



**Special Called Meeting
February 5, 2020
11:00 am
Chancellor's Boardroom**

MINUTES

MEMBERS PRESENT: Betsy Oakley (Chair – via videoconference), Mae Douglas, Mona Edwards, Brad Hayes, Hunter Martin, Elizabeth Phillips (via videoconference), Ward Russell, Linda Sloan, David Sprinkle

OTHERS PRESENT: Chancellor Frank Gilliam; Provost Dana Dunn (via teleconference); Jerry Blakemore, General Counsel; Kristen Bonatz, Deputy General Counsel; Beth Fischer, Vice Chancellor for University Advancement; Julia Jackson-Newsom, Associate Vice Chancellor for Strategy and Policy; Nikki Baker, Director of Federal and External Affairs; Andrew Cagle, Director of State and External Affairs; Waiyi Tse, Chief of Staff; Kelly Harris, Assistant Secretary to the Board of Trustees; and other members of the administration, faculty, staff, and public.

MEMBERS ABSENT WITH NOTICE: Frances Bullock, Vanessa Carroll, Kathy Manning, Dean Priddy

Chair Betsy Oakley called the meeting to order at 8:31 a.m. and read the Conflict of Interest statement. None were identified.

Oakley began by noting that several members of the Board have recently received honors from the community. They are:

- Mae Douglas received the Chamber's Athena Award, which is presented annually to a woman who embodies professional excellence and community service and who actively assists other women in their attainment of their own professional excellence and leadership skills.
- Kathy Manning was selected by Junior Achievement of the Triad as a member of the Business Leaders Hall of Fame, which recognizes the professional accomplishments of visionary leaders who have shaped the Triad's economic landscape, who share a commitment to excellence and drive to achieve, and who are extraordinary role models for future generations.

- Mona Edwards was just named an Outstanding Woman in Business by the Triad Business Journal. This award recognizes extraordinary businesswomen for the impact they have had in their professions, industries, and community. Vice Chancellor Beth Fischer and Dean Sherine Obare were also selected this year. Vice Chancellors Terri Shelton and Donna Heath and Athletics Director Kim Record are previous winners of this award.
- Linda and Tom Sloan were named Greensboro's Outstanding Philanthropists at the 2019 National Philanthropy Day celebration in November for their extraordinary work in the community.

Oakley then announced Board meeting dates for academic year 2020-21:

- As required by Code, the first meeting of 2020-21 will be a full board meeting on Wednesday July 15 from 11 am to 12:30 pm in the Chancellor's Boardroom for officer elections and any other business that needs attention at that time.
- Thereafter, Committees will meet on Tuesdays in the Chancellor's Boardroom; the Full Board will meet on Thursdays in Virginia Dare. Those dates are:
 - Tuesday September 22 and Thursday September 24, 2020
 - Tuesday December 1 and Thursday December 3, 2020
 - Tuesday March 16 and Thursday March 18, 2021

Additional meetings will be called as needed.

Following announcements, roll call was read and a quorum was confirmed.

Open Session

Action Items:

Approval of Minutes of November 22, 2019

The Board unanimously approved the minutes of the November 22, 2019 meeting without corrections or additions.

BOT-1 Resolution regarding State Budget

At its January 17 meeting, the Board of Governors (BOG) passed a resolution calling on the Legislature to work together to pass a budget that sustains and promotes the level of excellence that the University of North Carolina System and its campuses provide. The BOG also called on all campus boards of trustees to follow suit by passing a concurring resolution as soon as practical.

A resolution for the Board's consideration, included with the pre-meeting materials, was drafted with input and approval of Chair Oakley, Chancellor Gilliam, the Office of the General Counsel, Chancellor's Council, Director of State and External Relations Andrew Cagle, and members of the Chancellor's staff. The resolution urges state lawmakers to enact a robust budget that includes significant and meaningful support for the constituent institutions of the UNC System, including \$84 million for renovations to and expansion of Jackson Library, as well as compensation measures commensurate with the excellence of its faculty and staff.

Discussion about the proposed resolution was had, including input from Trustee Ward Russell, who expressed concern that the resolution would not be as strong as it could be without inclusion of language specifically endorsing or calling for the passage of House Bill 966 and Senate Bill 354. Noting that the resolution was intentionally non-partisan, Chancellor Gilliam commented that it is not the job of university trustees or officials to take political sides and that, as such, approving language supporting a specific piece of legislation (that has become a partisan issue) is not action UNCG should take.. This principle is consistent with UNCG's policies and doesn't favor any political party. In response to Trustee Mona Edwards' question about next steps following passage of a resolution, Director of State and External Relations Andrew Cagle stated that the UNC System Office plans to present each university's resolution to state lawmakers at some point before they reconvene in late April. Chair Oakley noted that NC House Majority Whip John Hardister contacted her to discuss the UNCG resolution and was supportive of the draft as presented for the Board's approval.

When discussion concluded, Oakley invited a motion to approve the Resolution as presented in item BOT-1. Trustee Mae Douglas made the motion, which was seconded by Trustee Linda Sloan. The motion carried by a vote of eight to one.

Oakley then advised the Board that the next several agenda items require that they convene in closed session. She reminded the Board that upon entering closed session, the only topic of discussion would be action items BOT-2, BOT-3, and BOT-4, and that the items would not be voted on until the board had returned to open session.

At that time Oakley moved that the Board convene in closed session pursuant to North Carolina General Statute Section 143-318.11(2), (5), and (6), in order to prevent the premature disclosure of an honorary degree, prize, or similar award; to establish the amount of compensation and other material terms of an employment contract or proposed employment contract, and to consider the qualifications, competence, performance, character, fitness, conditions of appointment or conditions of initial employment of an employee or prospective employee.

Trustee Ward Russell seconded the motion, which carried unanimously.

General Account of Closed Session Items

Trustees Present: Betsy Oakley (via videoconference), Mae Douglas, Mona Edwards, Brad Hayes, Hunter Martin, Elizabeth Phillips (via videoconference), Ward Russell, Linda Sloan, David Sprinkle

OTHERS PRESENT: Chancellor Frank Gilliam; Provost Dana Dunn (via teleconference); Jerry Blakemore, General Counsel; Kristen Bonatz, Deputy General Counsel; Beth Fischer, Vice Chancellor for University Advancement; Waiyi Tse, Chief of Staff; Kelly Harris, Assistant Secretary to the Board of Trustees

Action Items:

BOT-2 Personnel Report dated January 24, 2020

The Board considered the personnel report dated January 24, 2020 with Provost Dana Dunn available via teleconference for questions. There was brief discussion about CUPA benchmarking.

BOT-3 Approval of Donor Naming Proposals

Vice Chancellor Beth Fischer reviewed with the Board five donor naming proposals for an assistant athletic trainer office in the Coleman Building, the men's basketball head coach office, the men's golf head coach office, the assistant volleyball coach office, and for a collection of home economics pamphlets donated to and to be housed in the University Libraries.

BOT-4 Personnel Matter

Oakley presented item BOT-4, a request for approval of performance bonuses for two Athletics staff members.

Return to Open Session

Oakley requested a motion to return to open session. Trustee Mona Edwards made the motion, which was seconded by Trustee David Sprinkle. The motion carried unanimously, and the public was invited to return.

Open Session Vote on Closed Session Items

BOT-2 Personnel Report dated January 24, 2020

Trustee Ward Russell made a motion to approve the Personnel Report dated January 24, 2020. The motion was seconded by Trustee Mae Douglas and carried unanimously.

BOT-3 Approval of Donor Naming Proposals

Trustee Mona Edwards made a motion to approve the five donor naming proposals presented in agenda item BOT-3. The motion was seconded by Trustee Linda Sloan and carried unanimously.

BOT-4 Personnel Matter

Trustee Brad Hayes made a motion to approve agenda item BOT-4. The motion was seconded by Trustee Mae Douglas and carried unanimously.

The meeting recessed for a break at 11:47 am and was called back to order by Chair Oakley at 12:00 pm

BOT-5 Presentation: Free Speech and Political Activity

Julia Jackson-Newsom, Associate Vice Chancellor for Strategy and Policy, and Nikki Baker, Director of Federal and External Affairs gave a presentation on political activity on campus. As a public institution, UNCG remains politically neutral and the use of campus facilities by groups for events that are political in nature varies depending upon the nature of the activity rather than content or ideology. UNCG has a University Facility Use Policy as well as Student Affairs Guidelines for Student Groups that govern campaign events on campus. Under the former, campaigns are treated as third party, unaffiliated entities and must cover fees such as facility rental, security, and technological support. Under the latter, registered student organizations can sponsor political events as long as they comply with Campus Activities and Programs event registration process and timeline; these events are subject to fundraising limitations.

UNC system employees subject to the State Human Resources Act (SHRA) can engage in political activity as private citizens on their own time with their own resources but cannot actively manage or participate in a campaign while on duty. They are also not permitted to use State resources such as position authority, funds, or equipment to support or oppose candidates, nor can they coerce support from subordinates. Pursuant to the UNC System Code and Policy Manual, employees who are exempt from the SHRA (such as faculty) are permitted to facilitate classroom discussion or discourse concerning political issues, candidates, or groups so long as the discussion or discourse is within the subject matter of the academic program, course, curriculum, or study. Exempt employees are permitted to seek elected office subject to requirements that there be no conflict of commitment with their duty to the university.

The university's role vis-à-vis political activity is to be a "marketplace of ideas" while providing clear and consistent guidance regarding policies and guidelines for all community members, to support voting opportunities for internal and external stakeholders, and to cultivate an environment of "good citizenship" by providing educational opportunities about the political process and civic engagement. In this regard, UNCG has been recognized as a "voter friendly campus" and has received accolades for student voter engagement.

University trustees serve as ambassadors for all community stakeholders and are also subject to policy and guidelines on the use of university resources such as facility access, devices, and email accounts in accordance with the UNC System Code and Policy Manual standards applicable to EHRA Tier I SAAO employees. Trustees with related questions are encouraged to consult with the Office of the General Counsel and with the Strategy & Policy team.

General Counsel Jerry Blakemore and Deputy General Counsel Kristen Bonatz presented information on the First Amendment and the NC Campus Free Speech Act as they apply to UNC System institutions. The First Amendment protects insensitive, boorish, or controversial speech on disfavored subjects. As such, the university may not regulate or punish speech that is offensive or controversial, and public universities must be content-neutral in the application of free speech rights. However, exceptions do exist for types of speech such as incitement, true threats, fighting words, obscenity, defamation, false or misleading commercial speech, and certain speech by a public employee. As it relates to UNCG, regulation of speech is permissible to stop pervasive and severe harassment that is aimed at an individual and creates an intimidating, hostile, and demeaning atmosphere.

The North Carolina Campus Free Speech Law, enacted in 2017, specifies that it is not the university's role to shield individuals from speech protected by the first amendment, including, without limitation, ideas and opinions they find unwelcome, disagreeable, or even deeply offensive. Moreover, the constituent institutions in the UNC System may not take action on public controversies of the day in such a way as to require students, faculty, or administrators to publicly express a given view of social policy. Pursuant to the Act, UNCG has developed an internal policy and has appointed Alan Boyette, Senior Vice Provost, as the "Responsible Officer" to ensure compliance with the law and policy, coordinate campus-based training or educational opportunities for campus constituents, and to serve as primary point of contact for all matters and questions related to the Act. UNCG has received the highest "green" rating from the Foundation for Individual Rights in Education (F.I.R.E.) for its commitment to the First Amendment and its efforts to maintain policies respective the expressive rights of students and faculty.

During related discussion, Chair Oakley exited the videoconference.

Adjourn

When discussion concluded, Vice Chair Mona Edwards acted in Chair Oakley's stead, noting that there was no further business before the Board and thanking all in attendance. The meeting adjourned at 1:00 pm.

Respectfully submitted,



Kelly Harris
Assistant Secretary to the Board of Trustees