

## REGULAR MEETING OF THE BOARD OF TRUSTEES OF WESTERN CAROLINA UNIVERSITY

H.F. Robinson Building, Room 501A

June 5, 2020

The Board of Trustees of Western Carolina University (Board) met in regular session, via Zoom Meeting, on June 5, 2020 in room 501A of the H.F. Robinson Building. Chair Kinney called the meeting to order at 2:00 p.m.

### **ATTENDANCE**

Present from the Board: Chair Bryant Kinney, Mr. Bob Roberts, Mrs. Haden Boliek, Ms. Becky Brown, Mr. Casey Cooper, Ms. Joyce Dugan, Mr. Tim Haskett, Mr. John Lupoli, Mr. Kenny Messer, Mr. Ken Hughes, Mrs. Kathy Greeley, Mrs. Rebecca Schlosser, and Mr. Dawson Spencer.

Present – Board of Governors Chair Randy Ramsey; Faculty and staff of Western Carolina University: Chancellor Kelli R. Brown; Dr. Richard Starnes, Interim Provost; Ms. Alison Joseph, Staff Senate Chair; Dr. Enrique Gomez, Faculty Senate Chair; Mr. Ed Holland, Alumni Association President; Dr. Melissa Wargo, Chief of Staff; Mr. Mike Byers, Vice Chancellor for Administration and Finance; Mrs. Lisa Gaetano, Internal Audit; Mr. Shea Browning, General Counsel; Mr. Bill Studenc, Chief Communications Officer; Ms. Jamie Raynor, Interim Vice Chancellor for Advancement; Dr. Sam Miller, Vice Chancellor for Student Affairs; Mr. Craig Fowler, Chief Information Officer; Dr. Cory Causby, Associate Vice Chancellor for Human Resources and Payroll; Mr. TJ Eaves, Assistant General Counsel; Ms. Myah Baird, Administrative Support Associate; Ms. Karen Woody, Budget Officer; Ms. Theresa Cruz Paul, Director of Career Services and Career Counselor; Dr. Brian Kloeppe, Dean of the Graduate School and Research; Mr. Ben Pendry, Executive Director of Advancement Services; Mr. Zach Phillips, IT Manager-Tech Support; Mr. Jason Foster, Systems Programmer/Analyst; Mr. Kevan Frazier, Director Of WCU Asheville Program; Dr. Brandon Schwab, Associate Provost for Academic Affairs; Mr. Arthur Salido, Executive Director, Economic Development and Regional Partnerships; Ms. Katie Stanhagen, Advancement Database Manager; Ms. Chelsea Reavis, Parking Enforcement Operations Supervisor; Ms. Joyce Carpenter, Executive Assistant to the Chief of Staff; Ms. Jodi John Pippin, Director of Donor Relations; Mr. Jason Lavigne, IT Manager - Systems; Mr. Jeffrey Kiska, IT Systems Programmer Specialist; and Ms. Jessica Woods, Assistant Secretary to the Board of Trustees.

### **ROLL CALL**

Ms. Woods called the roll of the Board members in attendance. A quorum of the board was present.

Chair Kinney reminded everyone that the meeting will be conducted pursuant to the new amendments to the Open Meetings Act that apply during states of emergency. The amendments were signed into law in May, allowing for public bodies to meet via electronic means. The new law does require, however, that all votes are taken via roll call. Additionally, pursuant to the amendments to the law, all chats, instant messages, texts, or other written communications between members of the board regarding the transaction of the public business during the remote meeting are deemed a public record. Chair Kinney asked all committee members, Board

members, and participating staff to please identify themselves before participating in deliberations -- including making motions, proposing amendments, and raising points of order.

### **ETHICS STATEMENT**

Mr. Kinney read the Ethics Statement as follows:

“As Chair of the Board of Trustees, it is my responsibility to remind all members of the Board of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflicts of interest as required by this Act. Each member has received the agenda and related information for this Board of Trustees’ meeting. If any Board member knows of any conflict of interest or appearance of conflict with respect to any matter coming before the Board of Trustees at this meeting, the conflict or appearance of conflict should be identified at this time.” **No conflicts of interest were disclosed.**

Chair Kinney reminded everyone that the meeting is a public meeting and is being recorded.

### **APPROVAL OF MINUTES**

#### **March 6, 2020 Regular Meeting of the Board of Trustees**

Chair Kinney asked for a motion to approve the minutes of the March 6, 2020 Regular Meeting of the Board of Trustees in TAB B-1 of the Trustee materials. Mrs. Schlosser made a motion to approve minutes. Mr. Messer seconded the motion. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The minutes of the March 6, 2020 Regular Meeting of the Board of Trustees were unanimously approved by the board.

#### **April 7<sup>th</sup> Special Called Meeting of the Board of Trustees**

Chair Kinney asked for a motion to approve the minutes of the April 7<sup>th</sup> Special Called Meeting of the Board of Trustees in TAB B-2 of the Trustee materials. Mrs. Greeley made a motion to approve minutes. Mr. Hughes seconded the motion. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye

Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The minutes of the April 7<sup>th</sup> Special Called Meeting of the Board of Trustees were unanimously approved by the board.

**April 17<sup>th</sup> Special Called Meeting of the Executive Committee of the Board of Trustees**

Chair Kinney asked for a motion to approve the minutes of the April 17<sup>th</sup> Special Called Meeting of the Executive Committee of the Board of Trustees in TAB B-3 of the Trustee materials. Mr. Messer made a motion to approve minutes. Mr. Roberts seconded the motion. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The minutes of the April 17<sup>th</sup> Special Called Meeting of the Executive Committee of the Board of Trustees were unanimously approved by the board.

**COMMENTS FROM CHANCELLOR KELLI R. BROWN**

Chancellor Brown welcomed the Board of Trustees, Executive Council members, and Faculty Senate and Staff Senate Chairs on the online BOT meeting call. Chancellor Brown also acknowledged the other university faculty and staff that watched or listened in, and the members of the news media covering today's activities. Chancellor Brown shared her pride for all members of the university community – students, faculty, staff and alumni – for their hard work, dedication, implementations in response to the COVID-19 pandemic, and flexibility in what has been the most disruptive and challenging time in the university's history. She shared that they have all shown the grit, the determination, and the true Catamount spirit that define what many

of us have come to call “the Western way.” Chancellor Brown also sent a big Catamount welcome to Randy Ramsey, chair of the University of North Carolina Board of Governors.

Chancellor Brown shared some thoughts about what has transpired on the national scene over the past two weeks and shared that she thinks that we all share a common sense of humanity and what is right. Chancellor Brown shared that it is an essential part of this university to stand up against racism and injustice and that our core values call for, among other things – collaboration with and respect for our communities, free and open interchange of ideas, and cultural diversity and equal opportunity. Chancellor Brown shared that she is proud of the rich history that Western has in the areas of civic and democratic engagement, as exemplified by the recent honor received by our university from the Andrew Goodman Foundation, a national nonpartisan organization that empowers young people to be active participants in the democratic process, that recognized Western as one of five “Elite Leader Campuses” for student voter participation efforts and for working to make young voices and young people’s votes a powerful force in our democracy. Chancellor Brown stated that to make changes for the better in our society, we must listen and, more importantly, we must hear and encourage voices to be heard by encouraging active participation in our fundamental right to vote and will continue to support voting efforts on campus.

Chancellor Brown shared that she is proud that Western Carolina University is one step closer to having an African American studies minor as part of our curriculum. Dr. David Walton, formerly an assistant professor of history at the University of North Carolina at Pembroke, has been named director of WCU’s new African American Studies minor and will officially join us on August 1<sup>st</sup> and will begin building this new program, which is scheduled to begin in the 2021-2022 academic year.

Chancellor Brown mentioned the video message that she sent to Trustees in advance of the meeting and was hopeful that it was helpful to understand the difficulties this university has had to overcome over the past few months. Chancellor Brown referred to the article by professor of psychology Bruce Henderson about the importance of regional public universities – institutions like Western Carolina University. She mentioned that she believes regional public universities, which have a special sense of responsibilities to help meet the needs of the people in the communities and regions in which they are located, are more important now than ever before.

Chancellor Brown noted that Western Carolina University has set the academic calendar for the coming fall semester, with the first day of classes to remain as scheduled on Monday, August 17<sup>th</sup>. She noted the schedule and that we will be conducting final exams online. She noted that this will help de-densify the campus during late fall and early winter, when many experts think we may have a second wave of COVID-19. Chancellor Brown shared that we have set up a website where we are posting updates on our operations and procedures for the coming semester – it is [info.wcu.edu/fall2020](http://info.wcu.edu/fall2020).

Chancellor Brown noted that we have designated Madison Residence Hall as a location where residential students may safely quarantine as needed while continuing their studies and receive campus services if they test positive for COVID-19. As a part of guidance from the UNC System

regarding preparations for the fall semester, leaders of each UNC institution were asked to assess their ability to provide a location for isolation of residential students if it becomes necessary.

Chancellor Brown shared that the Senate has passed a mini-budget bill for the second \$16.5 million to replace our steam plant. The measure is now with the House for its approval, and then it's on to the governor for signing. She shared that legislation providing the remaining funding for NC Promise for us and our sister NC Promise institutions has passed out of the Senate and is headed to the House for consideration.

Chancellor Brown welcomed Board of Governors Chair Randy Ramsey and provided him the opportunity to address the trustees. She noted that this meeting represents Governor Ramsey's first meeting with us in his new role.

### **COMMENTS FROM BOG MEMBER, CHAIR RANDY RAMSEY**

Chair Ramsey thanked the board for the opportunity to attend the BOT meeting. Chair Ramsey mentioned that he read about the Steam Plant Bill and shared his enthusiasm. Chair Ramsey mentioned that he made the promise to Chancellors and the Universities that he would visit each campus, but due to COVID-19 pandemic, he has been attending meetings via online platforms. Chair Ramsey thanked the Trustees for the important work that they are doing on our campus – guiding the campus, supporting the Chancellor, and shaping the lives of young people. Chair Ramsey shared that he was very grateful for the time and effort that Trustees put in the universities. Chair Ramsey shared that about 50,000 classes went to online instruction and about 14,000 faculty were teaching students. Chair Ramsey thanked Dawson Spencer, SGA President, representing the students, for adapting to a new way of learning while faculty members were getting instruction online. He shared that universities were able to change to online efforts, while continuing to provide quality instruction to students, and continue them on their path towards their degrees. Chair Ramsey shared information on COVID-19 pandemic planning and working with legislators for short session request. Chair Ramsey shared that the BOG decided not to increase the tuition and fees for the third consecutive year. President Roper and the System Office and BOG is working with each of the Universities on the budget issues and consequences associated with the decision and effect on the campuses. Chair Ramsey shared that they are working hard to reopen the campuses in the Fall, and getting athletics back on the field again, and are discussing what steps must be taken if we see decreases in enrollment or funding from the legislature. Chair Ramsey noted that they are still in the search process for a Chancellor at Fayetteville State University and East Carolina University. He mentioned that they just recently named a new Chancellor at UNC-Charlotte in the School of Arts. He also mentioned that they are actively in the search for a UNC President. He noted that they would announce the new President by the end of June or first of July. Chair Ramsey thanked President Roper for his service to the Board of Governors and his efforts to bring collaboration between the campuses and the Board of Governors. Chair Ramsey shared that they are committed to the success of Western Carolina University. He shared that the board has complete confidence in the Trustees and leadership at Western Carolina University and that they will continue to do all that they can as the success continues.

### **COMMENTS FROM THE CHAIR**

Chair Kinney thanked Chancellor Brown for her Chancellor's Report. Chair Kinney again welcomed Board of Governors Chair Randy Ramsey to the Board of Trustees meeting and

congratulated him on his recent election for a full term as chair of the UNC Board of Trustees. Chair Kinney mentioned that Western Carolina University appreciates all the support we have recently received from the board regarding our budget needs – including funding for enrollment growth and NC Promise – and approval of the removal of buildings that have outlived their useful life. Chair Kinney noted that he sincerely appreciates Chair Ramsey’s leadership and ongoing support of Western Carolina University. Chair Kinney thanked Chair Ramsey for his comments.

Chair Kinney personally shared his appreciation and support of Chancellor Brown and her remarks concerning the events of the past week and the issues they reflect. He shared that as a university we have a strong commitment to diversity and inclusion and that will not waver and that we must do a better job of listening. He also acknowledged those who represent the vast majority of law enforcement who were sickened to witness what happened in Minneapolis. Chair Kinney shared that in his career, he has worked with and served with outstanding members of law enforcement and other members of public safety. He shared his appreciation for their dedicated service and those in WCU’s own criminal justice program that will serve in the future.

Chair Kinney mentioned that he has had the pleasure of speaking with Chancellor Brown to learn of all the things she, her executive team and the entire WCU campus is doing to manage through the challenges of the COVID-19 pandemic. Chair Kinney acknowledged the trustees for being available to have special called meetings to address any needs requiring their immediate attention and thanked the trustees for their outstanding responses. He shared that Chancellor Brown and her leadership team that has not missed a beat in the continued delivery of a quality educational experience – though in different format; has concerned itself with students that simply had nowhere to go once the decision was made to end on-campus classes and close dorms; worked to make sure faculty and staff had the necessary resources to deliver; and looking forward weeks and months ahead to make sure the university didn’t take its eye off the ball to develop a plan for restarting classes this fall, having some form of spring graduation, and making sure the steam plant continued to be a budget focus for the future. Chair Kinney shared his confidence in Western delivering excellence for its university and students. Chair Kinney thanked Chancellor Brown and her executive team and the university staff for all they have been doing. Chair Kinney thanked the WCU staff for continuing to their job while working in office and teleworking while WCU remained open, with all normal functions being managed remotely and on campus when necessary. Chair Kinney also thanked the WCU faculty for learning new ways to teach online and managing broadband issues.

Chair Kinney welcomed Becky Brown to the WCU Board of Trustees. Chair Kinney also welcomed Dawson Spencer, President of WCU’s Student Government Association. Chair Kinney congratulated the Spring 2020 graduates for their accomplishments.

#### **REPORT OF ACADEMIC AFFAIRS AND PERSONNEL COMMITTEE**

Chair Kinney recognized Mr. Lupoli to give the report of the Academic Affairs and Personnel Committee. The Academic Affairs and Personnel Committee reviewed several discussion items. Dr. Starnes provided a detailed overview of the Division of Academic Affairs response to and planning for COVID19. Instruction for fall semester will consist of face to face, online and

hybrid courses. Planning includes the ability to change instructional modalities to respond to the evolving COVID19 pandemic.

Dr. Causby provided a Summary on Compression and Inversion Salary Adjustments completed in March. Effective March 1, the University implemented a series of targeted salary adjustments designed to address critical market and compression related concerns. A total of 382 faculty and staff received a salary increase in their March 2020 paychecks totaling \$1.26M.

Dr. Causby provided an overview of UNC COVID-19 Special Leave Provisions and Workforce Percentages (Onsite, Telework, Paid Leave). On March 18, 2020, the UNC System issued guidance requiring that only mandatory/essential employees were allowed to physically report to work onsite. All other employees were instructed to telework or take paid administrative leave. Current UNC System guidance (effective June 1, 2020) still mandates that only mandatory/essential personnel are allowed to report to work onsite. This includes staff that are deemed critical to maintaining university operations to include necessary preparations for Fall 2020.

Dr. Starnes shared information on administrative appointments and athletic appointments in TAB C-3.

The committee also considered several items in closed session.

## **REPORT OF ADMINISTRATION, GOVERNANCE, AND TRUSTEESHIP COMMITTEE**

Chair Kinney recognized Mr. Roberts to give the report of the Administration, Governance, and Trusteeship Committee. The Administration, Governance, and Trusteeship Committee considered six action items, three items for discussion, and two information items.

Ms. Raynor shared the slate of currently serving Foundation Board of Directors. The committee voted to re-elect for another term the approved slate of currently serving Foundation Board Directors as approved by the WCU Foundation Board at its February 2020 meeting. Those nominees were: Jeanne McGuire, Bruce Clayton, Steve Couch, Beth Lofquist, Cambria Rainsborough and Debbie Wright. The nominees will serve in the class of 2023. Information can be found in TAB D-2 of the Trustee materials. The Committee recommended the re-election of the above-mentioned Foundation Directors to the full Board for approval. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye

Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The slate of currently serving Foundation Board Directors was unanimously approved by the board.

Ms. Raynor shared the slate of new Foundation Board of Directors. The committee also voted to accept the nomination of Joe Crocker, Ken Martin, Bruce Moore and Jo Ray as new Foundation Directors as approved by the WCU Foundation Board at its February 2020 meeting. Those nominees were: Joe Crocker, Ken Martin, Bruce Moore and Jo Ray. The nominees will serve in the class of 2023. Bios can be found in TAB D-2 of the Trustee materials. The Committee recommended the election of the above-mentioned new Foundation Directors to the full Board for approval. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The slate of new Foundation Board Directors was unanimously approved by the board.

Mr. Byers provided information on the appointment of Endowment Fund Board members for 2020-2021. The committee considered the Board of Trustees of the Endowment Fund sale for 2020-2021. Information can be found in TAB D-3 of the Trustee materials. At the recommendation of the Board of Trustees Chair, the following slate of Trustees was recommended for election to complete the 2020-2021 year: Chair: Bryant Kinney – Ex Officio - BOT Chair; Kelli R. Brown – Ex Officio – Chancellor; Mike Byers - Ex Officio – Vice Chancellor for Administration and Finance (non-voting); Kenny Messer, Bob Roberts, and Haden Boliek. The Committee recommended to the full Board approval of the appointment of the Board of Trustees of the Endowment Fund. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye

Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The slate of Board of Trustees of the Endowment Fund for 2020-2021 was unanimously approved by the board.

The committee considered the approval of Policy 103 accompanied by an update on beer and wine sales at athletic events. Mr. Byers reported that the modifications to Whitmire Stadium needed to implement beer and wine sales are in the works for this summer. The plan is to provide 3 locations on the east side and 3 locations on the west side and requires modifications to fencing, installation of 3 new concrete pads, and enhanced data access to provide credit card usage for point-of-sale locations. This work is being handled by in-house staff. Aramark will be responsible for the sale of beverages at events. Mr. Byers reported plans are also in the works to provide service at basketball events in Ramsey. This will require minor modifications to the existing concessions facilities, including removal of existing rear casework and countertops, installation of new beverage coolers, modification of sinks and plumbing, installation of new data lines, modification to the service space to create a distinct alcohol service line, and installation of new digital signage. Mr. Byers stated that we will still need to overlay any needed social distancing adjustments to the service model. Mr. Byers noted that in order to implement beer and wine sales, Policy 103 will need to be revised as noted in TAB D-4 of the Trustee materials. The Committee recommended to the full Board the approval of the proposed revision to Policy 103. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The proposed revision to Policy 103 was unanimously approved by the board.

The committee considered a repeal of the Board of Visitors Charter, which can be found in TAB D-5 of the Trustee materials. Ms. Raynor provided background information on the original creation of the Board of Visitors (BOV) in 2014. The Board of Visitors originally began under the Chancellor's Division, and later moved to the Division of Advancement for management. Membership has decreased and attendance at meetings steadily declined over the past three years. After research of the history of the board, research of other BOVs across the UNC System and a review of current membership, budget, staff utilization, and feedback from former and current BOV leadership and members, it is the Chancellor's conclusion, and that of the support staff, that the Board of Visitors does not allow WCU to use the invaluable volunteer resources that we have in these members. The committee recommended to the full Board to approve the repeal of the Board of Visitors Charter. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The Repeal of the Board of Visitors Charter was unanimously approved by the board.

The committee considered a resolution to support the myFutureNC educational attainment goal, which can be found in TAB D-6 of the Trustee materials. Mr. Arthur Salido and Mr. Kevan Frazier reported the myFutureNC is a statewide nonprofit organization focused on educational attainment and is the result of cross-sector collaboration between North Carolina leaders in education, business, and government. The myFutureNC's mission is to prepare North Carolina for the future by empowering individuals, strengthening communities, and ensuring our economic viability in a global economy. The myFutureNC organization is working across sectors and in communities throughout the state to close gaps in postsecondary attainment; promote alignment between educational programming and business/industry needs; and ultimately improve the quality of educational opportunities for all North Carolinians. On February 20, 2019, myFutureNC unveiled its goal and bold vision for the future of education in our state which is to ensure that by 2030, 2 million North Carolinians will have a high-quality credential or post-secondary degree. The Committee recommended to the full Board the approval of the resolution to support myFutureNC educational attainment goal. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye

Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The Resolution to support the myFutureNC educational attainment goal was unanimously approved by the board.

Mr. Roberts asked Mr. Spencer to give the SGA Report. Mr. Spencer shared updates on COVID-19, SGA Judicial Branch, SGA Resolutions, SGA Budget, and UNCASG Activities. (SGA REPORT IS IN REPORT MATERIALS AND AGT MINUTES ON FILE).

Ms. Whitfield provided a Legislative Update. Ms. Whitfield reported that although the state was in an extremely strong fiscal position a few months ago, that is no longer the case thanks to the coronavirus pandemic. Estimates are that the state could be looking at budget shortfalls over \$4 billion. Thanks to the unappropriated funds from last year, plus rainy day funds, plus federal stimulus funds available, the state believes it can make it through this coming fiscal year without significant budget cuts. Ms. Whitfield said North Carolina is in a substantially stronger position than most states. The legislature began the short session recently to consider a budget for 2020-21. Three pieces of legislation that positively impact the University are moving through the Senate: Self-liquidating Bill – provides the authority for us to borrow the money we need for the Lower Campus Residence Hall project. The bill has passed the Senate, and is waiting for House consideration; Final \$16.5 million for Steam Plant – this is the only capital project in the state that has been considered and may be the only one they fund this session. The bill has passed the Senate and is waiting for House consideration; NC Promise Funding - \$15 million for NC Promise for 2020-21 plus intent language to fund NC Promise through 2025 made it through two Senate committees this week and, will be on Senate floor Monday. The Senate is also planning to take up legislation to fund building reserves so that we will be able to open the Apodaca Science Building when it is complete.

Mr. Byers gave an update on the intercollegiate wrestling study. He reported that WCU engaged Collegiate Consulting (Atlanta, Ga.) to perform a Sports Sponsorship Study to consider the addition of new sports programs. Mr. Byers reported it was the intention to have the completed report ready in time to present to this Board at today's meeting. But the project schedule slipped and the report is not complete. He stated he expected to have the final draft of the report within the next week and will work with Mr. Gary to schedule its presentation to the Board at a future meeting.

Ms. Carpenter shared the Board of Trustees Meeting Schedule for 2020-2021 with the committee. The schedule can be found in TAB D-7 of the Trustee materials. Please note the important dates of the regular Trustee meetings; the BOT Retreat which is scheduled for November 5-6, 2020; as well as the dates for [spring and fall] commencements, which is scheduled for December 12-13, 2020. Also, included on the schedule are the Board of Governors 2020-2021 meetings.

Ms. Raynor stated that Advancement presentations had been provided in TAB D-8a and TAB D-8b in the Trustee materials. Ms. Raynor did note that year to date giving is currently at \$10.54 million. She also reported that the number of new donors increased by more than 300. Ms. Raynor mentioned that final Giving Societies content will be available in Fall 2020.

### **REPORT OF FINANCE AND AUDIT COMMITTEE**

Chair Kinney recognized Mr. Messer to give the report of the Finance and Audit Committee. The Finance and Audit Committee discussed two action items and reviewed discussion and informational items.

Mr. Messer shared that the committee heard from Mr. Kevin O'Donnell of Nova Energy Consultants. He explained because of the Covid-19 pandemic, interest rates and credit spreads have reacted wildly and as a result, bonds issued at the present by Tennergy would not be assured to meet the minimum savings of \$0.33/MMBTU for the initial reset period and the minimum savings of \$0.23/MMBTU thereafter. To meet this minimum discount, Western Carolina University is advised to extend its authorizing resolution. The committee suggests the original resolution from September 18, 2019 be extended from June 30, 2020 to December 31, 2020 to allow sufficient time for the markets to stabilize. The Committee recommended to the full Board the approval of the Tennergy prepay transaction extension Resolution as presented in Tab E-2 and E-2a in the Trustee materials. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The Tennergy prepay transaction extension Resolution was unanimously approved by the board as presented.

Ms. Lisa Gaetano gave an update on the current year Audit Plan to the committee. Ms. Gaetano informed the committee that due to our rapidly changing work environment resulting from Covid-19, the university is requesting approval to adjust its audit plan accordingly by deferring beginning of new audit projects and adding advisory work as needed. The Committee recommended to the full Board the approval of the revised internal audit plan as presented in Tab E-3 in the Trustee materials. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The the revised internal audit plan was unanimously approved by the board as presented.

Mr. Mike Byers presented an update on the Coronavirus Aid, Relief, and Economic Security Act (CARES Act). The Act from Congress provided close to \$14 billion in direct support to higher education institutions to be spent on costs to students and to institutions associated with the coronavirus response.

WCU's allocation was \$8,893,407, half of which must be distributed to students in the form of emergency grants (Emergency Student Financial Aid). The other half (Higher Education Institutional Costs) is more flexible, allowing Institutions to reimburse themselves for student reimbursements for room, board, tuition and fees, or for other costs associated with the coronavirus response.

WCU has awarded over \$2.4 million to date to students in the form of emergency grants. These were made available to students through an application process. We will continue to award grants until the allocation of \$4.45 million has been expended. WCU utilized the Higher Education Institutional Costs (\$4.45 million) allocation to reimburse refunds for spring 2020 housing.

Mr. Shane Stovall informed the group that WCU applied for eligibility and was deemed eligible for FEMA reimbursement in early April as a result of the national COVID-19 crisis. WCU can ask for reimbursement of COVID-19 expenses dating back to January 20, 2020. Internal Audit, Fiscal Affairs, and Emergency Services have been training accountable officers and business officers across campus on cost documentation and eligibility of expenditures for FEMA reimbursement. To date, costs identified to submit for FEMA reimbursement are around \$500,000.

A Capital Improvements update was provided for information in the Trustee materials in the section labeled Tab E-4.

### **STAFF SENATE INFORMATION REPORT**

Chair Kinney thanked Ms. Joseph for her service as Staff Senate Chair during 2019-20. Chair Kinney recognized Ms. Joseph to give the Staff Senate Report. Ms. Joseph shared information on Employee Reward and Recognition, Professional Development, and Orientation and Onboarding. Ms. Joseph also shared information on the Staff Forum hosted by Senate on February 10<sup>th</sup>, Staff Senate Scholarship fundraising and award process, Community service engagement for employees, Human Resources update, and internal governance and improvement to Senate processes and documentation. (REPORT IS IN REPORT MATERIALS ON FILE).

### **FACULTY SENATE INFORMATION REPORT**

Chair Kinney thanked Dr. Gomez for his service as Faculty Senate Chair during 2019-20. Chair Kinney recognized Dr. Gomez to give the Faculty Senate Report. Dr. Gomez shared that Dr. Kadence (Kadie) Otto was the upcoming Chair beginning July 1<sup>st</sup>; Dr. Laura Wright was Chair Elect and Professor Jessica Zellers was appointed as the Secretary of the Faculty Senate. Dr. Gomez shared the challenges and successes of shifting residential courses online. Dr. Gomez noted that Faculty Senate completed a survey to assess the Faculty perspective on the online delivery transition. He noted that Dr. Starnes convened a taskforce in April to plan for Fall Semester. Dr. Gomez mentioned that Faculty Senate continued to do the business of shared governance. Dr. Gomez also shared that Faculty Senate passed three resolution. (REPORT IS IN REPORT MATERIALS ON FILE).

### **ALUMNI ASSOCIATION INFORMATION REPORT**

Chair Kinney recognized President Ed Holland to give the Alumni Association Report. President Holland shared the results for the WCU Alumni Association Board of Directors 2020 General Election. President Holland provided an update on the Alumni Association Board of Directors meeting and shared Alumni Association Opportunities by the Office of Alumni Engagement. President Holland shared information on the Zoom Socials for Alumni events. (REPORT IS IN REPORT MATERIALS ON FILE.)

### **CLOSED SESSION**

Chair Kinney asked for a motion to go into closed session. Mr. Roberts made a motion to go into closed session to consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial appointment, of a public officer or employee or prospective officer or employee; prevent the disclosure of privileged or confidential information, or information not considered a public record within the meaning of the NC Public Records Act; to protect the attorney-client privilege to discuss a legal issue; to consider and give instructions concerning the handling or settlement of a potential or actual claim, administrative procedure, judicial action, mediation or arbitration; and to consider and give instructions concerning existing lawsuits as noted on the closed session agenda provided before the regular board meeting. The motion was seconded by Mr. Messer. The motion was unanimously approved by the board.

Chair Kinney asked Chancellor Brown, Dr. Starnes, and Mr. Browning to remain for the first closed session item. Chair Kinney asked Chancellor Brown and Mr. Browning to remain for the second closed session item. Discussion followed on the Closed Session Agenda Items.

### **RESUMPTION OF OPEN SESSION**

Chair Kinney asked for a motion to return to open session. Mr. Roberts made the motion to return to open session. The motion was seconded by Ms. Boliek. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett– Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The board unanimously approved to return to Open Session.

### **APPOINTMENT AND TENURE CANDIDATES**

Chair Kinney recognized Mr. Lupoli for the Personnel Discussion of the Appointment and Tenure Candidates with the board as found in Tab C-5, Tab C-6, Tab C-7 and Tab C-8, and Tab C-9 of the Trustee’s Closed Session materials. The Academic Affairs and Personnel Committee moved to accept recommendations to the Board of Trustees for approval.

### **Adelaide Worth Daniels Distinguished Professorship**

The Academic Affairs and Personnel Committee moved to accept recommendation to the full board for approval of the appointment and tenure of the Adelaide Worth Daniels Distinguished Professorship in the College of Education and Allied Professions. Chair Kinney made a motion to approve the recommendation for the appointment and tenure for Adelaide Worth Daniels Distinguished Professorship in the College of Education and Allied Professions as discussed in Closed Session. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett– Aye

Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The motion for the appointment and tenure for Adelaide Worth Daniels Distinguished Professorship in the College of Education and Allied Professions was unanimously approved by the board.

### **Taft B. Botner Distinguished Professorship**

The Academic Affairs and Personnel Committee moved to accept recommendation to the full board for approval of the appointment and tenure of the Taft B. Botner Distinguished Professorship in the College of Education and Allied Professions. Chair Kinney made a motion to approve the recommendation for the appointment and tenure for Taft B. Botner Distinguished Professorship in the College of Education and Allied Professions as discussed in Closed Session. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett – Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The motion for the appointment and tenure for Taft B. Botner Distinguished Professorship in the College of Education and Allied Professions was unanimously approved by the board.

### **Phillips Distinguished Professor**

The Academic Affairs and Personnel Committee moved to accept recommendation to the full board for approval of the appointment of the Phillips Distinguished Professor of Musical Theater from the Belcher College of Fine and Performing Arts. Chair Kinney made a motion to approve the recommendation for the appointment of Phillips Distinguished Professor of Musical Theatre in the Belcher College of Fine and Performing Arts as discussed in Closed Session. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett– Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The motion for the appointment of Phillips Distinguished Professor of Musical Theatre in the Belcher College of Fine and Performing Arts was unanimously approved by the board.

### **Kneedler Distinguished Professorship**

The Academic Affairs and Personnel Committee moved to accept recommendation to the full board for approval of the appointment and tenure of the Kneedler Distinguished Professorship in the College of Business. Chair Kinney made a motion to approve the recommendation for the appointment and tenure for Kneedler Distinguished Professorship in the College of Business as discussed in Closed Session. The motion comes from committee and does not require a second. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye  
Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett– Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The motion for the appointment and tenure for Kneedler Distinguished Professorship in the College of Business was unanimously approved by the board.

### **ADJOURNMENT**

Chair Kinney asked for a motion and a second to adjourn. Mr. Lupoli made the motion to adjourn and Ms. Boliek seconded the motion. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Haden Boliek – Aye

Becky Brown – Aye  
Casey Cooper – Aye  
Joyce Dugan – Aye  
Kathy Greeley – Aye  
Tim Haskett– Aye  
Ken Hughes – Aye  
John R. Lupoli, Jr. – Aye  
Kenny D. Messer – Aye  
Bob Roberts – Aye  
Rebecca Schlosser – Aye  
Dawson Spencer – Aye

The motion to adjourn was unanimously approved by board. The meeting was adjourned at 4:10 p.m.