

**WINSTON-SALEM STATE UNIVERSITY  
MINUTES OF THE BOARD OF TRUSTEES MEETING  
FRIDAY, SEPTEMBER 21, 2018  
DRAFT PENDING BOARD APPROVAL**

**CALL TO ORDER**

Dr. Harris called the meeting to order at 9:01am. He encouraged us to count our blessings and to keep our friends and neighbors of the 17 UNC schools in our prayers due to the damage and devastation from Hurricane Florence. Dr. Harris welcomed the new Board member and the new staff members.

**OATH OF OFFICE**

Mrs. Kluttz-Leach administered the oath of office to Mr. Robert Barr, new trustee.

**CONFLICT OF INTEREST STATEMENT**

Chairman Harris read the following statement:

“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 conflict 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.”

There were no conflicts.

**ROLL CALL**

Mrs. Kluttz-Leach conducted roll call. All members were present. A copy of the attendance roster is attached to the minutes.

**ADOPTION OF THE AGENDA**

Trustee Henderson moved to adopt the agenda. Trustee Barr seconded the motion. The motion passed.

**Motion:** Resolved, that the Winston-Salem State University Board of Trustees adopt the current agenda as distributed.

**ONBOARD PASSAGEWAYS**

Mrs. Kluttz-Leach introduced board members to Onboard Passageways, the new board platform, which will house all board meeting materials. She provided basic instructions on how to access information, ensured that all members were logged into the portal, and able to access the materials. Trustees asked to contact Mrs. Kluttz-Leach if they had any problems.

**APPROVAL OF THE MINUTES**

Trustee Henderson moved to approve the June 8, 2018 minutes. Trustee Clark seconded the motion. The motion passed.

**Motion:** Resolved, that the Winston-Salem State University Board of Trustees approve the minutes of June 8, 2018.

**CONSENT AGENDA**

Trustee Clark moved to approve the items listed on the consent agenda. Trustee Henderson seconded the motion. The motion passed.

**Motion:** Resolved, that the Winston-Salem State University Board of Trustees approve all items listed on the consent agenda as listed.

**REPORT OF CHANCELLOR ROBINSON**

Chancellor Robinson presented the 2017-2018 annual report, which included highlights of the academic year. A copy of the presentation can be found in the archived September board materials.

**REPORT OF BOARD CHAIR**

Dr. Harris presented the Board accomplishments as aligned with the university strategic plan. He encouraged board members to give and continue to support the university.

**REPORTS OF THE COMMITTEES**

- (A) The Academic Affairs Committee report for September 20, 2018 was given by Trustee Henderson. She noticed a change of the faculty and the shift in attitudes and engagement. More faculty are attending meetings and engaged in undergraduate student research. New board member and new staff were introduced to the Committee. Insights and experiences of the new provost will greatly benefit our students. The Committee approved the new organization restructure to merge Academic Affairs and Student Affairs. The full report can be found in the archived September board materials.
  
- (B) The Finance and Administration Committee report for September 20, 2018 was given by Trustee Shortt. Mr. Shortt highlighted the new staff that was introduced to the Committee. He noted the opening of Covington Hall and the construction of the new Sciences building that should be completed in Fall 2019. Master Plan being finalized and a read-only copy will be posted publicly in the coming weeks. Some informal projects were completed and more is being done to repurpose Lowery Street projects. Total budget will be \$88 million and we spent about \$1million less than last year. Our receipts end totaled 100% of the budget indicated that the university had collected all outstanding receipts. The committee is very positive and encouraged by the direction of Finance and Administration and the work that

- the staff is doing to keep up financially sound. The full report can be found in the archived September board materials
- (C) The Endowment Committee report for September 20, 2018 was given by Chairman Harris. Dr. Harris noted that the market has improved and that the 4th Q return was +2.1%. Total amount spent from the Endowment was \$279,451. The fund manager has done a good job to diversify strategies and protect the fund. The full report can be found in the archived September board materials.
- (D) The Internal Audit Committee report September 20, 2018 for was given by Trustee Clark. Mr. Clark noted that the committee had a full house. The committee revised the Enterprise Risk Management Charter and noted that the process is moving, interview assessments have been completed, and more information will be forthcoming. He noted staff changes in university compliance areas. Audit has been busy with the audit activities and reports. There were 22 findings with 39 recommendations. Closed session information for Internal Audit will be reported in closed session. The full report can be found in the archived September board materials.
- (E) The Student Affairs Committee report for September 20, 2018 was given by Trustee Bigelow. Mrs. Bigelow thanked Mr. Banks and complimented his attention and commitment to the role. The committee heard about the proposed reorganization to merge Academic Affairs and Student Affairs. Mrs. Bigelow highlighted the achievements around student internships. Mr. Gibson gave his Student Government Association report. He provided an update on activities of the Student Government Association. SGA created its own strategic plan to improve the legislative processes, and diversity and inclusion efforts. The full report can be found in the September archived board materials.
- (F) The University Advancement Committee report for September 20, 2018 was given by Trustee Nostitz. Mrs. Nostitz indicated that this is the most robust meeting that she has attended since she has been on the board. She is encouraged by the leadership of Dr. Afolayan and the cohesiveness of the operations. She was pleased by the unity of the extended group and looks forward to what this year will bring. Giving is slightly up and there are some initiatives to hire new staff. She emphasized that the Board give at 100%, contact donors that you introduced who have given and ask them to give again, and to bring in new donors to generate more momentum. Ms. Kelly asked if the board gave 100% last year and insisted that the board gives at 100%. Mrs. Henderson spoke up to emphasize and bolster Ms. Kelly's comment about 100% Board giving. The full report can be found in the archived September board materials.
- (G) Nominating Committee: The nominating committee presented a slate and submits the following for Nominations:

Chair: Dr. William Harris  
Vice Chair: Sue Henderson  
Secretary: Scott Wierman  
Assistant Secretary: Camille Kluttz-Leach

Trustee Shortt moved that to set aside the elections procedures and vote by acclimation. Trustee Clark seconded the motion.

**Motion:** Resolved, that the Winston-Salem State University Board of Trustees approve the slate of officers are presented. The motion passed.

Trustee Sides moved that the board adopt all committee reports, as presented. Trustee Clark seconded the motion. The motion passed.

**Motion:** Resolved, that the Winston-Salem State University Board of Trustees adopt the Committee Reports for September 20, 2018.

### **EXECUTIVE SESSION**

Trustee Wierman moved to go into executive session. Trustee Bigelow seconded the motion. The motion passed.

**Motion:** Resolved, that the Winston-Salem State University Board of Trustees go into executive closed session to: (1) prevent the disclosure of privileged information under N.C.G.S. 143-318.11(a)(1), specifically state employee personnel records, under The Privacy of State Employee Personnel Records Act, Article 7 of chapter 126 of the North Carolina General Statutes; (2) consult with our attorney under N.C. Gen. Stat. 143-218.11(a)(3)(2) to protect the attorney-client privilege, to consider and give instructions concerning potential and actual claims, administrative procedures, or judicial actions, privilege and to consider and give instructions concerning potential and actual claims, administrative procedures, or judicial actions; and (3) hear or investigate a complaint, charge, or grievance by or against a public officer or employee under N.C.G.S. 143-318.11(a)(6).

**The meeting moved into closed session.  
(The complete minutes of the closed session are recorded separately)**

*The meeting resumed in open session*

### **PUBLIC STATEMENT REGARDING ACTIONS TAKEN IN EXECUTIVE SESSION**

Chairman Harris reported that while in executive session, the board:

- 1) Approved the June 8, 2018 Closed Session Minutes (Bigelow/Clark)

- 2) Heard the litigation report and closed session matters that were presented in Internal Audit Committee meeting;
- 3) Approved the July 30, 2018 Closed Session Minutes of the Grievance Committee, and
- 4) Heard the Grievance Committee report and voted to approve the minutes and recommendation of the committee to uphold the Chancellor's decision.

Trustee Sides moved that the board adopt the actions taken in executive session. Trustee Shortt seconded the motion. The motion passed.

Motion: Resolved, that the while in Executive Session the board received a report on pending legal matters and grievances by employees, heard the report and decision of the Grievance Committee to uphold the Chancellor's decision, and approved closed session minutes for June 8, 2018, and July 30, 2018.

**FORMER BUSINESS:**

Chancellor Robinson and Chair Harris presented a resolution to Dr. Berry in support of her commitment and leadership and service to WSSU.

**NEW BUSINESS**

No new business was presented

**NEXT MEETING DATE**

The next meeting date is December 14, 2018.

**PUBLIC COMMENT SESSION**

Mrs. Kluttz-Leach advised the board that no one has signed up for public comment session.

**ADJOURNMENT**

Trustee Nostitz moved that the meeting adjourn. Trustee Farmer seconded the motion. The motion passed.

Respectfully submitted,

Scott Wierman  
Secretary

**Winston-Salem State University  
Board of Trustee Meeting  
September 21, 2018**

**9:00 a.m.**

**Roll Call**

Name:	Present	Not Present
	✓	
<b>1. Harris, William</b>	✓	
<b>2. Barr, Robert</b>	✓	
<b>3. Bigelow, Coretta</b>	✓	
<b>4. Clark, Robert</b>	✓	
<b>5. Farmer, Kelvin</b>	✓ phone	
<b>6. Gibson, William</b>	✓	
<b>7. Henderson, Sue</b>	✓	
<b>8. Kelly, Kathleen</b>	✓ phone	
<b>9. Nostitz, Drewry</b>	✓	
<b>10. Shortt, Mike</b>	✓	
<b>11. Sides, Ricky</b>	✓	
<b>12. Smith, David</b>	✓ phone	
<b>13. Wierman, Scott</b>	✓	

Quorum Established

Voting strength is 13

Majority is 7

2/3rds is 9