

OPEN SESSION MINUTES
Board of Trustees
North Carolina State University
Raleigh, North Carolina
April 14, 2023

The North Carolina State University Board of Trustees met in regular session on Friday, April 14, 2023. Trustees attended the meeting in the Hood Board Room, located in the Park Alumni Center.

Members present: Stanhope A. Kelly, Chair
Robert F. Andrews, III
Erik L. Dixon
Ann B. Goodnight
David D. Herring
Ven Poole
Perry Safran
Dewayne N. Washington
Edward I. Weisiger, Jr.
McKenzy Heavlin, *ex officio*

Members Absent: James A. Harrell, III
Timothy L. Humphrey
Edwin J. Stack, III

Chair Stan Kelly called the meeting to order at 10:03 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 making or seconding a motion.

MINUTES

Chair Kelly asked for a motion to approve the open and closed session minutes of the February 17, 2023 meeting.

Trustee Safran made the motion, seconded by Trustee Herring, to approve the open and closed session minutes of the February 17, 2023 meeting of the full Board. Chair Kelly called on the Assistant Secretary, Paula Gentius, to record the vote. All members were in favor.

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

The motion passed.

CHAIR'S REPORT – CHAIR STAN KELLY

Chair Kelly took the opportunity during his last meeting as Chair of the Board of Trustees to express his appreciation to the group. Chair Kelly stated that serving on the Board has been one of the highlights of his life, and expressed how much he has enjoyed representing the university and working with the Trustees and with Chancellor Woodson. Chair Kelly also thanked the Chancellor's Office for their support during his term as Chair.

Chair Kelly then addressed the Centennial Authority appointment. The North Carolina Senate and the House of Representatives each appoint five members to the Centennial Authority, one of whom is recommended by the NC State Board of Trustees. The university makes one recommendation to the

Senate and another to the House of Representatives in a four-year cycle, resulting in one recommendation from the Board every two years. The university's current Senate appointment is Mr. Cassius Williams and his term will expire on June 30, 2023. Chancellor Woodson offered his support of Mr. Williams' reappointment to the Centennial Authority.

Trustee Safran made a motion for approval of Mr. Williams' reappointment to the Centennial Authority, seconded by Trustee Goodnight. Chair Kelly called on the Assistant Secretary Paula Gentius to record the vote. All members were in favor.

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

The motion passed.

Chair Kelly then recused himself from the next item on the agenda, the Endowment Fund Board of Trustees appointments, and requested that Vice Chair Ed Weisiger assume the role of Acting Chair to bring the nominations to the Full Board.

Vice Chair Ed Weisiger stated that the Endowment Fund by-laws call on 6 members to be appointed by the NC State Board of Trustees for a 3-year term, with 2 members appointed each year. The terms of Ben Jenkins and Dr. Jim Owens expire effective June 30, 2023. Both Mr. Jenkins and Dr. Owens are completing their second term and are not eligible for reappointment. Both Chancellor Woodson and Vice Chancellor for Finance and Administration Charlie Maimone have recommended and support the nominations of Stan Kelly and Chip Andrews for these positions.

Vice Chair Weisiger presented the qualifications of Chair Kelly and Trustee Andrews and expressed confidence that they will serve the university well on the Endowment Fund Board of Trustees.

Trustee Herring made a motion for approval of Chair Stan Kelly and Trustee Chip Andrews' appointments to the Endowment Fund Board of Trustees, seconded by Trustee Poole. Vice Chair Weisiger called on Assistant Secretary Paula Gentius to record the vote. All members were in favor.

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

The motion passed.

Vice Chair Weisiger concluded his duties for this discussion and vote, and turned the meeting back over to Chair Kelly.

Chair Kelly thanked Vice Chair Weisiger and the Trustees, then concluded his report.

CHANCELLOR'S REPORT – DR. RANDY WOODSON

Chancellor Woodson began his report by thanking the Trustees and everyone for a wonderful evening celebrating the five Trustees concluding their terms. He also thanked the Trustees for their service and

commitment to the university.

Chancellor Woodson then discussed the university's efforts regarding the mental health and well-being of our students and employees. The university continues to provide the tools and resources the campus community needs. Chancellor Woodson is pleased with the work the university has been able to do based on the efforts of the Student Mental Health Taskforce. The university has incorporated Wellness Days into the academic calendar and published those dates for the next three years. The university also has eleven embedded counselor positions in colleges and units across campus, and is working to add more.

Chancellor Woodson reported that admission decisions have been made and applicants have been notified of their status. He reminded the group that the university had a record-breaking number of applications this year, making competition for a spot in the Class of 2027 incredibly high. The university received 39,691 applications; an increase of 12% over last year and overall. NC State expects to enroll 5,600 first-year students this fall.

Chancellor Woodson recognized College of Engineering Dean Louis Martin-Vega; this was his last Board of Trustees meeting. Chancellor Woodson thanked Dean Martin-Vega for his extraordinary career with NC State. Chancellor Woodson also announced that Jim Pfaendtner, currently chair of the Department of Chemical Engineering at the University of Washington, will be the next Louis Martin-Vega Dean of Engineering at North Carolina State University.

Chancellor Woodson discussed the recent changes to the university's Alumni Association. As of July 1, 2023, the Alumni Association will no longer collect dues for annual and lifetime memberships. This decision was made after extensive research and discussion. Ultimately, this change will remove barriers to engagement and encourage more people to participate in NC State experiences. Lifetime members will be included in a special constituency group in the new model and will still have access to special opportunities for involvement.

Chancellor Woodson reported that an NC State graduate is going to fly around the moon as part of NASA's Artemis II Project. Dr. Christina Koch is a three-time NC State graduate. Dr. Koch earned her undergraduate degrees in physics and electrical engineering and a masters of science in electrical engineering. Chancellor Woodson reminded the Trustees that Christina made history at the International Space Station with her record-breaking 328 day spaceflight. NC State University is incredibly proud of Christina and all that she has accomplished.

Chancellor Woodson also reminded the Trustees of several upcoming important events including the Celebration of Faculty Excellence, the College of Engineering's 100th Anniversary Celebration, and the spring 2023 Commencement Ceremony.

Chancellor Woodson thanked all the Trustees for their continued leadership and support of NC State. The university is grateful to have such engaged and dedicated Trustees.

That concluded the report from Chancellor Woodson.

COMMITTEE REPORTS

BUILDINGS AND PROPERTY COMMITTEE - CHAIR VEN POOLE

The Buildings and Property Committee met on April 14, 2023 and a quorum was present. The Committee reviewed and approved the consent agenda, which included the February 16, 2023 open session meeting minutes, the March 28, 2023 open session special meeting minutes, approval of 10 designer selections for projects of \$1 million or less, and the approval of three plans and specifications of formal projects of \$2 million or less.

Committee Chair Poole reported the Buildings and Property Committee reviewed and approved one property matter for Full Board approval in open session: a disposition by Easement to Dominion Energy

at Lake Wheeler Road.

Committee Chair Poole made a motion for approval of this property matter and no second was required. Chair Kelly called on the Assistant Secretary Paula Gentius to record the vote. All members were in favor.

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

The motion passed.

Committee Chair Poole then reported that the Buildings and Property Committee reviewed and approved proposed changes to the FY 23-24 Parking and Transportation Ordinance.

Chair Poole made a motion for approval of the changes to this ordinance and no second was required. Chair Kelly called on the Assistant Secretary Paula Gentius to record the vote. All members were in favor.

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

The motion passed.

The committee received informational reports regarding the Capital Projects, Status of Projects in Planning, the Innovation District, and the Physical Master Plan. The committee also reviewed the proposal to add The Oval as NC State's tenth hallowed place. The Physical Master Plan is scheduled to be presented at the June 29, 2023 special Buildings and Property Committee meeting for review and approval.

That concluded Committee Chair Poole's 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 April 14, 2023 with a quorum present.

The committee approved minutes from the February 16, 2023 meeting, and reviewed and approved one donor naming opportunity proposal: the Visualization Studio (Room 3208A), in the D.H. Hill Jr. Library.

Committee Chair Weisiger made a motion for approval of this donor naming opportunity proposal and no second was required. Chair Kelly called on the Assistant Secretary Paula Gentius to record the vote. All members were in favor.

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

The motion passed.

The committee also heard several informational updates, including a University Advancement Update

from Vice Chancellor Brian Sischo, an External Affairs and Legislative Update from Vice Chancellor Kevin Howell and Assistant Vice Chancellor Julie Smith, and an Advancement Services Update from Associate Vice Chancellor Jeff Baynham.

The committee also met in closed session and approved two donor naming proposals: one for the College of Natural Resources, and one for the Office of the Chancellor, which will be presented to the full board in closed session today.

That concluded Committee Chair Weisiger's report from the University Advancement and External Affairs Committee.

UNIVERSITY AFFAIRS COMMITTEE – ACTING CHAIR ERIK DIXON

The University Affairs Committee met on April 14, 2023; a quorum was present.

On the consent agenda, the committee approved the February meeting minutes; continuation of the Center for Integrated Pest Management (CIPM); and conferral of tenure actions.

The committee also recommended revisions to Policy 07.10.01 – Student Supply Stores Policy.

Acting Committee Chair Dixon made a motion for approval of the revisions to Policy 07.10.01 and no second was required. Chair Kelly called on the Assistant Secretary Paula Gentius to record the vote. All members were in favor.

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

The motion passed.

The committee received several updates. Chancellor Woodson provided an update on May Commencement activities. Commencement will be held on Saturday, May 6, at 9 a.m. in PNC Arena. The university anticipates conferring more than 6,000 degrees for the spring semester. Two honorary degrees will also be awarded at the ceremony: an Honorary Doctor of Sciences will be awarded to Mr. Robert Santos, the current director of the United States Census Bureau, and to Dr. Raj Chetty, the William A. Ackman Professor of Economics at Harvard University. The Commencement Speaker will be General Anthony Cotton, the Commander of the United States Strategic Command at Offutt Air Force Base in Nebraska.

In his report to the committee, Provost Arden provided an update on current initiatives, including leadership searches. He also informed the committee of distinguished professorship appointments that have been awarded this academic year.

The committee received updates from the Faculty and Staff Senates on discussion topics and current initiatives.

The committee was made aware of several required annual reports that are included in the materials. These include the UNC System Office required annual reports on Diversity and Inclusion; HR Compliance Report, and Report on Nepotism.

In addition, from the Office of Enrollment Management and Services, the annual reports on students requiring special consideration and residency for full scholarship undergraduate students are also included. The final notification included a degree program title change for the BS in Biomedical and

Health Science Engineering, which is changing to BS in Biomedical Engineering.

The committee approved an employment agreement and the appointment and initial salary of a Dean. The committee also discussed an exception to the Emeritus/Emerita Status Policy and honorary degree recommendations. These items will be considered by the Full Board in closed session at the conclusion of this meeting.

That concluded Acting Committee Chair Dixon's report from the University Affairs Committee.

AUDIT, RISK MANAGEMENT AND FINANCE COMMITTEE – ACTING CHAIR CHIP ANDREWS

The Audit, Risk Management and Finance Committee met on April 13, 2023 and a quorum was present. The committee approved the minutes from the February 16, 2023 and the March 22, 2023 meetings.

Associate Vice Chancellor Barbara Moses presented the FY24 All-Funds Budget Plan, which was approved by the Committee and was brought forth for full board approval.

Acting Committee Chair Andrews made a motion for approval of the FY24 All-Funds Budget Plan and no second was required. Chair Kelly called on the Assistant Secretary Paula Gentius to record the vote. All members were in favor.

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

The motion passed.

Internal Audit Director Cecile Hinson presented the proposed Fiscal Year 2024 Audit Plan, which was approved. Ms. Hinson also provided a quarterly update on Internal Audit activity since our last meeting.

Associate Vice Chancellor Barbara Moses gave an update on current fiscal year operations. Associate Vice Chancellor for Finance and University Treasurer, Dana Harris, reported on the University's financial performance for the first eight months of fiscal year 2023. Ms. Harris also presented the Annual Review of Associated Entities Report to satisfy the annual Associated Entity review required by the Board of Governors. There were no audit findings or management letters issued for the fiscal 2022 audits; she also provided survey results on FY22 endowments from NACUBO.

Finally, Ms. Harris provided the committee with a debt update, which included a ten-year debt outstanding history and future borrowings. She also discussed the university's credit ratings and the UNC System Office's debt affordability study from fiscal year 2022.

Vice Chancellor and General Counsel Allison Newhart presented an update on the University's Strategic Enterprise Risk Management process. She provided an overview of the University's ERM process, a report on the risks reported to the UNC System for FY 22-23, and presented the current top 10 risks. Vice Chancellor Newhart also shared some of the monitoring and mitigation activities for identified risks.

That concluded Acting Committee Chair Andrews' report from the Audit, Risk Management and Finance Committee.

BOARD OF VISITORS REPORT - JIM HANSEN, CHAIR

Chair Hansen thanked the Board for the opportunity to speak with them and shared updates on the Board of Visitors meetings that have occurred since the Chair's last report to the Board of Trustees.

The Board of Visitors met in person on Friday, March 3, 2023, for its regular biannual meeting. At this meeting, Chancellor Woodson and Chair Kelly provided university highlights and updates underway and of the work done by the Board of Trustees. Chair Kelly also shared the transition of several Trustees whose terms are concluding this year. On behalf of the Board of Visitors, Chair Hansen thanked the outgoing Trustees for their service to the university.

Also at the Board of Visitors meeting, Chancellor Woodson spoke about the efforts that NC State is undertaking to support the mental health and well-being of our campus community. He noted the resources currently available for our students and discussed the ongoing work of the Student Mental Health Task Force. Lastly, Chancellor Woodson thanked Matt Keen, whose eight-year term on the Board of Visitors is ending this year.

The Board then received an overview of recent economic development and partnership activity associated with the university. This presentation featured Adrienne Cole, President and CEO of the Greater Raleigh Chamber of Commerce; Dr. Mark Schmidt, Associate Vice Chancellor for Partnerships; and Tom White, Director of Economic Development.

Wade Fulghum, Assistant Vice Chancellor for Research Commercialization, also presented on the work that the Research Commercialization Office is doing to protect and promote university research discoveries and intellectual property.

The Board of Visitors were honored to have House Majority Leader Representative John Bell provide an update to the Board on the activities of the North Carolina General Assembly. He discussed the ongoing legislative long session and offered insights on the fiscal landscape for our state moving forward.

Chancellor Woodson and Dean Louis Martin-Vega then had an in-depth discussion with the Board regarding the opportunities and challenges associated with the university's enrollment expansion efforts in engineering and computer science.

Lastly, NC State's Men's Football Coach Dave Doeren joined the Board to share details of the team's spring outlook. He also discussed the significant changes affecting college athletics related to the transfer portal and name-image-likeness deals. Chancellor Woodson highlighted the positive impact that Coach Doeren and his family have had on the university and surrounding community.

That concluded Chair Hansen's report from the Board of Visitors.

STUDENT GOVERNMENT REPORT - McKENZY HEAVLIN, PRESIDENT

President Heavlin thanked the Board for the opportunity to share all of the activities and accomplishments of Student Government.

President Heavlin reviewed the Student Government goals of student engagement, Title IX and the Mental Health Intervention Department, and stated that the group met all these goals. He also provided brief updates on recent legislation, spring student organization appropriations, and spring elections.

President Heavlin then introduced the 103rd session Student Body President, Timothy Reid. Mr. Reid thanked everyone for the opportunity to speak with them. Mr. Reid provided some background information and stated that he will use his term to give back to the Pack for all that the university has done for him. Mr. Reid discussed several goals he has for Student Government, including: promoting greater student access to all services and resources available to them; addressing student mental health needs; and building a caring community on campus. Mr. Reid stated that he is looking forward to working with the Board of Trustees.

That concluded President Heavlin's report from Student Government. Chair Kelly thanked President Heavlin for his service both as Student Body President and as a Trustee, as he has served the board exceedingly well.

WALTER HINES PAGE AWARDS - CHANCELLOR RANDY WOODSON

Chancellor Woodson took this opportunity to recognize the outgoing Trustee members, beginning with Chair Stan Kelly.

On behalf of the University, Chancellor Woodson presented Chair Kelly with a crystal gavel in appreciation for his dedicated service as Chair of the Board of Trustees.

Chancellor Woodson then recognized Stan Kelly, Chip Andrews, Ann Goodnight, Dewayne Washington and McKenzie Heavlin as recipients of the Order of Walter Hines Page award in appreciation for their service to the board and to the university. The Order of Walter Hines Page is an honorary order exclusively for former members of the Board of Trustees of NC State University. Trustees are named to the Order by the Chancellor upon the expiration of their terms of office and are designated as "Trustees Emeritus."

The certificate states that each of these Trustees are hereby named to the Order of the Walter Hines Page in recognition of their dedicated service on behalf of the students, faculty, staff and administration of North Carolina State University, their membership on NC State Board of Trustees and for their continuing support for the interests of the university and higher education.

CLOSED SESSION

With no further business in open session, Assistant Secretary Gentius called for a motion to go into closed session 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. Trustee Weisiger made a motion to move into Closed Session, seconded by Trustee Dixon. Chair Kelly called on the Assistant Secretary Paula Gentius to record the vote. All members were in favor.

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

The motion passed.

RECONVENE IN OPEN SESSION

At 11:35 a.m. the Board came out of closed session.

With no further business in open session, Chair Kelly adjourned the meeting at 11:36 a.m.

Respectfully submitted,

DocuSigned by:
Paula Gentius
729EE9460FDD4DA...
Assistant Secretary

DocuSigned by:
Timothy L Humphrey
AF5218E5ECCD47C...
Secretary

Approved:

DocuSigned by:

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Chair of the Board