

**THE UNIVERSITY OF NORTH CAROLINA AT PEMBROKE
BOARD OF TRUSTEES' RETREAT
MINUTES
Chancellor's Residence & Faculty Dining Room, University Center
Pembroke, NC
August 5 & 6, 2010 at 6:45 PM**

The meeting of The University of North Carolina at Pembroke's Board of Trustees was held at the Chancellor's Residence and Faculty Dining Room, James B. Chavis University Center. Chairwoman Freda Porter called the meeting to order at 6:50 PM.

ROLL CALL

Roll was called as follows:

Present:

Breeden Blackwell
Robin Cummings
Arlinda Locklear
Donna Lowry
Raymond Pennington
Freda Porter
Lorna Ricotta
Richard Taylor
Alan Thompson
Arjay Quizon

Absent:

Thomas Nance
Newy Scruggs
Paul Willoughby

Also attending on August 5, 2010, were: Chancellor Kyle R. Carter; Mrs. Sarah Carter; Joshua D. Malcolm, University Counsel and Assistant Secretary to the Board of Trustees; and Rhonda Sturgill, Chancellor's Office.

WELCOME/OPENING REMARKS

Chairwoman Porter provided a brief welcome and some opening remarks.

NO MEMBERS OF THE PRESS WERE PRESENT

ETHICS STATEMENT

Chairwoman Porter reminded Board members about their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflicts of interest. The Ethics Statement was read and no Trustee made known any conflict of interest or the appearance of conflict.

Upon motion made by Breeden Blackwell, seconded by Donna Lowry, and unanimously carried, the meeting was recessed until after dinner.

RESUMPTION OF MEETING

Chairwoman Porter reconvened the Board of Trustees' Retreat meeting at approximately 7:45 PM.

APPROVAL OF AGENDA

Chairwoman Porter requested approval of the proposed agenda for the Retreat meeting.

ACTION 2010-19

Upon motion by Raymond Pennington, seconded by Breeden Blackwell, and unanimously carried, the Board Retreat agenda was approved. **(Attachment 1)**

REMARKS

Chairwoman Porter welcomed everyone to the new leadership team and the launch of an exciting year with the new Chancellor. She remarked on Chancellor's Carter's overarching themes that include increasing faculty and student expectations, elevating academic standards, and focusing on student's success. She conveyed her pleasure of the new Retreat format and stated that in order for the Board to be useful in guiding this institution through some challenging times brought on by economic circumstance in our state and nation it is pertinent to review best practices for shaping university guidelines and to learn and grow in our roles. She introduced the Retreat's guest speaker, Dr. Terrence (Terry) MacTaggart, an expert on high functioning boards, and communicated that during the Retreat the Board would explore current challenges facing the University and discussed things that will help move the University forward to the next level of excellence and service.

Dr. Terrence (Terry) MacTaggart outlined his presentation on high functioning boards with the focus on how Trustees, working closely with the Chancellor, can make UNCP more effective. He suggested that the Trustees think about the following four points while the Chancellor gives his presentation: university vision, commit to a plan, to work with the Chancellor, the discipline of governance.

Chancellor Carter remarked that one of the institution's challenges is how to merge the University's heritage into a vision that moves it forward. He asked the Trustees to think about three things – focus on student success, work within the region to help the economy by creating opportunities for people, and becoming the institution of choice for this region and beyond. He encouraged the Trustees to work with him in establishing a clear vision, clear brand and a future campaign to raise funds for the University by the 125th Anniversary of the institution. He defined the term “new normal” and how it will characterize the University's future economic situation.

Upon motion by Breeden Blackwell, seconded by Raymond Pennington, and unanimously carried, the Trustees agreed to recess until 8:30 AM, Friday, August 6, 2010, in the Faculty Dining Room, James B. Chavis University Center.

RESUMPTION OF MEETING

Friday, August 6, 2010

Chairwoman Porter reconvened the Board of Trustees' Retreat meeting at 8:35 AM on Friday, August 6, 2010, at the Faculty Dining Room, James B. Chavis University. This meeting was a continuation of the August 5, 2010 meeting, which was properly noticed in accordance with state law. The meeting was called to order by Dr. Freda Porter, Chairwoman of the Board of Trustees.

Attending:

Breeden Blackwell
Robin Cummings
Arlinda Locklear
Donna Lowry
Thomas Nance
Raymond Pennington
Freda Porter
Lorna Ricotta
Richard Taylor
Arjay Quizon
Paul Willoughby

Absent:

Alan Thompson
Newy Scruggs

Also attending, were: Chancellor Kyle R. Carter; Vice Chancellor William Gash, Academic Affairs; Vice Chancellor Neil Hawk, Business Affairs; Vice Chancellor Diane Jones, Student Affairs; Vice Chancellor Jackie Clark, Enrollment Management; Vice Chancellor Glen Burnette, University & Community Relations; Vice Chancellor Sandy Waterkotte, Advancement; Larry Jacobs, Internal Auditor (arrived at 1:20 PM); Joshua D. Malcolm, University Counsel and Assistant Secretary to the Board of Trustees; Dan Kenney, Athletic Director; Robert Orr, Associate Vice Chancellor for Information Resources and Chief Information Officer; Rhonda Sturgill, Chancellor's Office; and Kindra Locklear, Chancellor's Office.

PLEDGE OF ALLEGIANCE

Arlinda Locklear led the group in the Pledge of Allegiance.

PRESENTATION

Dr. Terry MacTaggart's conversation with the Trustees centered on three main concepts. He explained that the first concept, how to build a fresh vision for UNCP, includes defining the University's genius, engaging the community, establishing the Board's leadership role, and defining the next steps in the process. He conveyed that the second concept, high functioning governance, incorporated aligning the Board's work with UNCP's strategies, making meetings matter, effective committees, and the importance of setting the agenda for Board discussions. Managing relationships was the final concept highlighted in Dr. MacTaggart's discussion with the Trustees, which covered Trustee relationships with campus constituents and the community at large and how to respect those relationships while ensuring fair

treatment for everyone. He also brought to the Trustees' attention possible problems with friends seeking favors, media requests, confidentiality, and conflicts of interest. The Trustees had an open discussion regarding these issues and how they have addressed them in the past. The discussion then turned to how future problems should be addressed by referring the issues to the Chancellor or others at the University for disposition. Dr. MacTaggart then asked the Trustees to review the AGB booklets (**Attachment 2**) at their leisure for more information on high functioning boards.

Chairwoman Porter recessed the meeting until after lunch.

RESUMPTION OF MEETING Friday, August 6, 2010 at 1:20 PM

Chairwoman Porter reconvened the Board of Trustees' Retreat meeting at 1:20 PM on Friday, August 6, 2010, at the Faculty Dining Room, James B. Chavis University.

APPROVAL OF MINUTES

Minutes were presented for the following meetings:

Regular Board Meeting Minutes, April 29, 2010
Special Called Meeting Minutes, May 28, 2010

ACTION 2010-20

Upon motion made by Breeden Blackwell, seconded by Arjay Quizon, and unanimously carried, the Board of Trustees approved the minutes for the April 29, 2010, Board Meeting and the May 28, 2010, Special Called meeting.

Nominations Committee Minutes, July 16, 2010

ACTION 2010-21

Upon motion made by Breeden Blackwell, seconded by Raymond Pennington, and unanimously carried, the Board of Trustees approved the minutes for the July 16, 2010, Nominations Committee meeting.

OLD BUSINESS

None.

NEW BUSINESS

Raymond Pennington reported that the Nominations Committee met and recommends the continuation of governance under Chairwoman Porter's, Vice-Chair Taylor's, and Secretary Thompson's leadership.

ACTION
2010-22

Upon motion made by Raymond Pennington, seconded by Donna Lowry, and unanimously carried, the Board approved the Nomination Committee's recommendation of Freda Porter, Chairwoman; Richard Taylor, Vice-Chair; and Thomas Nance, Secretary for the 2010-2011 term.

Chairwoman Porter asked the Board for approval of the 2010 Board of Trustees Meeting schedule. **(Attachment 3)**

ACTION
2010-23

Upon motion made by Richard Taylor, seconded by Breeden Blackwell, and unanimously carried, the Board approved the 2011 Board of Trustees' Meeting schedule. **(Attachment 3)**

Chairwoman Porter asked the Board for approval of the 2010-11 Board of Trustees' committee assignments.

ACTION
2010-24

Upon motion made by Lorna Ricotta, seconded by Donna Lowry, and unanimously carried, the Board approved the 2010-2011 Board of Trustees' committee assignments. **(Attachment 4)**

Larry Jacobs, Internal Auditor, referred the Trustees to the 2010-2011 Audit Plan for UNCP (Attachment 5) and reported that the financial and financial aid audit findings have been addressed. He stated that the reviews of those issues are incorporated into his audit plan and he would continue to evaluate the processes to ensure that the errors would not be repeated. He mentioned that the items listed in the high risk section of his plan are areas that need to be reviewed first not that there are current issues in those areas. He stated that he would strive to ensure UNCP is in compliances with all regulations.

Chairwoman Porter asked for the Board's approval of the 2010-2011 Audit Plan, as prepared and presented by the University's Internal Auditor.

ACTION
2010-25

Upon motion made by Thomas Nance, seconded by Donna Lowry, and unanimously carried, the Board approved the 2010-2011 Audit Plan. **(Attachment 5)**

Chairwoman Porter asked for the Board's approval for the resolution concerning Dr. Charles R. Jenkins who was the Chancellor on an interim basis from 2009-2010, to be presented at the University's Address on August 18, 2010.

**ACTION
2010-26**

Upon motion made by Richard Taylor, seconded by Raymond Pennington and unanimously carried, the Board approved the resolution for Dr. Charles Jenkins. **(Attachment 6)**

Chairwoman Porter asked for the Trustees to complete the Retreat Evaluation form found in the notebooks. **(Attachment 7)**

ANNOUNCEMENTS

Advancement sponsored event, SOS (Support Our Students) Beach Party will be held in the UC Annex Friday, August 6 from 7:00 PM – 11:30 PM.

The University Address will be given by the Chancellor on Wednesday, August 18, 2010, in GPAC at 10:10 AM.


The Board of Trustees' Executive Committee will meet Tuesday, September 14, 2010, in the Chancellor's Dining Room at noon.

The next full Board of Trustees' meeting will be September 23, 2010. Lunch will be served at the Chancellor's Residence at 11:45 AM and the meeting will commence at 1:00 PM in the Board Room, 423, in Lumbee Hall.

ADJOURNMENT

There being no further business to come before the Board, Chairwoman Porter proposed a privileged motion to adjourn and there were no objections. Chairwoman Porter thanked the Board for their participation.

Respectfully submitted,



Joshua D. Malcolm
Assistant Secretary

Rhonda Sturgill

Rhonda K. Sturgill
Recording Secretary

Attachments:

1. Agenda, August 5 & 6, 2010
2. AGB booklets
3. 2011 Board of Trustees' Meeting schedule
4. 2011 Board of Trustees committee assignments
5. 2010-2011 Internal Audit Plan
6. Resolution for Dr. Charles Jenkins
7. Retreat Evaluation Forms

**THE UNIVERSITY OF NORTH CAROLINA AT PEMBROKE
MEETING OF THE BOARD OF TRUSTEES
Chancellor's Residence
Faculty Dining Room, UC
Thursday, August 5 & 6, 2010 at 6:45 PM**

AGENDA

1. Call to Order
2. Roll Call
3. Introduction of Guests including Members of the Press
4. Ethics Announcement by the Chair

All Trustees are reminded of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflict of interest as required by the Act. Each member has received the agenda and related information for this Board of Trustees' meeting. If any Trustee 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.

5. Additions/Deletions to the Agenda
6. Remarks – Chairwoman Porter
7. Chancellor's Report
Presentation: Initial Assessment of Challenges and Opportunities
Presentation: Dr. MacTaggart –High Functioning Governance and Highly effective boards
(Tab 11)
8. Pledge of Allegiance
9. Request for Approval of Minutes:
 - a. Regular Board Meeting Minutes, April 29, 2010 **(Tab 3)**
 - b. Special Called Meeting Minutes, May 28, 2010 **(Tab 4)**
 - c. Nominations Committee Minutes, July 16, 2010 **(Tab 5)**
10. Old Business
11. New Business
 - a. Report from Board of Trustees' Nomination Committee
 - b. 2011 Trustee meeting schedule **(Tab 6)**
 - c. Committee Assignments **(Tab 7)**
 - d. Internal Auditor's Audit Plan 2010-2011 **(Tab 8)**
 - e. Resolution for Dr. Jenkins **(Tab 9)**
 - f. Retreat Evaluation **(Tab 10)**

12. Announcements

- a. Advancement sponsored event, SOS (Support Our Students) Beach Party will be held in the UC Annex Friday, August 6 from 7:00 PM – 11:30 PM.
- b. The University Address will be given by the Chancellor on Wednesday, August 18, 2010, in GPAC at 10:10 AM.
- c. The Board of Trustees' Executive Committee will meet Tuesday, September 14, 2010, in the Chancellor's Dining Room at noon.
- d. The next full Board of Trustees' meeting will be September 23, 2010. Lunch will be served at the Chancellor's Residence at 11:45 AM and the meeting will commence at 1:00 PM in the Board Room, 423, in Lumbee Hall.

13. Adjournment