

**THE UNIVERSITY OF NORTH CAROLINA AT PEMBROKE
BOARD OF TRUSTEES' RETREAT
MINUTES
Chancellor's Residence
Pembroke, NC
August 5, 2011 at 8:30 AM**

The meeting of The University of North Carolina at Pembroke's Board of Trustees was held on August 5, 2011, at the Chancellor's Residence. Trustees assembled at 8:30 AM. This meeting was publically noticed in accordance with state law, through the same means used for regular meetings.

ROLL CALL

Roll was called as follows:

Present:

Kellie Blue
Robin Cummings
Thomas Nance
Dwight Pearson
Newy Scruggs
Brian McCormick

Absent:

Raymond Pennington (death in immediate family)
Paul Willoughby
Donna Lowry
Lorna Ricotta

Also, attending were: Chancellor Kyle R. Carter; Mrs. Sarah Carter; Robert E. Caton, appointed Board of Trustees (pending approval of Board of Governors in September); Greg Carter, Chancellor's Office; and Janet Taylor, Chancellor's Office.

WELCOME/OPENING REMARKS

Mrs. Sarah Carter provided a brief welcome.

NO MEMBERS OF THE PRESS WERE PRESENT

CHAIR PRO TEM

Chancellor Carter reviewed the previous leadership structure and upcoming changes (chair, vice chair and Secretary all rotated off the Board on June 30, 2011). He explained these changes left no succession to the chair which had been the practice for the last several years.

**ACTION
2011-23**

Upon motion by Thomas Nance, seconded by Robin Cummings, and unanimously carried, the Board elected Newy Scruggs chair pro tem until such time new leadership is elected.

APPOINTMENT OF ASSISTANT SECRETARY

Chair pro tem Scruggs requested approval of the appointment of Janet Taylor as Assistant Secretary to the Board of Trustees for the August 5, 2011, meeting in the absence of Joshua D. Malcolm.

**ACTION
2011-24**

Upon motion made by Robin Cummings, seconded by Thomas Nance, and unanimously carried, the Board of Trustees approved Janet L. Taylor as Assistant Secretary to the Board of Trustees for the August 5, 2011, meeting in the absence of Joshua D. Malcolm.

PLEDGE OF ALLEGIANCE

Dan Kenney led the group in the Pledge of Allegiance.

ETHICS STATEMENT

Chair pro tem Scruggs 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.

OATH OF OFFICE

The oath of office was administered to Kellie Hunt Blue, Dwight Pearson and Brian McCormick.

APPROVAL OF ADDITIONS/DELETIONS TO THE AGENDA

Chair pro tem Scruggs requested any addition/deletions to the agenda. An additional item 12.d BOT Format and Schedule was requested to be added to the agenda.

**ACTION
2011-25**

Upon motion by Thomas Nance, seconded by Robin Cummings, and unanimously carried, the Board Retreat agenda was approved with the addition of item 12.9 BOT Format and Schedule. **(Attachment 1)**

APPROVAL OF SLATE OF OFFICERS 2011-2012 AND OFFICER TRANSITION

Janet L. Taylor reported the absence of Raymond Pennington, on behalf of the Nominating Committee composed of Raymond Pennington, Robin Cummings, and Donna Lowry. Ms. Taylor submitted a proposed slate of officers for 2011-2012 to the Board for consideration. Nominations included Robin Cummings as Chairman, Raymond Pennington as Vice Chairman, and Dwight Pearson as Secretary.

ACTION 2011-26

Upon motion made by Newy Scruggs, seconded by Brian McCormick, and unanimously carried, the Board of Trustees approved the proposed slate of 2011-2012 officers as listed: Robin Cummings, Chairman; Raymond Pennington, Vice-Chairman; and Dwight Pearson, Secretary.

The new officers accepted their positions. Chair pro tem Scruggs congratulated Chairman Cummings and the transition took place.

APPROVAL OF MINUTES

Minutes were presented for the following meetings:

Regular Board Meeting Minutes, April 28, 2011 (**Attachment 3**)
Special Called Meeting Minutes, June 8, 2011 (**Attachment 4**)

ACTION 2011-27

Upon motion made by Thomas Nance, seconded by Newy Scruggs, and unanimously carried, the Board of Trustees approved the minutes for the April 28, 2011, Board Meeting and the June 8, 2011, Special Called Meeting.

Nominations Committee Minutes, July 20, 2011(**Attachment 5**)

ACTION 2011-28

Upon motion made by Thomas Nance, seconded by Kellie Blue, and unanimously carried, the Board of Trustees approved the minutes for the July 20, 2011, Nominations Committee meeting.

OLD BUSINESS

Chairman Cummings asked about the purchase of land. Vice Chancellor Hawk reported that 19.5 acres of land on Odum Road had been approved by Council of State. There were other property options which consist of land behind the Physical Plant that is scheduled to be reviewed by the Council of State.

NEW BUSINESS

Larry Jacobs, Internal Auditor, referred the Trustees to the 2011-2012 Audit Plan for UNCP (Attachment 5). He mentioned that members of management can request review of issues or concerns on audit related issues at anytime. Also, he stated that he would strive to ensure UNCP is in compliance with all regulations.

Chairman Cummings asked for the Board's approval of the 2011-2012 Audit Plan, as prepared and presented by the University's Internal Auditor, Larry Jacobs.

ACTION 2011-29

Upon motion made by Thomas Nance, seconded by Newy Scruggs, and unanimously carried, the Board approved the 2011-2012 Audit Plan. (**Attachment 6**)

BOT FORMAT AND SCHEDULE

Chairman Cummings reviewed with Trustees each of the four proposed changes to the Board of Trustees format and schedule.

Chairman Cummings stated the Executive Committee will no longer meet in special session two weeks prior to the regular board meeting to approve the agenda. The agenda will be developed through one of the following alternatives: (1) the Chancellor will develop the agenda in consultation with the Board Chair; or (2) the Chancellor will develop the agenda in consultation with the Board Chair who will seek approval of the agenda by the Executive Committee via email. Board members may request items to be placed on the agenda per the process outlined in the bylaws.

Following discussion, Chairman Cummings asked for the pleasure of the Board.

ACTION 2011-30

Upon motion made by Dwight Pearson, seconded by Newy Scruggs, and unanimously carried, the Board approved that the Chancellor will develop the agenda in consultation with the Board Chair.

Chairman Cummings led a discussion regarding a change to the meeting calendar. The proposal was:

Regular Meeting (3rd Thursday)

September

November (previously in December)

February

April

Retreat

June – 1st week (previously in August)

The proposed meeting schedule would mirror the academic calendar. Upon the conclusion of the discussion, Chairman Cummings asked for the pleasure of the Board.

ACTION

2011-31

Upon motion made by Newy Scruggs, seconded by Dwight Pearson, and unanimously carried, the Board approved the proposed changes to the meeting schedule with regular meetings being held on the 3rd Thursday of September, November, February, and April and the Trustees' retreat taking place the first week of June.

Chairman Cummings and Chancellor Carter discussed the proposed committee structure and the responsibilities of each committee.

The Board of Trustees will adopt a committee structure to conduct its business; thereby improving efficiency and effectiveness. Chancellor Carter explained that this is similar to the committee structure used by the Board of Governors. Committees will be responsible for reviewing issues and proposals on behalf of the entire board. During regular board meetings, the chair of each committee will report its deliberations and, when appropriate, make recommendations for the full board's action. The Chair of the Board will appoint no fewer than 4 members and no more than 6 to each committee. All members are free to attend any committee meeting when not in another meeting.

Committees:

- **Audit and Ethics Committee** - Internal and external audits.
[Staffed by Internal Auditor, Legal Counsel]
- **Educational Planning and Personnel Committee** - Educational programs and policy, strategic planning, personnel policy, Information Technology program support.
[Staffed by Provost and Vice Chancellor for Academic Affairs, Human Resource Director]
- **Finance and Administration Committee** - Institutional budget, auxiliaries, capital projects and renovation, master planning, facilities management, Information Technology infrastructure.
[Staffed by Chief Financial Officer]
- **Public Affairs and Advancement Committee** - Legislative issues, marketing and communications, special events, fundraising.
[Staffed by Vice Chancellor for Advancement; assisted by Director of University Communications and Marketing]
- **Student Life and Athletics Committee** - Co-curricular programs, residential living, athletics.
[Staffed by Vice Chancellor for Student Affairs; assisted by Director of Athletics]

Chairman Cummings observing no more discussion, asked for the pleasure of the Board.

**ACTION
2011-32**

Upon motion made by Brian McCormick, seconded by Kellie Blue, and unanimously carried, the Board approved the proposed committee structure consisting of the following committees: (1) Audit and Ethics Committee; (2) Educational Planning and Personnel Committee; (3) Finance and Administration Committee (4) Public Affairs and Advancement Committee, and (5) Student Life and Athletics Committee.

Chairman Cummings advised the Trustees' that the meeting format would need to be modified in order to accommodate the committee structure. Option 1: One-Day Meeting Format - committee meetings in the morning followed by the full Board meeting in the afternoons. Option 2: Two-Day Meeting Format – committee meetings held on Thursday afternoons prior to the regularly scheduled meeting on Friday morning. Two committees Educational Planning and Personnel Committee and the Finance and Administration Committee would meet at 3:00 PM followed by the Public Affairs and Advancement Committee and the Student Life and Athletics Committee would meet at 4:30 PM. There would be a social and dinner on Thursday evening. Trustees wishing to remain overnight on Thursday will be provided accommodations at the local hotel. Chair Cummings disclosed to the Trustees he had an investment in the local hotel and stated he would abstain from voting. The Friday meeting would begin with breakfast and include a program on a topic of current interest to the Trustees, followed by the full Board meeting. There was discussion among Trustees that this option would allow Trustees to work a half day or more on Thursday and return to work on Friday for at least a half day.

Chairman Cummings, ask for the pleasure of the Board.

**ACTION
2011-33**

Upon motion made by Brian McCormick, seconded by Dwight Pearson, and unanimously carried with Robin Cummings abstaining, the Board approved to accept the proposed Two-Day meeting schedule with the Educational Planning and Personnel Committee and Student Life and Athletics Committee meeting at 3:00 PM and the Finance and Administration Committee and the Public Affairs and Advancement Committee meeting at 4:30 PM on Thursday afternoon. The Audit and Ethics Committee would meet on Friday morning at 7:30 AM prior to the Board Meeting.

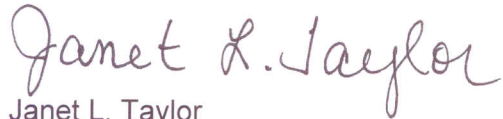
Chairman Cummings reviewed with Trustees the UNCP Events schedule. Also, Chairman Cummings addressed the Trustees concerning attendance at Board meetings. He stated everyone needed to make a commitment to attend all meetings and to be on time.

ADJOURNMENT

There being no further business to come before the Board, Chairman Cummings proposed a privileged motion to adjourn and there were no objections at 10:00 AM. Chairman Cummings

thanked the Board for their participation. Trustees took a five (5) minute break. Immediately following the break the remaining Trustees participated in a retreat.

Respectfully submitted,



Janet L. Taylor
Assistant Secretary



Greg Carter
Recording Secretary

Attachments:

1. Agenda, August 5, 2011
2. Retreat Schedule, August 5, 2011
3. Regular Board Meeting Minutes, April 28, 2011
4. Special Call Meeting Minutes, June 8, 2011
5. Nominations Committee Minutes, July 20, 2011
6. Internal Auditor's Audit Plan 2011-2012
7. BOT Meeting Format and Schedule
8. The University – Fall 2010 Quick Facts
9. Budget Reductions
10. Advancement Transition Plan
11. Strategic Planning and BOT Role
12. Retention and Graduation Rates
13. American Indian Recruitment
14. Marketing and Licensing
15. Retreat Evaluation Forms
16. BOT Retreat Summary, August 5, 2011