

REGULAR MEETING OF THE BOARD OF TRUSTEES OF WESTERN CAROLINA UNIVERSITY

John W. Bardo Fine & Performing Arts Center

March 5, 2021

The Board of Trustees of Western Carolina University met in regular session on March 5, 2021 in John W. Bardo Fine & Performing Arts Center. Chair Kinney called the meeting to order at 9:30 a.m.

ATTENDANCE

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

Absent from the Board: Mr. John Lupoli and Mr. Kenny Messer.

Present – Board of Governors Member, Phil Byers; Faculty and staff of Western Carolina University: Chancellor Kelli R. Brown; Dr. Richard Starnes, Provost; Mr. Ben Pendry, Staff Senate Chair; Dr. Kadence Otto, Faculty Senate Chair; Mr. Neal Andrews, Alumni Association President; Dr. Melissa Wargo, Chief of Staff; Mr. Mike Byers, Vice Chancellor for Administration and Finance; Mr. Shea Browning, General Counsel; Ms. Jamie Raynor, Interim Vice Chancellor for Advancement; Dr. Sam Miller, Vice Chancellor for Student Affairs; Mr. Craig Fowler, Chief Information Officer; Mr. Alex Gary, Athletics Director; Ms. Karen Woody, Budget Officer; Ms. Lisa Gaetano, Internal Auditor; Mr. Joel McKenzie, IT Security Professional; Dr. Billy Ogletree, Distinguished Professor, Communications, Sciences and Disorders; Dr. Sean Mulholland, Professor of Economics, Associate Director of the Center for the Study of Free Enterprise; and Ms. Jessica Woods, Assistant Secretary to the Board of Trustees.

WELCOME

Chair Kinney welcomed and recognized Governor Phil Byers (WCU's BOG liaison), representing the Board of Governors to the March 5th BOT meeting. Chair Kinney also welcomed the Faculty and Staff Senate Chairs, Alumni Association President, as well as staff and faculty attending the meeting, via Zoom and joining, via LiveStream.

ROLL CALL

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

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.” Mr. Tim Haskett recused himself from the vote for the Tenney Prepay Transaction Extension in the Finance and Audit Committee meeting.

Chair Kinney reminded the board that the meeting was a public meeting and is being recorded, via the Zoom platform, and is being livestreamed.

APPROVAL OF MINUTES

Chair Kinney asked for a motion to approve the minutes of the December 4, 2020 Regular Board meeting. Mrs. Schlosser made a motion to approve the minutes. Ms. Brown seconded the motion. The minutes were unanimously approved.

COMMENTS FROM CHANCELLOR KELLI R. BROWN

Chancellor Brown welcomed the Board of Trustees, Executive Council members, Faculty Senate and Staff Senate Chairs and Senators and thanked them for attending the Board of Trustees meeting.

Chancellor Brown welcomed the university faculty and staff, members of the news media, and others who were participating, via livestream. Chancellor Brown thanked the faculty and staff who worked so hard to resume classes for the spring semester, consistent with our Catamounts Care standards. She thanked everyone who worked and already volunteered to get the Regional Vaccination Clinic open, specifically the faculty, staff and students who stepped up to lend a hand. She thanked Cortnee Lingerfelt and Kellie Monteith for their tremendous leadership in the clinic's successful launch. Chancellor Brown provided an update on COVID-19 cases on campus. She noted that WCU will continue testing and monitoring throughout the spring. She announced that WCU will be offering free surveillance testing to all students, faculty and staff during various times. She shared her appreciation for the yeoman's effort by our University Health Services staff. Chancellor Brown shared that as WCU continues to fight this virus, we are making plans for our future and moving towards a return to a campus environment that looks and feels more normal.

Chancellor Brown provided an update from the Board of Governors meeting held on February 18. She noted that the Board of Governors announced WCU Professor Dr. Billy Ogletree as winner of the 2021 Governor James E. Holshouser, Jr. Award for Excellence in Public Service. She shared that the Board of Governors approved our request to increase the Student Health Services Fee by \$36. She noted that the Board also increased the Campus Security Fee at all UNC campuses by \$30 and we will begin charging this campus security fee in Fall 2021.

Chancellor Brown mentioned that the fifth annual I Love WCU Month 2021 was celebrated in the month of February and over 800 donors gave 886 gifts totaling right at \$380,000 to WCU Foundation funds across campus. She noted that the Shetland Society was launched for faculty and staff annual donors, and currently has 300 members. She shared that a gratitude breakfast was served through a drive through to 600 faculty and staff as well. Chancellor Brown mentioned that students, alumni, and friends celebrated I Love WCU month online with special messaging and impact stories on our faculty, staff, students, and alumni.

Chancellor Brown noted that WCU students now have access to financial assistance through the 2nd round of the Higher Education Emergency Relief Fund (HEERF II fund). She shared that Emergency grant funds will be available to eligible students experiencing emergency needs or financial hardships due to the pandemic. She noted that Western received almost \$2 million in HEERF II funds. She provided an update on the application process.

Chancellor Brown noted that the legislature is in full swing in Raleigh. The House and Senate are expected to begin the budget process later this spring. She noted that last month a consensus general fund revenue forecast was released that forecasted better than expected revenues for FY 21-22 and FY 22-23. Chancellor Brown reminded the Trustees of our legislative agenda items: recurring funding for NC Promise, enrollment growth, and operations and maintenance for the Apodaca Science building, as well as critically needed funding for faculty and staff salaries. Chancellor Brown shared some university accolades. She shared information on the work of our faculty and staff. Chancellor Brown recognized Dawson Spencer and thanked him for his service to the board, as the Student Government Association President.

COMMENTS FROM BOG MEMBER

Chancellor Brown and Chair Kinney welcomed and recognized BOG member, Phil Byers. Phil Byers thanked the board for the opportunity to attend the BOT meeting. Governor Byers shared his appreciation to Chancellor Brown and the Senior Leadership team. Governor Byers shared his appreciation for the WCU Regional Vaccine Clinic. He congratulated Dr. Billy Ogletree on receiving the 2020 Governor James E. Holshouser, Jr. Award for Excellence in Public Service. He shared information on NC Promise. He discussed the Legislative Policy Agenda and the top priorities. He extended thanks to Alex Gary for his work in Athletics.

COMMENTS FROM CHAIR BRYANT KINNEY

Chair Kinney thanked Chancellor Brown for her Chancellor's Report. Chair Kinney extended his thanks to the Chancellor's office staff, event's office team, Information Technology team, and University Communications and Marketing team for planning and preparing for the BOT meeting. Chair Kinney shared that he was proud of WCU as we continue to emerge from the COVID-19 Pandemic. Chair Kinney reminded the board of the University's state budget priorities that were approved at the December meeting: funding for NC Promise, funding for enrollment growth, funding for building reserves, salary increases for staff and faculty. Chair Kinney shared that he is participating in vendor presentations for a campaign feasibility study for Advancement with Chancellor Brown; Foundation Chair, Donna Winbon; and staff from Advancement and Athletics. He thanked Dawson Spencer, SGA President, for his service to the university; for his dedication to representing the student body of WCU; and for his service on the board.

REPORT OF ACADEMIC AFFAIRS AND PERSONNEL COMMITTEE

Chair Kinney recognized Ms. Boliek to give the report of the Academic Affairs and Personnel Committee. The Academic Affairs and Personnel Committee reviewed a few discussion and informational items.

Ms. Boliek shared that Dr. Starnes reviewed the Fall 2021 Instructional Plan. He shared that the plan is to return to face to face instruction in our residential programs. If required, WCU will make a conditions-based decision at the appropriate time, but the intent is for Fall 2021 to be as close to normal for our campus community as possible.

Ms. Boliek shared that Dr. Causby provided a brief overview of the Fiscal Year 2019-2020 UNC System Annual Human Resources Compliance report as an information item. The UNC BOG delegated to the WCU BOT, management flexibility for appointing and fixing compensation and personnel appointments for faculty and EHRA Non-Faculty. In turn, the WCU BOT has the authority to delegate this flexibility to the Chancellor. As part of the delegated authority agreement, WCU is required to submit an Annual Summary Human Resources Report regarding the UNC Management Flexibility Agreement to the UNC System Office.

Dr. Starnes shared information on faculty appointments, administrative appointments, and athletic appointments in TAB C-4.

The committee also considered an item 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 discussed three (3) action items and reviewed several discussion and informational items.

Mr. Roberts shared that Ms. Ivy Gibson presented the updated Patent Policy Language Section VI.A Revenue Sharing for approval. The proposed policy addresses patent rights for inventions that are created using university time, facilities, or resources and will replace the statement of policies and procedures that was adopted by the Board of Trustees in 1983. UNC System policy states that the exact proportion of income sharing shall be determined by the institution's policy as approved by the institution's Board of Trustees. The revised language, which allows the inventor to earn 50% of the revenue, aligns with our sister institutions and will provide additional incentive for University employees and students to pursue inventions and patents. The Administration, Governance and Trusteeship Committee recommended to the full board the approval of the revenue sharing portion of the policy found in Section VI.A. as presented in Tab D-2 of the Trustee materials. The motion comes from committee and does not require a second. The revenue sharing portion of the policy found in Section VI.A. was unanimously approved.

Mr. Roberts shared that Mr. Browning presented the resolution regarding the approval to transfer University radio station call sign WWCU from 90.5 FM to 95.3 FM. The Administration, Governance and Trusteeship Committee recommended to the full board the approval to transfer University radio station call sign WWCU from 90.5 FM to 95.3 FM as presented in Tab D-3 of the Trustee materials. The motion comes from committee and does not require a second. The transfer of University radio station call sign WWCU from 90.5 FM to 95.3 FM was unanimously approved.

Mr. Roberts shared that Mr. Eaves presented the annual Athletics Report. He shared that the UNC System Policy 1100.1.1[R] establishes the requirement for an annual report related to Intercollegiate Athletics be compiled, approved at the institutional level, and eventually presented to the UNC President and Board of Governors. The report gathers information related to three primary categories: Student Athlete Admissions, Student Athletic Academic Success, and financial activities. He noted that this year, the WCU report includes the last two academic years as the reporting requirement was waived for 2020 due to the pandemic. Unique to this year's report we have an opportunity to share how COVID-19 has had an effect on the student athletes and the Athletic Department. The Administration, Governance and Trusteeship Committee recommended to the full board the approval of the annual Athletics Report as presented in Tab D-4 of the Trustee materials. The motion comes from committee and does not require a second. The annual Athletics Report was unanimously approved.

Mr. Roberts noted that Dean Winter provided an update on the progress of the WCU Strategic Plan as presented in Tab D-5 of the Trustee materials. Dr. Winter explained in 2018 the original six strategic directions were expanded to seven and now include 1) Academic Excellence, 2) Student Experience, 3) Inclusive Excellence, 4) Regional & Community Engagement, 5) Employee Excellence, 6) Infrastructure Investment, and 7) Vision Advancement. A charge was given to the Committee from Chancellor Brown to clarify and expand/remove strategic directions, goals, and initiatives as needed. The Committee set a timeline from December 2020 – April 2021. Dean Winter noted that the next steps are to identify success and accomplishments and engage internal and external stakeholders for feedback. The Board of Trustees members will receive invitations to the virtual campus forums as well as receive a link to the external community stakeholders feedback form.

Mr. Roberts mentioned that Ms. Whitfield provided a list of Senate and House leadership members as well as the membership lists for the committees that impact WCU the most. The information is found under Tab D-6 of the Trustee materials. He noted that Western Carolina University Legislative policy agenda for the 2021 Session has four priorities including recurring funding for NC Promise, for Enrollment Growth, and for building reserves as well as the critical need for faculty and staff salary increases.

Mr. Roberts shared that Mr. Nazario-Colon provided the Diversity and Inclusion Annual Report in accordance with the UNC Policy Manual Sections 300.8.5 and 300.8.5[R], "Regulation on Diversity and Inclusion" which requires the constituent institutions of the UNC System to present to their Board of

Trustees an annual report on the institution's diversity and inclusion (D&I) operations and activities, as presented in Tab D-7 of the Trustee materials. Mr. Nazario-Colon reported on four areas as required by the policy: impact, positions, accounting, and signature events. Mr. Nazario-Colon acknowledged the Intercultural affairs department for all the work that they do with our students. Chancellor Brown recognized Mr. Nazario-Colon for his service on the UNC System Racial Equity Task Force.

Ms. Carpenter shared the Board of Trustees Meeting Schedule for 2021-2022, as presented in Tab D-8 of the Trustee materials, with the committee. Please note the important dates of the regular Trustee meetings as well as the date for commencement, which is scheduled for May 14-16, 2021.

Mrs. Raynor shared the FY21 Advancement Report, as presented in Tab D-9 of the Trustee materials. Mrs. Raynor answered questions from the committee.

REPORT OF FINANCE AND AUDIT COMMITTEE

Chair Kinney recognized Mr. Cooper to give the report of the Finance and Audit Committee. The Finance and Audit Committee discussed four (4) action items and reviewed a few discussion and informational items.

Mr. Cooper shared that the committee heard from Mr. David Ericht of the North Carolina State Auditor's Office. He reported on WCU's 2020 Financial Statements audit. No reportable findings or deficiencies were found. The Finance and Audit committee recommended to the full board the acceptance of the 2020 audited financial statements as presented in Tab E-2 of the Trustee materials. The motion comes from committee and does not require a second. The 2020 Audited Financial Statements were unanimously approved.

Mr. Cooper shared that the committee heard a report from Mr. David Steinbicker about the 2020 financial statements. Mr. Steinbicker noted that 2020 was a good year financially despite the pandemic, with a clean audit opinion from the state auditor and a strong financial position. Mr. Steinbicker highlighted the amount of federal funding the University received from the first stimulus legislation in the spring of 2020. He discussed the debt management for fiscal year 2020, and related increase in long-term debt. Because of the growth of capital projects in progress, the University's net position increased. The Finance and Audit committee recommended to the full board for approval of the Annual Review of Financial Statements as presented in Tab E-3 of the Trustee materials. The motion comes from committee and does not require a second. The Annual Review of Financial Statements was unanimously approved.

Mr. Cooper shared that the committee heard from Mr. Kevin O'Donnell of Nova Energy Consultants. Last year, the committee approved the resolution to extend the September 18, 2019 Tennergy Prepay transaction at the June 5, 2020 meeting. The current resolution is to further extend the authorization for the transaction. The Finance and Audit committee recommended to the full board for approval the Tennergy Prepay Transaction Extension Resolution as presented in Tab E-4a and 4b of the Trustee materials. The motion comes from committee and does not require a second. The Tennergy Prepay Transaction Extension Resolution was unanimously approved. Mr. Tim Haskett recused himself from the vote.

Mr. Cooper shared that Mr. Mike Byers gave an update to the committee on the University's budget process, management actions over the past year's uncertainty, and the fiscal outlook for the coming year. He reported that the State's revenues are projected to be significantly higher than last year over the next 2 years. He also provided a summary of federal funding that was allocated in 2020 to WCU and the expected funding to be allocated in 2021.

Mr. Cooper shared that an Internal Audit update was also provided within the board materials in Tab E-5, outlining current audits and related work. Mr. Cooper shared that a Capital Improvements Update was provided for information as presented in Tab E-6 of the Trustee materials.

STAFF SENATE INFORMATION REPORT

Chair Kinney recognized Mr. Pendry to give the Staff Senate Report. Mr. Pendry shared his appreciation for the opportunity to the Trustees for providing a report on quarterly activities of the WCU Staff Senate. Mr. Pendry thanked the Trustees for their ongoing support of WCU staff members. Mr. Pendry gave an update on the January Mid-Year Retreat; WCU Staff Senate Website; Virtual Forum, Training Survey & Forward Action; Employee Wellness; Scholarship Support; WCU Policy Take “No Shave” Challenge-Staff Scholarship Fundraiser; Professional Development; and Spring Culture in Conversation Series. (STAFF SENATE REPORT IS IN REPORT MATERIALS ON FILE).

FACULTY SENATE INFORMATION REPORT

Chair Kinney recognized Dr. Otto to give the Faculty Senate Report. Dr. Otto reported on Investments to faculty. She reviewed the overarching sentiments/themes of the faculty. (FACULTY SENATE REPORT IS IN REPORT MATERIALS ON FILE).

ALUMNI ASSOCIATION INFORMATION REPORT

Chair Kinney recognized President Neal Andrews to give the Alumni Association Report. President Andrews gave an update on WCU Alumni Association Board of Directors Activities and Initiatives: Alumni Board Nominations; Student Engagement; WCU Alumni Scholarship Fund; Alumni Board Participation Rate; and I Love WCU Month. President Andrews shared that the WCU Alumni Association Board of Directors will assist in participating and promoting the following engagement opportunities offered by the Office of Alumni Engagement; Spring Football Virtual Alumni Tailgate Contests; Alumni Club Scholarship Learning Session; and Virtual Decade Reminiscing Sessions. (ALUMNI ASSOCIATION REPORT IS IN REPORT MATERIALS ON FILE.)

STUDENT GOVERNMENT ASSOCIATION PRESIDENT INFORMATION REPORT

Chair Kinney recognized Mr. Dawson Spencer to give the SGA Report. Mr. Spencer shared information on the judicial, legislative, and executive branches. He shared the goals/next steps for the website, legislative database and safety walk. Mr. Spencer provided a COVID-19 update. Mr. Spencer shared UNCASG activities. He shared the SGA platform and SGA initiatives. (SGA 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 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: Prevent the disclosure of information considered exempt from public disclosure pursuant to § NCGS 132-6.1 (c); § NCGS 143-318.11 (a)(6); and § NCGS 143-318.11 (a)(3) as described on the March 05, 2021 Board of Trustees of Western Carolina University Closed Session Agenda. The motion was seconded by Ms. Boliek. The motion was unanimously approved by the board.

Chair Kinney asked Chancellor Brown, Mr. Browning, Mr. Fowler, My Byers, Mr. McKenzie, and Ms. Gaetano to remain for the first item of closed session item and Provost Starnes 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 Mr. Hughes. The board unanimously approved to return to Open Session.

APPROVE THE TENURE, PROMOTION, AND REAPPOINTMENT CANDIDATES

Chair Kinney asked for a motion to approve the Tenure, Promotion, and Reappointment Candidates as discussed in Closed Session. Ms. Boliek made the motion to approve the Tenure, Promotion, and Reappointment Candidates. The motion was seconded by Mrs. Brown. The board unanimously approved the Tenure, Promotion, and Reappointment Candidates.

ADJOURNMENT

Chair Kinney asked for a motion and a second to adjourn. Motion to adjourn from Mr. Roberts and a second from Ms. Boliek. The motion was unanimously approved by board.

The meeting was adjourned at 12:05 p.m.