

DRAFT

BOARD OF TRUSTEES

THE UNIVERSITY OF NORTH CAROLINA AT WILMINGTON

OCTOBER 27, 2017

The Board of Trustees of The University of North Carolina at Wilmington held a regular quarterly meeting on October 27, 2017, in the Burney Center on the UNCW campus. Chair Wilma Daniels called the meeting to order and began with a moment of silent reflection. She read the required statement from the State Government Ethics Act. No conflicts were identified.

ROLL CALL

Mr. Lanier, Assistant Secretary, called the roll and established that a quorum was present. Members participating were: Agnes R. Beane; Dennis P. Burgard; Wilma W. Daniels; Michael R. Drummond; Gidget Kidd; Henry L. Kitchin, Jr.; Ronald B. McNeill; Otilie Mensah; Henry E. Miller III; Robert S. Rippy; and Maurice R. Smith.

APPROVAL OF MINUTES

On motion by Mr. McNeill, seconded by Mr. Burgard and duly carried, the minutes of the special called meeting of the Board of Trustees held on July 27, 2017, and the minutes of the quarterly meeting held on July 28, 2017, were approved as distributed.

REPORTS OF STANDING COMMITTEES

AUDIT, RISK, AND COMPLIANCE

Mr. Drummond, chair of the committee, reported that Ms. Thorndike reviewed FY2017 audited financial statements for all of UNCW's associated entities, each of which received an unqualified opinion with no material deficiencies in internal controls. He said that the associated entities had total net assets of \$139 million and had an increase of \$12.2 million in overall net position during the fiscal year.

Chair Drummond said that Ms. Powell presented the annual report for the Office of Internal Audit, including data on the office's productivity and budget,

and presented the quarterly report on activities for the period ending on September 30, 2017. Mr. Drummond provided summaries of the reports presented by Ms. Resetar regarding the 2017 Annual Security and Fire Safety Reports, the Clery Act, Title IX, and the Violence Against Women Act.

BUSINESS AFFAIRS

Chair Daniels expressed her appreciation to Mr. Smith for agreeing to serve as chair of the committee for the remainder of the academic and fiscal year. On behalf of the committee, Mr. Smith presented and moved for Board approval of the following action item: "approval of the prioritized order of Commissioning firms listed below to lead the Commissioning efforts for the Belk, Graham, Hewlett Hall HVAC Renovations Project" so that the university could begin fee negotiations and design contracting with the firms in rank order until acceptable contract terms were reached:

1. System WorCx, PLLC
2. Engineering Designs, Inc.
3. Dewberry Design-Builders, Inc.

His motion for approval was duly carried.

Chair Smith, with assistance from Vice Chancellor Whitfield, reviewed the capital project report and addressed questions from the Board on various projects. He summarized presentations made to the committee regarding UNCW's sustainability program, parking operations and plans for expansion, and tuition and fees. He said that the committee also received reports in closed session.

EDUCATIONAL PLANNING AND PROGRAMS

Mr. McNeill, chair of the committee, gave a brief summary of the committee's meeting, saying that Faculty Senate Vice President Nathan Grove provided an update on Senate activities and future areas of focus, that Provost Sheerer presented highlights from Academic Affairs, and that Dean Dempsey shared information on the development of the laboratory school. Chair McNeill said that the main topic for the committee was a detailed presentation on transfer students and programs, coordinated by both academic and student affairs.

EXTERNAL AFFAIRS

Ms. Kidd, chair of the committee, reviewed the legislative update provided by Mr. Lanier, including the status of the FY2018 enrollment increase funding and preparations and priorities for the 2018 legislative short session. She said that

Mr. Lanier also addressed federal government relations, including potential aspects of tax reform that could be problematic for higher education and the treatment of federal student financial aid programs in the next federal budget.

Chair Kidd summarized the report from Vice Chancellor Stuart on the university's comprehensive fundraising program and work with philanthropic counsel. Lastly, she said that the committee would have an item of business for consideration in closed session.

MILITARY AFFAIRS

Mr. Kitchin, chair of the committee, said that Mr. Kawczynski provided operational and policy updates, including a review of UNCW's compliance with the 34 metrics in the UNC SERVES best practices matrix. Chair Kitchin commented on various activities of the Office of Military Affairs, including UNCW's involvement in the U.S. Chamber of Commerce Hiring our Heroes Foundation Event and the Military Spouse Symposium recently held at Camp Lejeune. He said that the number of military-affiliated students at UNCW (1,905) had reached 95% of the goal contained in the current strategic plan.

Chair Kitchin said that the committee also heard from Mr. Corey Click, President of the Student Veterans Organization, about their current activities. He also commented on evolving research opportunities involving faculty and the Office of Military Affairs and on planned events for Veterans Week.

CHANCELLOR'S REPORT

Chancellor Sartarelli presented each member of the Board with a copy of the 70th anniversary history of the university, along with a 70th anniversary calendar and the presentations made to the new members of the Board of Governors during their recent visit to campus. After commenting on the 70th anniversary and the upcoming global summit on marine science, he reviewed the slides that had been shared with the Board of Governors and President Spellings. During his comments, he called on several outstanding students, faculty members, and alumni, who shared their UNCW experiences with the Board. He concluded his report with a review of the UNC strategic plan metrics and targets and the anticipated priorities for UNCW during the 2018 legislative session. He said that he envisioned UNCW being recognized in another 70 years as one of the great universities in the country.

CLOSED SESSION

On motion by Mr. Kitchin, seconded by Mr. Drummond and duly carried, the Board voted to convene in closed session, as allowed under the Open Meetings Act, to prevent the premature disclosure of an honorary award or scholarship; to

consider the qualifications, competence, performance, condition of appointment of a public officer or employee or prospective public officer or employee; to establish or instruct the staff or agent concerning the negotiations of the amount of compensation or other terms of an employment contract; and to consult with our attorney to protect the attorney-client privilege.

RESUMPTION OF PUBLIC SESSION AND ACTION ON ITEMS FROM CLOSED SESSION

On motion made by Mr. McNeill, seconded by Mr. Smith, and duly carried, the Board reconvened in public session. On motion by Mr. McNeill, seconded by Mr. Drummond and duly carried, the honorary award was approved, as considered in closed session. On motion by Mr. Smith, seconded by Mr. Kitchin and duly carried, the personnel recommendations considered in closed session were approved as discussed in closed session.

OLD BUSINESS

Chair Daniels asked if there was any further discussion of the proposed revisions to the Procedural Policies of the Board of Trustees, as discussed at previous meetings and noticed for this meeting. Mr. Drummond indicated that he had questions. Mr. Kitchin outlined two areas for further discussion: 1) the standing committee status of the Committee on Military Affairs; and 2) the section regarding the Nominating Committee. Regarding the first, in response to questions, Mr. Lanier said that the only committee that was required to be a standing committee, outside of the Procedural Policies, was the Audit, Risk, & Compliance Committee. Regarding the Nominating Committee, Mr. Kitchin said that he had reviewed the by-laws of nine UNC boards of trustees and that only one limited the slate of officers that could be put forward by specifying that the chair of the Nominating Committee could not be recommended as an officer. He suggested that the Board might want to postpone consideration of adopting any changes to the existing language in the Procedural Policies regarding the Nominating Committee. Additional discussion followed.

Mr. Drummond suggested that the Board may want to consider incorporating in the Procedural Policies that the Vice Chair of the Board also serve as the chair the Educational Planning and Programs Committee. Messrs. Burgard and McNeill spoke in support of leaving that discretion to the Chair of the Board, rather than putting it in the Procedural Policies.

Ms. Kidd moved to postpone a vote on adoption until the next regular quarterly meeting, at which time two options should be considered: 1) proposed revisions, as circulated previously except for the changes to the Nominating Committee language; and 2) all proposed revisions, as circulated previously. He motion was seconded by Mr. Burgard and duly carried.

NEW BUSINESS

Chair Daniels reminded the Board that the next meeting of the Board would be a special called meeting on December 11, the Monday following Commencement ceremonies, for the purpose of receiving recommendations regarding housing and parking and regarding tuition, fees, room, board, and other student charges. She said that the next regular quarterly meetings of the Board and its committees were scheduled for January 18 and 19, 2018.

The Chair expressed her appreciation to everyone who had planned and participated in the quarterly meetings. She thanked Chancellor Sartarelli for the 70th anniversary gifts and for all of his work. She reminded members of the Board that the UNC Board workshop would be held on November 1, in Chapel Hill. Mr. Burgard commented on the quality of the students who had presented and on the value of the experience for them.

ADJOURNMENT

There being no further business, the meeting was duly adjourned.

Chairman

Assistant Secretary