive report
- Comprehensive report is presented to full BOG by the President and BOG representative

Surveys and Interviews

- Administer surveys to constituent groups
 - **Trustees**
 - **External constituents** (*Board of Visitors, Alumni Association Board of Directors, past BOT Chairs, key donors and community partners*)
 - **NC State senior leadership and faculty** (*Chancellor's Cabinet, Deans, select Distinguished Faculty, Faculty Senate Executive Committee*)
 - **NC State staff** (*Chancellor's Office staff, VC Executive Assistants, Staff Senate Executive Committee*)
 - **Students** (*Chancellor's Student Liaisons*)
- Consultant to conduct face-to-face interviews
- Report of results are aggregated for the Board of Trustees and President for review

Survey Topics

(Not all surveys included all topics and specific questions within a topic varies by survey)

- Administration and management
- Planning
- Student Success
- Outstanding faculty and quality and priority academic programs
- Outstanding staff
- Economic and community impact of the university
- Campus safety*
- Effectiveness and efficiency of enabling services for the academic mission
- Communication
- Leadership
- Personal attributes

* Suggested question:
communicating during crises

Survey Topics

Topic	Number of Items			
	BoT / ExtConst	SrAdmin/ Fac	Staff	Students
Administration & management	7	5	4	0
Planning	1*	3	3	0
Supporting student success	5	7	0	7
Recruiting/supporting/rewarding outstanding faculty and quality and priority academic programs	3	9	0	0
Recruiting/supporting/rewarding outstanding staff	0	0	2	0
Economic and community impact of the university	6	6	6	0
Campus safety	0	3	3	3
Effectiveness and efficiency of enabling services for the academic mission	1*	6	6	6
Communication	4	6	4	4
Leadership	10	11	11	10
Personal attributes	9	8	8	8

*The one question in **these sections** appropriate for Bot/ExtConst was included in the 'Administration & Management' section of their survey.

Next Steps & Timeframes

- Nov: Review and provide feedback on questionnaire; discuss external consultant; BOT update; obtain System President input; share feedback with ISA
- Dec: Hire consultant
- Feb: Chancellor's self-assessment report due; surveys go live
- Mar: Survey closes; draft results to Chancellor and BOT Chair
- Apr: BOT Chair & consultant presents results to Assessment Committee and full board



NC State Student Government

Board of Trustees | November Report

COVID-19

- Student Vaccination Percentage (as of October 18)
 - Undergraduate Students: 79%
 - Graduate Students: 89%
- Students still using on-campus testing locations regardless of vaccination status
- Students have settled into campus which lowers concerns from the beginning of the semester
- Select Department feedback form



EXECUTIVE BRANCH INITIATIVES

- Tuition Recommendations Finalized
 - 0% for Undergraduate Residents (New Cohort)
 - 3.5% for Undergraduate Nonresidents
 - 0% for Graduate Residents
 - 4.5% for Graduate Nonresidents
- University Police Department Student Group Established
 - Chair: PCOM Senator Timothy Reid
 - Charged with meeting with UPD Chief Daniel House to provide student feedback
- Fall Retreat on September 18, 2021
- Appointed New Director of Sustainability
- Fall Elections held in late September
 - SG welcomed 10 First Year Senators and 1 College of Engineering Senator



STUDENT SENATE and TREASURY

- 101st Session Senate Meeting Schedule
 - Upcoming Meetings: November 3, November 17
- Approved the following fee changes
 - [University Wellness & Recreation](#) | \$6.65 increase
 - [Transit](#) | \$4.00 increase
 - [Student Center Programs – DASA](#) | -\$2.00 fee swap
 - [Student Center Operations – DASA](#) | \$2.00 fee swap
 - [Student Center Operations – Campus Enterprises](#) | \$22.00 increase
- Legislation
 - R43 -- Break Free from Plastics Act
 - R44 -- Dr. Barry Olson Thank You Act
- Completed the Fall Break 2021 Appropriations cycle and working on the Spring Break 2022 Appropriations cycle



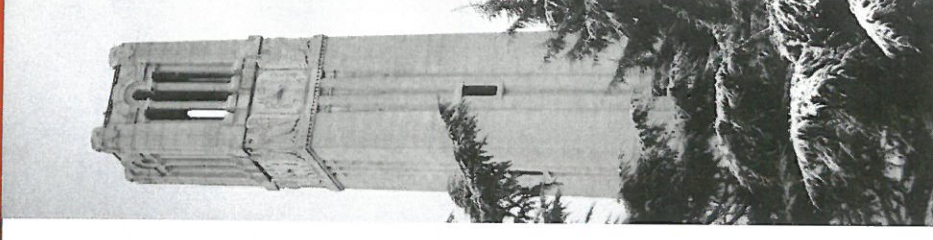
STUDENT MENTAL HEALTH

- COVID Impacts
 - Students experienced greater stress due to impacts of transitioning online
 - Rapid transition back to in-person
 - Counseling Center usage increasing
- Mental Health First Aid Training
 - Three day instructor course “designed to help individuals who do not have a professional background in mental health recognize the signs of an emerging issue and provide effective, early support to students or colleagues” (UNC Press Release).
 - NC State faculty, staff, and students are already engaging in the program and becoming trained on how to teach courses
 - [UNC System Press Release](#)
 - [Mental Health First Aid Website](#)



STUDENT MENTAL HEALTH -- SG

- **Robust Wellness Days**
 - Looking to partner with the University Activities Board to address immediate concerns related to student mental health and stress
 - Multiple events throughout the spring semester to help students
- **Preventative Education and Measures**
 - Partnering with Angel Bowers and Dr. Doneka Scott to be proactive
 - Exploring options on how we:
 1. Educate students on serious matters around mental health
 2. Address campus factors that impact students directly
- **Academic Calendar and Moving Forward**
 - Meeting with Dr. Don Hunt to discuss how NC State's academic calendar impacts student mental health
 - Reviewing the traditional approach to 'semester breaks' vs. 'wellness days'



A photograph of a large crowd of people at a concert or festival. Many people have their hands raised in the air, some making peace signs. The scene is dimly lit, suggesting a nighttime event. The text is overlaid on the left side of the image.

Questions?

McKenzy Heavlin, Student Body President
sbp@ncsu.edu