

OPEN SESSION MINUTES
Board of Trustees
North Carolina State University
Raleigh, North Carolina
November 4, 2022

The North Carolina State University Board of Trustees met in regular session on Friday, November 4, 2022. Trustees attended in the Hood Board Room, located in the Park Alumni Center.

Members present:

Stanhope A. Kelly, Chair
Robert F. Andrews, III
Erik L. Dixon
James A. Harrell, III
David Dee Herring
Timothy L. Humphrey
Perry Safran
Edwin J. Stack, III
Dewayne N. Washington
Edward I. Weisiger, Jr.
McKenzy Heavlin, *ex officio*

Members absent:

Ann B. Goodnight
Ven Poole

Chair Stan Kelly called the meeting to order at 10:00 a.m. and a quorum was present.

Chair Kelly 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.

Chair Kelly welcomed Alex Mitchell as NC State's new Board of Governors Liaison. Governor Mitchell thanked the group for their service and stated that as an NC State alumnus, he is honored to have the position of liaison for the university.

MINUTES

Chair Kelly asked for a motion to approve the open and closed session minutes of the September 9, 2022 meeting.

Trustee Safran made the motion, seconded by Trustee Dixon, to approve the open and closed session minutes of the September 9, 2022 meeting of the full Board. All members were in favor.

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

The motion passed.

CHAIR'S REPORT – CHAIR STAN KELLY

Chair Kelly thanked the Trustees for their attendance and hoped that everyone enjoyed the Evening of the Stars the night before, which showed the incredible breadth and depth of the effect NC State alumni have on the world.

Chair Kelly shared the Executive Committee report with the Trustees, which contained two business items. The first item was proposed amendments to the Board Bylaws, which were recommended for adoption by the Executive Committee. The changes as presented were made with two goals. The first was to comply with the UNC Board of Governors' request that all constituent institutions include provisions similar to the Board of Governors' Quorum and Conduct of Business bylaws provisions. The second goal for the proposed changes was to add efficiency and clarity to the Bylaws document. One recommendation is to separate the Board Bylaws, as the core governing document of the board, from the Appendix to create two separate board documents: the Bylaws and a document titled "Committee Delegations of Authority and Responsibilities." The recommended change would allow the Executive Committee to review and approve the non-discretionary, mandatory changes to the Delegations of Authority and Committee Responsibilities document. There was also a minor change clarifying that appointments of the Executive Committee members are separate and apart from Trustee appointments to committees and to chair designations for other standing committees.

Discussion was held regarding the All Funds Budget and the language in the delegations of authority. It was explained that the All Funds Budget was a new approach to budgeting that the Board of Governors requires all constituent institutions to use. This budgeting approach allows the Trustees to review the budget materials at a more granular level.

Chair Kelly asked for a motion to approve these amendments to the Bylaws as presented.

Trustee Stack made the motion, seconded by Trustee Andrews, to approve the amendments to the Bylaws as presented. All members were in favor.

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

The motion passed.

The Executive Committee also heard an update from Chancellor Woodson on the newly created "*Conversations in Higher Education*" speaker series. Chancellor Woodson is planning to host a series of conversations that will feature high-level educators and leaders who will share their perspectives on issues facing higher education today and in the future. The speaker series will be a strategic discussion event featuring the Chancellor and the speaker engaged in a conversation about issues related to higher education in a relaxed setting. Trustee Herring also commented on the recent visit from LSU's administration to NC State. Trustee Herring took part in the visit and commented that the schedule was very well done and sent kudos to the staff who put the program together.

Chair Kelly finished his report by reminding the Trustees that the Endowment Fund 2022 Annual Report was included in their meeting materials.

That concluded the report from Chair Kelly.

CHANCELLOR'S REPORT – DR. RANDY WOODSON

Chancellor Woodson thanked the Trustees for their support and service. He acknowledged the tragedies at the university this fall and also thanked Student Body President McKenzie Heavlin and the Division of Academic and Student Affairs for their efforts during this challenging time. Chancellor Woodson stated

that unfortunately, these challenges are not unique to NC State, and students, faculty and staff are working through these trying times. Chancellor Woodson stated that while none of us can fix this alone, his goal as Chancellor is to do all that he can do to ensure that NC State is a welcoming, inclusive place for all of us to belong.

Chancellor Woodson acknowledged the graduate students who attended the meeting who were interested in student fees and stipends. He stated that stipends are low, however, the State of North Carolina restricts the university from using state funds for the payment of fees. The university is charged with financially supporting centers, such as the Counseling Center, and those funds are generated by student fees. Chancellor Woodson stated that they have been able to secure some private funding for graduate student fellowships and stipends and the Provost's Office has begun partnering with colleges to help provide funding for stipends. Chancellor Woodson stated that the university will continue to look for ways to leverage the university's limited state assets and to continue to seek out private funding for our graduate students.

Chancellor Woodson announced that Dr. Chavonda Jacobs-Young, NC State alumna and United States Under Secretary for Research, Education and Economics, will serve as the speaker at the Fall Commencement on December 17, 2022 in PNC Arena. She is a three-time graduate of NC State.

Chancellor Woodson thanked the Alumni Association for creating a meaningful event at the Evening of the Stars and invited everyone to attend Red and White Night. Chancellor Woodson also thanked the teams in University Advancement and University Special Events for their efforts during Red and White Week.

That concluded the report from Chancellor Woodson.

COMMITTEE REPORTS

BUILDINGS AND PROPERTY COMMITTEE - ACTING CHAIR ED STACK

The Buildings and Property Committee met on November 3, 2022 and a quorum was present. The Committee reviewed and approved the September 8, 2022 open meeting minutes and the October 5, 2022 special meeting minutes.

The Committee reviewed and approved one property matter for Full Board approval. It was a disposition by lease of approximately 0.13 acres of land to the United States Department of Agriculture for construction of a research support storage facility at the Central Crops Research Station (Clayton, NC) for a term of 20 years.

Acting Chair Stack made the motion to approve this property matter, seconded by Trustee Washington with all members in favor.

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

The motion passed.

The Committee reviewed and approved the designer selections for the Mann Hall Renovation, Utility plant Expansion, and Wood Residence Hall. The Committee reviewed and approved seven designer selections for projects costing \$1 million or less, and five plans and specifications of formal projects costing less than \$2 million. The Committee also reviewed and approved the site selection for the Centennial Facilities

Services Relocation within the Centennial Campus Precinct. The Committee reviewed and approved the site selection and plan for the Pi Beta Phi Sorority House and the Integrative Sciences Building.

The Committee reviewed and approved five completed buildings and projects accepted at the combined value of \$2,585,901 and also approved two non-appropriated capital improvement projects that are less than \$750,000.

The Committee also discussed and decided to hold at least one virtual special meeting in between the general committee meetings to publicly vote on designer selections and the non-appropriated capital improvement projects less than \$750,000. Additional virtual meetings will be scheduled as needed to support the campus operation.

The Committee received informational reports regarding the Capital Projects, Status of Projects in Planning, Innovation District and the Physical Master Plan.

And in Closed Session the Committee discussed two property matters. The Committee voted to recommend these two property matters to the full board for approval at today's meeting in closed session.

That concluded the report from the Buildings and Property Committee.

UNIVERSITY ADVANCEMENT AND EXTERNAL AFFAIRS COMMITTEE – CHAIR ED WEISIGER, JR.
The Advancement and External Affairs Committee met on November 3, 2022 with a quorum present.

The Committee then approved minutes from the September 8, 2022 meeting, in addition to reviewing and recommending for full board approval three naming opportunity proposals for the College of Agriculture and Life Sciences, the College of Engineering, and NC State Athletics and the Wolfpack Club.

Chair Weisiger made the motion to approve the three Donor Naming Opportunity Proposals, seconded by Trustee Humphrey, with all members in favor.

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

The motion passed.

Vice Chancellor Brian Sischo presented a University Advancement update highlighting the impact of the campaign in increasing the level of student and faculty support, in addition to significantly growing the University's endowment. In addition, he reviewed data to underscore the correlation between overall fundraising ROI with the number of Advancement staff members.

Vice Chancellor Kevin Howell was joined by Associate Vice Chancellor for Partnerships Dr. Mark Schmidt and Director of Economic Development Tom White who provided an update on the heavy volume of activity currently being managed by both the Partnerships and Economic Development offices, highlighting a number of significant accomplishments. Their presentation underscored how the various units within External Affairs, Partnerships, and Economic Development come together on major projects, enabling NC State to most effectively build long-term partnerships while creating economic impact for North Carolina.

Associate Vice Chancellor Jim Broschart shared an overarching University Development update with the committee where he highlighted their unit's plans to continue to lead, support and partner with units across campus in an effort to reach double the growth by the next campaign by focusing on key areas such as Engineering, Planned Giving, and Corporate & Foundation giving.

Finally, the Committee met in closed session and approved three donor naming proposals for the College of Agriculture and Life Sciences and the College of Engineering which will be presented to the full board in closed session today. Chancellor Woodson reviewed the Watauga Medal nominees and made his recommendations for the committee's consideration. The committee then approved three recipients, which will be presented to the full board in closed session today for final approval.

That concluded the report from the University Advancement and External Affairs Committee.

UNIVERSITY AFFAIRS COMMITTEE – CHAIR TIM HUMPHREY

The University Affairs Committee met on November 3, 2022; a quorum was present. Under the consent agenda, the Committee approved the September open and closed session meeting minutes.

The Committee received an overview of the process undertaken and recommendations presented by the Tuition Review Advisory Committee and Fee Review Committee for the 2023 - 2024 academic year. The documents and the Chancellor's recommendations to the Board were in the meeting materials.

Chancellor Woodson stated his support for the following recommendations from the Tuition Review Advisory Committee:

- A 0.0% increase for Undergraduate Residents, which is in accordance with UNC System Office instructions
- A 4% increase for Undergraduate Nonresidents
- A 4% increase for Graduate Residents
- A 4% increase for Graduate Nonresidents

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

The Chancellor also stated his support for the Tuition Review Advisory Committee's premium tuition increase recommendations for the following programs:

- the Master of Biomedical Engineering concentration in MedTech Innovation + Entrepreneurship
- the Master of Accounting
- the Master of Management
- the Master of Business Administration

In addition, last year, the Tuition Review Advisory Committee and the Board of Trustees approved tuition premium increases for the Master of Microbial Biotechnology (MMB) program and the Doctor of Veterinary Medicine (DVM) program. However, these requests were not submitted to the Board of Governors, as the UNC-System Office's FY 2022-23 tuition and fee instructions did not allow premium tuition increases for graduate resident students, so they are being included now in the FY 2023-24 tuition premium proposals.

The Chancellor also reviewed recommendations he received from the Fee Review Committee and stated his final recommendation for fees reflects a zero dollar increase plus the retirement of the Carmichael Complex indebtedness fee of \$23.00. This results in a total decrease of \$23.00, and an updated FY 2023-24 mandatory fees rate of \$2,570.25 for undergraduate students and \$2,582.25 for graduate students.

The Chancellor also stated his support for the 2023-2024 proposed University Housing and Dining student rates, as listed in the tables included at the end of the BOT tuition and fees packet. The housing and dining programs are self supporting and need the increase just to manage the significant inflationary increases on wages, supplies and utilities.

Chair Humphrey made the motion for approval of the 2023-2024 Campus Initiated Tuition Increase and Premium Tuition Increase, seconded by Trustee Dixon with all members in favor.

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

The motion passed.

Chair Humphrey made the motion for approval of the 2023-2024 Student Fee Recommendations, seconded by Trustee Safran with all members in favor.

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

The motion passed.

Chair Humphrey made the motion for approval of the 2023-2024 Student Housing and Dining Rate Requests, seconded by Trustee Harrell with all members in favor.

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

The motion passed.

Chair Humphrey stated that Chancellor Woodson shared details regarding the December 2022 Commencement at the Committee meeting, and Provost Arden announced that the search processes for the Deans of the Colleges of Agriculture and Life Sciences, Engineering, and Sciences are now underway. Provost Arden also shared with the Committee the recent launch of NC State's third academy, the Global One Health Academy and provided an update on the progress of the new Integrated Sciences Initiative and Integrated Sciences Building. Provost Arden and the Committee had discussion regarding faculty retention, particularly of underrepresented minority groups, and the success rate of counter offers and pre-emptive retention offers, which is 85% over a ten year period.

The Committee received reports from Faculty Senate Chair Dr. Herle McGowan and Staff Senate Chair Jill Phipps.

In Closed Session, the Committee discussed a non-salary compensation request. Upon returning to Open Session, the non-salary compensation request for the Head Coach of Wrestling was approved by the Committee.

That concluded the report from the University Affairs Committee.

AUDIT, RISK MANAGEMENT AND FINANCE COMMITTEE – CHAIR ED STACK

The Audit, Risk Management and Finance Committee met on November 3, 2022 and a quorum was present. The committee approved minutes from the September 8, 2022 meeting.

Lori Johnson, University Controller, refreshed the Committee on the university's financial performance and highlights for FY2022 before introducing State Auditor Beth Wood. This information was included in the meeting materials.

State Auditor Beth Wood was present to discuss the audit engagement for fiscal 2022. NC State received an unmodified audit opinion, and reported no deficiencies in internal controls. The auditor highlighted the cooperation of university staff and the significance of there being no reportable findings. The Audit, Risk Management and Finance committee will be sent the link to the State Auditor's report upon its release. The audit will also be available on the University Controller's website.

Cecile Hinson, Chief Audit Officer and Director, reviewed the positive results of the department's Self-Assessment and Maturity Model that measures the readiness of NC State's Internal Audit office compared to national standards. She discussed the two reports published since the September meeting: Title IX Governance Processes Audit and IT Risk Assessment Program Consultation. Cecile also provided an update to the committee on Internal Audit activities since the last meeting.

Vice Chancellor Charles Maimone presented the FY23 quarterly All-Funds Operating Budget Summary. The Committee reviewed this year's actual performance against the approved budget for the first quarter of the fiscal year. All funds are performing as planned. The Committee also compared this year's activities to the last budget and discussed any significant variance from year to year. The staff is keeping an eye on the impact of inflation on expenditures, including utilities and contracted services that are running higher than last year at this time.

Vice Chancellor Maimone also shared a management tool developed through a collaboration between the Office of Institutional Strategy and Analysis and the Division of Budget and Resource Management. This dashboard, affectionately referred to as the CFO dashboard, was initially built to help monitor financial performance during the pandemic and has been expanded to assist with the All-Funds budget and to study the impact of the new enrollment growth funding model.

The Committee received a report on the Clery Act and an overview on campus safety from David Rainer, Associate Vice Chancellor for Environmental Health and Public Safety. As required by the Clery Act, the Annual Security and Fire Safety Report is published yearly and posted to the university website. A link was provided in the meeting materials. Chief Daniel House reported on the University Police department's Citizens Police Academy, crime prevention, and community engagement activities during the past year. He also discussed current initiatives underway to engage the campus community.

That concluded the report from the Audit, Risk Management and Finance Committee.

BOARD OF VISITORS REPORT - JIM HANSEN, CHAIR

Chair Hansen was not in attendance at the Board of Trustees meeting, but his written report was included in the materials for Trustees.

STUDENT GOVERNMENT REPORT - McKENZY HEAVLIN, STUDENT BODY PRESIDENT

Trustee Heavlin commented on the recent State of Wellness discussion which was held on Tuesday, November 1, 2022. Due to the recent tragedies on campus, this discussion became a space for students to discuss the issues. Trustee Heavlin has scheduled a meeting to talk with Dr. McGowan to discuss ways for faculty to support the students.

Trustee Heavlin stated that Student Government scheduled various events surrounding the upcoming elections, including Raleigh Mayoral Candidate Forums and debate watch parties. He also introduced two members of the Student Government: Allison Markert, Chair of the Title IX Committee, and Chazzlyn Jackson, Chair of Mental Health Intervention Committee. Trustee Heavlin also shared that recent and upcoming legislation (R 42 – The Graduate Student Bill of Rights Support Act, R 43 – Documented Dreamers Act and R 58 – Campus Suicide Prevention and Response Act) would be voted upon in Student Senate. Trustee Heavlin stated that the Student Senate continues working to focus and guide

Student Senate discussion surrounding campus initiatives to provide constructive student feedback. He also shared that the Student Senate Treasury recently launched the Open Treasury Initiative with the aim to increase transparency and accountability between Student Government and students with how to allocate and use our student fees.

That concluded the report from the Student Government.

CLOSED SESSION

With no further business in open session, Assistant Secretary Gentius called for a motion to go into closed session to: instruct the staff or negotiating agents concerning the position to be taken by or on behalf of this body in negotiating the price and other material terms of a proposed contract for the acquisition of real property by purchase, option, exchange, or lease; prevent the premature disclosure of an honorary degree, scholarship, prize or similar award; and consult with an attorney to preserve the attorney-client privilege.

Trustee Weisiger made a motion to move into Closed Session, seconded by Trustee Humphrey at 10:59 a.m. All members were in favor.

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

The motion passed.

RECONVENE IN OPEN SESSION

At 11:38 a.m. the Board came out of closed session.

There were two Closed Session items that required the vote of the full board in Open Session. Chair Kelly requested that Trustee Stack review these items with the Trustees.

The first item was an acquisition by purchase. Trustee Stack made the motion for approval of the acquisition by purchase, seconded by Trustee Herring with all members in favor.

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

The motion passed.

The second item was an acquisition by lease. Trustee Stack made the motion for approval of the acquisition by lease, seconded by Trustee Herring with all members in favor.

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

The motion passed.

With no further business in open session, Chair Kelly adjourned the meeting at 11:40 a.m.

Respectfully submitted,

DocuSigned by:

Paula Gentins

Assistant Secretary

DocuSigned by:

Rnn Goodnight

Secretary

Approved:

DocuSigned by:

Stan Kelly

Chair of the Board