

MINUTES
MEETING OF THE BOARD OF TRUSTEES
APPALACHIAN STATE UNIVERSITY

Friday, December 4, 2015
Parkway Ballroom
Plemmons Student Union

CALL TO ORDER: The Board of Trustees of Appalachian State University met at the call of the Vice Chair and the Chancellor on Friday, December 4, 2015, at 8:30 a.m. in the Parkway Ballroom of the Plemmons Student Union on the campus of Appalachian State University in Boone, North Carolina. Dr. Alice G. Roess, Vice Chair, presided and called the meeting to order.

MEMBERS PRESENT:

George M. Baldwin
James M. Barnes
M. Lee Barnes, Jr.
Donald C. Beaver
John M. Blackburn
Susan M. Branch
Robert C. Hatley
Charles V. Murray
Carson D. Rich
Alice G. Roess
D. Kenan Smith

MEMBERS ABSENT:

Bradley T. Adcock
Carole P. Wilson

CONSTITUENCY REPRESENTATIVES
PRESENT (ex-officio):

Stephanie L. Billings, President
Alumni Council
Paul H. Gates, Chair
Faculty Senate
Amy A. Sanders, Chair
Staff Senate

MEDIA PRESENT:

Anna Oakes, *Watauga Democrat*

CONFLICT OF INTEREST NOTICE: Vice Chair Roess read the following:

Under the State Government Ethics Act, all voting members of the Board of Trustees have a duty to avoid conflicts of interest and appearances of conflicts. Looking at the agenda for today's meeting, does anyone know that you have a conflict of interest or an interest that would give rise to the appearance of a conflict of interest? If so, please let me know now. [None reported.]

In addition, the State Government Ethics Act also requires the Chair of the Board to bring to the Board's attention any actual or potential conflict cited by the Ethics Commission in its written evaluation of each member's Statement of Economic Interest. Therefore I need to make you aware that Chair Adcock received copies of letters from the Commission regarding the evaluation of Mrs. Carole Wilson and Mr. Charles Murray. The Commission found potential for conflicts related to each individual's ownership interests in certain companies.

The Commission noted that those potential conflicts would not prevent their service on this Board. If the Board were asked to act on a transaction involving one of those companies, Mrs. Wilson and Mr. Murray should recuse themselves from discussing or voting on the transaction, and submit a written statement of reasons for abstention from the vote. In accordance with requirements of the statute, a copy of the Ethics Commission letters about the potential conflicts is being recorded in the minutes of this meeting (see Attachment 1).

RECOGNITION OF VISITORS: Vice Chair Roess welcomed Ms. Anna Oakes of the *Watauga Democrat*.

APPROVAL OF ABSENCES: Vice Chair Roess stated that Trustees Adcock and Wilson were both absent due to personal reasons. Upon motion duly made, seconded and approved, the absences for both were approved as presented.

APPROVAL OF MINUTES: The minutes of the September 25, 2015 meeting and the October 9, 2015 conference call meeting had been delivered to all members via email. There being no corrections, upon motion duly made and seconded, the minutes of both meetings were approved as presented.

REMARKS FROM CHANCELLOR EVERTS: (see Attachment 2).

SPECIAL PRESENTATION - CONNECT NC BOND: Chancellor Everts recognized Mr. Johnny Burleson, Senior Associate Vice Chancellor for University Advancement, who provided a special presentation related to the Connect NC Bond Campaign.

REPORT FROM ACADEMIC AFFAIRS COMMITTEE: Vice Chair Roess recognized Mr. John Blackburn, Chair of the Academic Affairs Committee, for this report.

Chancellor's Student Advisory Board for Diversity Recruitment

Mr. Blackburn stated that five representatives from the Chancellor's Student Advisory Board for Diversity Recruitment met with the Committee and discussed some of their successes during the past year and goals for the future. The mission of this group is to share experiences and strategies to actively recruit students from historically underrepresented populations in order to

effectively recruit and enroll a more nationally representative student body.

Institutional Effectiveness Cycle Overview

Mr. Blackburn stated that Dr. Pete Wachs and Ms. Tina Hogan of the Office of Institutional Research, Assessment and Planning discussed the components of the Institutional Effectiveness model and reported on the role and scope of the Institutional Effectiveness Cycle at Appalachian.

Update on the Research Institute for Environment, Energy and Economics (RIEEE)

Mr. Blackburn stated that Dr. Alan Utter, Vice Provost for Research, reported to the Committee that Appalachian has completed a review of RIEEE in response to the February 26, 2015 request made by the UNC Board of Governors Committee on Educational Planning, Policies and Programs. Following the review, it was recommended that RIEEE should continue to operate as an Institute with an increased focus on building collaborative multi-disciplinary research through its three centers: the Appalachian Energy Center, the Center for Economic Research and Policy Analysis and the Southern Appalachian Environmental Research and Education Center.

Strategic Planning Update

Mr. Blackburn recognized Provost Darrell Kruger for this report. Provost Kruger reported that meetings have been held with the Strategic Planning Advisory Council (SPAC) throughout the semester to review the strategic plan and to evaluate the plan as it relates to the Chancellor's priorities. SPAC will now work with the University Planning and Priorities Council (UPPC) to prioritize elements of the strategic plan. Campus-wide budget presentations have been scheduled for Friday, April 22, 2016.

Dean Search Update

Mr. Blackburn recognized Provost Darrell Kruger for this report. Provost Kruger reported that Appalachian has contracted with the executive search firm of Greenwood/Asher & Associates to assist with filling the positions of Dean of the College of Education, Dean of the Walker College of Business, and Dean of the College of Fine & Applied Arts. Based upon the current search timeline, it is anticipated that on-campus interviews with finalists will occur the first week of April, with an anticipated start date of July 1, 2016 for all three Dean appointments.

Mr. Blackburn indicated this concluded the report from the Academic Affairs Committee (see Appendix A).

REPORT FROM BUSINESS AFFAIRS COMMITTEE: Vice Chair Roess recognized Mr. Donald C. Beaver, Chair of the Business Affairs Committee, for this report. Mr. Beaver presented the following:

Resolution to Refund Bonds

Upon motion duly made and seconded, the Resolution to Refund Bonds in an amount not to exceed \$37,000,000 was unanimously approved as presented (see Attachment 3).

Mr. Beaver indicated this concluded the report from the Business Affairs Committee (see Appendix B).

REPORT FROM STUDENT DEVELOPMENT COMMITTEE: Vice Chair Roess recognized Trustee Susan Branch, Acting Chair of the Student Development Committee, for this report.

Providing Exceptional Career Services

Ms. Branch stated that Dr. Susan McCracken, Director of Career Development and Economic Engagement, provided the Committee with a report on the role of career development in higher education, and specifically, at Appalachian.

Student Body President Campus Update

Ms. Branch stated that Mr. Carson Rich, Student Body President, presented the Committee with an update concerning the work of the Student Government Association.

Ms. Branch indicated this concluded the report from the Student Development Committee (see Appendix C).

REPORT FROM AUDIT COMMITTEE: Vice Chair Roess recognized Mr. Charles V. Murray, Chair of the Audit Committee, for this report:

Presentation of the 2015 Financial Statement Audit Report

Mr. Murray stated that Mr. David Ehricht, from the North Carolina Office of State Auditor, was present to discuss the 2015 Financial Statement Audit that had been completed. He further stated there were no findings to report.

Summary of 2015-16 Audit Plan—Recent Internal Audits and Reviews

Mr. Murray stated that Ms. Eloise Covalt, Chief Audit Officer, updated the Committee on the status of the 2015-16 Audit Plan, and discussed the following internal audits for this quarter:

- Appalachian Real Estate Holdings, Inc. and New River Light and Power Company - no findings.
- Athletic Ticketing and Concession Internal Controls. Recommendations were made regarding inventory reconciliations, verification and securing of change funds and receipts, and segregation of duties.
- Commercial Photography Program - Review of Equipment Loaned and Donated.

Recommendations were made to follow ASU policy in future contracts and insure equipment without delay.

- Campus-wide Reviews: Quarterly reviews were conducted in the areas of travel disbursements, fixed assets, Foundation expenditures, P-Card transactions and fund reconciliations. No significant findings to report.
- Three additional audits were also completed by external auditors this past quarter: Appalachian Student Housing Corporation and Appalachian State University Foundation, Inc., with unqualified opinions on both. One program review: NC State Education Assistance Authority, with no findings.

Other

Mr. Murray stated that Ms. Covalt provided the Committee with a presentation on the consulting and advisory roles the Office of Internal Audits performs for the various operating units of the University.

Mr. Murray indicated this concluded the report from the Audit Committee (see Appendix E).

REPORT FROM ATHLETICS COMMITTEE: Vice Chair Roess recognized Mr. James M. Barnes, Chair of the Athletics Committee, for this report:

Comments from Head Coaches and Student-Athletes

Mr. Barnes stated that the Committee heard reports from Mr. Matt Ginipro, Head Women's Volleyball Coach, and Mr. John Weaver, Director of Track & Field and Cross Country, along with student-athletes from each program.

Student-Athlete Leadership & Development

Mr. Barnes stated that Mr. DeAndre Presley, Director of Student-Athlete Leadership and Development, provided the Committee with an overview of several key programs being developed in the student-athlete leadership and development area.

Comments from Director of Athletics

Mr. Barnes stated that Mr. Doug Gillin, Director of Athletics, provided the Committee with an overall athletics department update, including fall sports performance and major facility initiatives.

Mr. Barnes indicated that this concluded the report from the Athletics Committee (see Appendix F).

REVISION OF BYLAWS OF THE BOARD OF TRUSTEES: Vice Chair Roess reminded the members that the proposed revisions were included in the meeting materials they received earlier.

Upon motion duly made and seconded, the revisions to the *Bylaws* were unanimously approved as presented (see Attachment 4).

ELECTION OF MEMBERS TO THE ENDOWMENT FUND BOARD: Vice Chair Roess stated there were two vacancies on the Endowment Fund Board. Vice Chair Roess called for a motion to elect Mr. Robert Hatley for a three-year term, effective immediately, and to re-elect Dr. Randy Edwards for a second, three-year term, effective immediately.

Upon motion duly made, seconded and approved, Mr. Hatley and Dr. Edwards were elected.

COMMENTS FROM THE VICE CHAIR:

Vice Chair Roess made the following comments/announcements/reminders:

- Faculty Club to be held that afternoon at 3 p.m. in the Whitewater Room of the Plemmons Student Union;
- Winter Commencement to be held on Saturday, December 12, at the Holmes Center, with ceremonies at 10 a.m. and 2 p.m., respectively; and
- Next meeting of Board of Trustees to be held March 24-25, 2016.

CLOSED SESSION: Vice Chair Roess announced that she would entertain a motion that the Board convene in closed session. Vice Chair Roess asked that the Chancellor, Vice Chancellors, General Counsel, and Assistant Secretary of the Board join the voting members in closed session.

Upon motion duly made, seconded and approved, the Board convened in closed session to:

1. prevent the premature disclosure of an honorary award or scholarship [N.C.G.S. §143-318.11(a)(2)];
2. consult with its attorney to protect the attorney-client privilege [N.C.G.S. §143-318.11(a)(3)]; and
3. hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee [N.C.G.S. §143-318.11(a)(6)].

PUBLIC SESSION RECONVENED: Upon motion duly made, seconded and approved, the Board reconvened in open session at 10:10 a.m.

ADJOURNMENT: There being no further business, the meeting adjourned at 10:10 a.m.

ALICE G. ROESS, Vice Chair

By: Kathy B. Roark
Kathy B. Roark
Assistant Secretary



STATE ETHICS COMMISSION
1324 MAIL SERVICE CENTER
RALEIGH, NC 27699-1324
WWW.ETHICSCOMMISSION.NC.GOV

GEORGE L. WAINWRIGHT, JR.
CHAIRMAN

PERRY Y. NEWSON
EXECUTIVE DIRECTOR

October 2, 2015

Mr. John Fennebresque, Chair
UNC Board of Governors
PO Box 2688
Chapel Hills, NC 27515

Via Email

Re: Evaluation of Statement of Economic Interest Filed By Ms. Carole Parham Wilson
Trustee—Appalachian State University

Dear Chairman Fennebresque:

Our office is in receipt of **Ms. Carole Parham Wilson's** 2015 No Change form and 2014 Statement of Economic Interest as a member of **Appalachian State University Board of Trustees ("the Trustees")**. We have reviewed it for actual and potential conflicts of interest pursuant to Chapter 138A of the North Carolina General Statutes ("N.C.G.S."), also known as the State Government Ethics Act.

We did not find an actual conflict of interest, but found the potential for a conflict of interest. The potential conflict identified does not prohibit service on this entity.

N.C.G.S. Chapter 116 provides for the development of a coordinated system of higher education known as the University of North Carolina, a public, multi-campus university governed by the Board of Governors ("the Board"). Each constituent institution of the University has a board of trustees that advises the chancellor of that institution and the Board. In addition, the Board has delegated to each board of trustees the power to adopt personnel policies and appoint, promote, and establish the compensation of the institution's employees; establish and supervise the institution's athletic program; determine student admission and graduation standards; approve campus capital construction projects, including the selection of architects and the approval of building sites; approve or recommend the acquisition and disposition of real property interests according to the property's value; and manage the institution's endowment and trust funds.

The State Government Ethics Act establishes ethical standards for certain public servants, including conflict of interest standards. N.C.G.S. §138A-31 prohibits public servants from using their positions for their financial benefit or for the benefit of a member of their extended family or a business with which they are associated. N.C.G.S. §138A-36(a) prohibits public servants from participating in certain official actions from which the public servant, his or her client(s), a member of the public servant's extended family, or a business or non-profit with which the public servant or a member of the public servant's immediate family is associated may receive a reasonably foreseeable financial benefit.

Chairman Fennebresque

October 2, 2015

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Ms. Wilson is an At-Large member on the Board. Her spouse is the President and CEO of Blue Cross Blue Shield, which offers insurance coverages to the State of North Carolina. Her spouse also owns a threshold amount of interest in numerous publicly owned and non-publicly owned companies. Some of those interests, such as Duke Energy and H&W Enterprises, which may seek to do business with the University. In light of these interests, Ms. Wilson should exercise appropriate caution in the performance of her public duties should any entity in which she has a financial interest come before the Board or otherwise seek to conduct business with Appalachian State University.

In addition to the conflicts standards noted above, N.C.G.S. §138A-32 prohibits public servants from accepting gifts, directly or indirectly (1) from anyone in return for being influenced in the discharge of their official responsibilities, (2) from a lobbyist or lobbyist principal, or (3) from a person or entity which is doing or seeking to do business with the public servant's agency, is regulated or controlled by the public servant's agency, or has particular financial interests that may be affected by the public servant's official actions. Exceptions to the gifts restrictions are set out in N.C.G.S. §138A-32(e).

Pursuant to N.C.G.S. 138A-15(c), when an actual or potential conflict of interest is cited by the Commission under N.C.G.S. 138A-24(e) with regard to a public servant sitting on a board, the conflict shall be recorded in the minutes of the applicable board and duly brought to the attention of the membership by the board's chair as often as necessary to remind all members of the conflict and to help ensure compliance with the State Government Ethics Act.

Finally, the State Government Ethics Act mandates that all public servants attend an ethics and lobbying education presentation. Please review the attached document for additional information concerning this requirement.

Please contact our office if you have any questions concerning our evaluation or the ethical standards governing public servants under the State Government Ethics Act.

Sincerely,



Diana Latta
SEI Unit

cc: Ms. Carole Wilson
Mr. Dayton Cole Ethics Liaison
Mr. Bradley Adcock, Chairman of the Board

Attachment: Ethics Education Flyer



STATE ETHICS COMMISSION
1324 MAIL SERVICE CENTER
RALEIGH, NC 27699-1324
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GEORGE L. WAINWRIGHT, JR.
CHAIRMAN

PERRY Y. NEWSON
EXECUTIVE DIRECTOR

October 2, 2015

Mr. John Fennebresque, Chair
UNC Board of Governors
PO Box 2688
Chapel Hills, NC 27515

Via Email

Re: Evaluation of Statement of Economic Interest Filed By Mr. Charles V. Murray
Trustee—**Appalachian State University**

Dear Chairman Fennebresque:

Our office is in receipt of **Mr. Charles Murray's** 2015 Statement of Economic Interest as a member of **Appalachian State University Board of Trustees ("the Trustees")**. We have reviewed it for actual and potential conflicts of interest pursuant to Chapter 138A of the North Carolina General Statutes ("N.C.G.S."), also known as the State Government Ethics Act.

We did not find an actual conflict of interest, but found the potential for a conflict of interest. The potential conflict identified does not prohibit service on this entity.

N.C.G.S. Chapter 116 provides for the development of a coordinated system of higher education known as the University of North Carolina, a public, multi-campus university governed by the Board of Governors ("the Board"). Each constituent institution of the University has a board of trustees that advises the chancellor of that institution and the Board. In addition, the Board has delegated to each board of trustees the power to adopt personnel policies and appoint, promote, and establish the compensation of the institution's employees; establish and supervise the institution's athletic program; determine student admission and graduation standards; approve campus capital construction projects, including the selection of architects and the approval of building sites; approve or recommend the acquisition and disposition of real property interests according to the property's value; and manage the institution's endowment and trust funds.

The State Government Ethics Act establishes ethical standards for certain public servants, including conflict of interest standards. N.C.G.S. §138A-31 prohibits public servants from using their positions for their financial benefit or for the benefit of a member of their extended family or a business with which they are associated. N.C.G.S. §138A-36(a) prohibits public servants from participating in certain official actions from which the public servant, his or her client(s), a member of the public servant's extended family, or a business or non-profit with which the public servant or a member of the public servant's immediate family is associated may receive a reasonably foreseeable financial benefit.

Chairman Fennebresque

October 2, 2015

Page 2 of 2

Mr. Murray is an At-Large member on the Board. He is the CEO of Murray Supply Company, which is a wholesale distributor of plumbing supplies and related products. Mr. Murray owns a threshold amount of interest in First Community Bank, as well as Murray Holdco and Sancocho Development Co, LLC . In light of these interests, Mr. Murray should exercise appropriate caution in the performance of his public duties should any entity in which he has a financial interest come before the Board or otherwise seek to conduct business with Appalachian State University.

In addition to the conflicts standards noted above, N.C.G.S. §138A-32 prohibits public servants from accepting gifts, directly or indirectly (1) from anyone in return for being influenced in the discharge of their official responsibilities, (2) from a lobbyist or lobbyist principal, or (3) from a person or entity which is doing or seeking to do business with the public servant's agency, is regulated or controlled by the public servant's agency, or has particular financial interests that may be affected by the public servant's official actions. Exceptions to the gifts restrictions are set out in N.C.G.S. §138A-32(e).

Pursuant to N.C.G.S. 138A-15(c), when an actual or potential conflict of interest is cited by the Commission under N.C.G.S. 138A-24(e) with regard to a public servant sitting on a board, the conflict shall be recorded in the minutes of the applicable board and duly brought to the attention of the membership by the board's chair as often as necessary to remind all members of the conflict and to help ensure compliance with the State Government Ethics Act.

Finally, the State Government Ethics Act mandates that all public servants attend an ethics and lobbying education presentation. Please review the attached document for additional information concerning this requirement.

Please contact our office if you have any questions concerning our evaluation or the ethical standards governing public servants under the State Government Ethics Act.

Sincerely,



Diana Latta
SEI Unit

cc: Mr. Charles Murray
Mr. Dayton Cole, Ethics Liaison
Mr. Bradly Adcock, Chairman of the Board

Attachment: Ethics Education Flyer

Board of Trustee Meeting

December 4, 2015

Vice Chair Roess, trustees and guests,

Good Morning and welcome.

I have a few updates for you this morning and my remarks will be brief.

At the last Board of Trustee meeting I mentioned the upcoming Connect North Carolina Bond Referendum.

Today, I would like to share some additional information with you.

The bond is important to North Carolina and especially important to Appalachian.

The \$2 billion bond will connect North Carolina to the 21st century through statewide investments in education, parks, safety, recreation, and water and sewer infrastructure. For our campus, a successful bond will support a home for the Beaver College of

Health Sciences. This will expand Appalachian's capacity to help provide much-needed health care professionals for our state.

In addition to sharing what this bond will do for our state and university, it is important for citizens to know the Connect NC bond will allow us to pay for 50-year assets with 20-year financing. No tax increases are necessary to finance the bond, given

our state's strong revenue growth and ample debt service capacity.

Later in the meeting, you will hear more about the bond and how you, as trustees, can help us from Johnny Burleson.

Many of you know Johnny from his previous role at Appalachian and it is my pleasure to welcome him back. In his role of Senior Associate Vice Chancellor for Advancement, his initial focus will be the NC Connect Bond

Referendum. Johnny most recently served in the role of Associate Dean for Development at the UNC School of Government. Welcome home Johnny.

On November 19, Appalachian was one of 38 institutions of higher learning invited by the White House to participate in the American Campuses Act on Climate roundtable event in Washington, D.C. I was honored to represent our university in the

roundtable discussions about climate change. Appalachian pledged to continue building on our existing renewable energy research practices by expanding campus use of renewable energy resources and green energy, continuing to reduce on-campus energy and water use and increasing efforts to achieve a zero waste goal by 2022, among other action items. This pledge is consistent with the values and ethos of our campus community.

Earlier the same day, Appalachian received the national award in the four-year higher education category for its ongoing commitment and leadership in sustainability at the 2015 Climate Leadership Award ceremony. The award was presented by the nonprofit agency Second Nature and The U.S. Green Building Council. This award recognizes innovative and advanced leadership in sustainability, and climate change mitigation.

In just a few days we will close out the Fall Semester and celebrate our December graduates. I would like to extend my sincere thanks to the students, faculty and staff for their commitment and dedication to Appalachian.

I would also like to thank the trustees for their leadership and advocacy on behalf of Appalachian as we all move forward together. Thank you for your

**kind attention and, Madam Chair, this
concludes my remarks.**

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RESOLUTION OF THE BOARD OF TRUSTEES OF APPALACHIAN STATE UNIVERSITY APPROVING THE ISSUANCE OF SPECIAL OBLIGATION BONDS IN AN AMOUNT NOT TO EXCEED \$37,000,000 AND REQUESTING THAT THE UNIVERSITY OF NORTH CAROLINA BOARD OF GOVERNORS ISSUE BONDS IN THE AMOUNT NOT TO EXCEED \$37,000,000 FOR THE PURPOSE OF REFUNDING CERTAIN OUTSTANDING BONDS

WHEREAS, Appalachian State University (“ASU”) is a constituent institution of The University of North Carolina (the “University”); and

WHEREAS, under Article 3, Section 116D of the General Statutes of North Carolina (the “Act”), the Board of Governors of the University (the “Board of Governors”) may issue special obligation bonds payable from obligated resources to pay all or any part of the costs of acquiring, constructing, or providing a special obligation project at ASU or refunding any obligations previously issued by the Board of Governors for the benefit of ASU; and

WHEREAS, ASU, the Board of Governors and their respective financial consultants from time to time review the viability of refunding all or a portion of bonds issued by the Board of Governors on behalf of ASU; and

WHEREAS, ASU has determined that it can benefit from debt service savings by the issuance of bonds to refund all or a portion of the Board of Governors’ (a) The University of North Carolina System Pool Revenue Bonds, Series 2006A (the “2006A Bonds”) and (b) The University of North Carolina System Pool Revenue Bonds, Series 2008A (the “2008A Bonds” and, together with the 2006A Bonds, the “Prior Bonds”); and

WHEREAS, Section 116D-26(b) of the Act provides that the Board of Governors shall not issue any special obligation bonds for a project at a constituent institution unless the board of trustees of that institution has approved the issuance of bonds for that project; and

WHEREAS, the Board of Trustees of ASU (the “Board of Trustees”) desires to approve the issuance of special obligation bonds by the Board of Governors, in one or more series, in the aggregate principal amount not to exceed \$37,000,000 (the “Bonds”) to refund all or a portion of the Prior Bonds in order for ASU to benefit from debt service savings;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of ASU as follows:

1. The Board of Trustees of ASU approves the issuance of the Bonds by the Board of Governors, in one or more series with appropriate designations, in the aggregate principal amount not to exceed \$37,000,000 to refund all or a portion of the Prior Bonds and hereby requests that the Board of Governors issue the Bonds.
2. The Board of Trustees authorizes and directs the Chancellor or Vice Chancellor for Business Affairs to take all appropriate further action necessary or desirable in connection with the issuance of the Bonds, including approving, executing and delivering all documents relating to the issuance of the Bonds on ASU’s behalf.
3. All previous actions taken by the Board of Trustees or other ASU representatives in connection with the approval and issuance of the Bonds are hereby ratified and approved.
4. This resolution shall take effect immediately upon its passage.

ADOPTED AND APPROVED this 4th day of December, 2015.

THE BOARD OF TRUSTEES OF APPALACHIAN STATE UNIVERSITY

By: _____

James M. Barnes, Secretary

**BYLAWS OF THE BOARD OF TRUSTEES
OF
APPALACHIAN STATE UNIVERSITY**

**Article 1
Relation to Laws and University Policies and Regulations**

1.1 Composition, Powers and Duties of the Board of Trustees – Provisions for membership on the Board of Trustees of Appalachian State University (“the Board” or “Board of Trustees”), officers of the Board, required meetings and general powers and duties of the Board shall be as set forth in North Carolina General Statutes, Chapter 116, Article 1, Part 3, *The Code of the Board of Governors of The University of North Carolina (“The Code”)*, Chapter IV, or other provisions of The University of North Carolina Policy Manual (“The UNC Policy Manual”), latest edition.

1.2 Other Duties and Authority of the Board of Trustees – Other duties and authority shall be as set forth in “Delegations of Duty and Authority to Boards of Trustees,” or other provisions of The UNC Policy Manual, latest edition.

1.3 Responsibilities for Endowment Fund – Responsibilities of the Board of Trustees for the creation and maintenance of an endowment fund shall be as set forth in North Carolina General Statutes, section 116-36, *The Code*, or other provisions of The UNC Policy Manual, latest edition.

1.4 Hierarchy of Authority – The provisions of sections 1.1, 1.2, and 1.3 shall govern over any conflicting provisions in these Bylaws.

1.5 Definitions

1.5.1 “Annual Meeting” means the first regular meeting after June 30 of each year.

1.5.2 The terms “Board of Trustees” and “Board” shall mean the Board of Trustees of Appalachian State University, composed of 13 persons pursuant to North Carolina General Statutes, section 116-31(d) as follows:

- (1) Eight elected by the Board of Governors;
- (2) Four appointed by the Governor; and
- (3) The president of the student government, *ex officio*.

1.5.3 The term “constituency representatives” shall mean the individuals who serve as Chair of the Faculty Senate, President of the Staff Council and President of the Alumni Association during their respective terms in office.

1.5.4 The terms “law” and “laws” shall be deemed to include all applicable State and federal legislative enactments, regulations adopted by State and federal agencies with jurisdiction, and policies adopted by the Board of Governors of The University of North Carolina.

Article 2 Meetings

2.1 Regular Meetings – There shall be at least three regular meetings of the Board of Trustees each calendar year and such additional meetings as may be deemed desirable. Any matter of business relating to Appalachian State University, over which the Board of Trustees has jurisdiction, may be considered at any regular meeting.

2.2 Special Meetings – The Chair of the Board of Trustees or the Chancellor of the University may call special meetings of the Board by giving notice thereof in accordance with applicable law. The Secretary of the Board, at the written request of not less than three members of the Board, may call special meetings of the Board by giving notice thereof in accordance with applicable law. The Board may, by unanimous vote of those present at the special meeting, conduct any business other than that for which the meeting was called.

2.3 Notice of Meetings – Timely notice (generally, at least seven days) prior to each regular meeting of the Board of Trustees and its committees, including an agenda and copies of all reports and other written materials (insofar as is practicable) to be presented at the meeting, shall be provided to each member of the Board by the Assistant Secretary. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be provided to each member of the Board at least four days in advance of a special meeting; however, if such advance notice is not practicable, the agenda for a special meeting may be presented to the members of the Board as the first order of business at the meeting.

2.3.1 Preparation of Agenda – The agenda for every meeting shall be prepared by the Chancellor or the Chancellor’s staff, in conjunction with and subject to the approval of the Chair of the Board. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the Chancellor sufficiently far in advance of the meeting to permit a determination to be made by the Chancellor with respect to the propriety and practicability of including that item on the agenda for the meeting.

2.3.2 Items Not on Agenda – Any member of the Board of Trustees may present to any meeting of the Board any item whether or not the same is on the agenda of the meeting. However, such items may not be acted upon without the approval of two-thirds of the members of the Board present for such a meeting.

2.4 Conduct of Business

2.4.1 Presiding Officer – The Chair shall preside over all meetings of the Board of Trustees. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both

the Chair and the Vice-Chair, a presiding officer shall be elected by and from the membership of the Board of Trustees.

2.4.2 Voting – A quorum of the Board of Trustees shall consist of a majority of the Board. All members of the Board of Trustees may vote on all matters coming before the Board for consideration. No member may vote by proxy.

2.4.3 Rules of Order – Except as modified by these Bylaws or specific rules and regulations enacted by the Board of Trustees, *Robert's Rules of Order*, latest available edition, shall constitute the rules of parliamentary procedure applicable to all meetings of the Board of Trustees and its several committees.

2.4.4 Manner of Acting - Except as otherwise provided in these Bylaws or required by applicable law, the affirmative vote of a majority of the members participating in a meeting of the Board shall be the act of the Board if a quorum is present when the vote is taken. Any meeting of the Board where the members are not gathered at the same location may be held by teleconference or any other media through which the members participating in the meeting may hear and directly communicate with each other.

2.5 Minutes – The Assistant Secretary shall keep minutes of all meetings of the Board of Trustees; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; shall be custodian of all records of the Board; and, in the absence of the Secretary, shall attest the execution of all legal documents and instruments of Appalachian State University. The Assistant Secretary shall transcribe the minutes of the meetings and provide a copy to each member of the Board.

2.6 Closed Session – By vote of a majority of the members present at any meeting of the Board of Trustees, the Board may convene in closed session, consistent with State law and policy.

2.7 Recess – A meeting of the Board for which notice has been posted in accordance with North Carolina General Statutes, section 143-318.12(b), may be recessed to a specific time and place by announcement of the presiding officer in open session.

2.8 Constituency Representatives – Constituency representatives shall be invited to attend each Board meeting and advise the Board on matters of business before the Board that affect or are of interest to their respective constituencies when the Board is convened in open session.

2.9 Committee Meetings – All provisions of this Article 2 shall apply to committee meetings insofar as these provisions can be practically implemented, except as otherwise expressly stated in these Bylaws. Minutes of committee meetings shall be transcribed by recording secretaries appointed from time to time by respective presiding officers and forwarded to the Assistant Secretary.

Article 3
Standing Committees

3.1 Nominating Committee – The Chair shall appoint a Nominating Committee composed of three members of the Board of Trustees prior to the Annual Meeting and at such other times when offices are vacated. The Nominating Committee shall present to the full Board, at the Annual Meeting or at such other time as the Board may designate, nominees for the offices of Chair, Vice-Chair, Secretary, and Assistant Secretary.

3.2 Executive Committee – The Executive Committee shall consist of five members as follows: the Chair of the Board, who will serve as Chair of this Committee; the Vice-Chair of the Board; and three other members appointed annually by the Chair of the Board. The responsibilities of this Committee shall be as follows:

3.2.1 Act on behalf of the full Board with respect to matters requiring action between meetings of the full Board of Trustees.

3.2.2 Assist the Chancellor in representing the University's financial needs and priorities with members of the General Administration, Board of Governors, and legislative bodies.

3.3 Academic Affairs Committee – The Academic Affairs Committee shall consist of at least four members appointed annually by the Chair of the Board of Trustees. The responsibilities of this Committee shall be as follows:

3.3.1 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board pertaining to:

- a. awarding of emeritus/emerita faculty status;
- b. granting of leaves of absence to faculty and academic administrative (EPA) personnel;
- c. selection of recipients of the Board of Trustees Travel Study Grant;
- d. granting of honorary degrees; and
- e. establishment of distinguished professorships and endowed chairs.

3.3.2 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board on matters related to promotion and tenure of faculty, and make recommendations to the Board on all institutional policies and regulations governing faculty tenure and promotion.

3.4 Student Development Committee – The Student Development Committee shall consist of at least four members appointed annually by the Chair of the Board of Trustees. Appropriate smaller groups of members may be appointed from time to time to work with individual areas. The responsibilities of this Committee shall be as follows:

3.4.1 Upon recommendation of the Chancellor, or upon decision of the Committee, review and react to the objectives of the Student Development area outlined in strategic planning documents.

3.4.2 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board of Trustees on the formulation of University policies affecting the Student Development area.

3.4.3 Serve as an advocate to the Board of Trustees and the Board of Governors for the needs of programs in Student Development at Appalachian, through the Chancellor and Vice Chancellor for Student Development.

3.4.4 Hear the concerns of Appalachian students as expressed by their official representatives.

3.4.5 Work jointly with other committees of the Board of Trustees to review matters in Student Development which affect other areas of the University when appropriate.

3.4.6 Hear appeals from aggrieved students when such appeals are referred to the Committee by the Chair of the Board of Trustees and make recommendations to the full Board as to the resolution of such appeals. The action of the full Board on such appeals shall be final, except as otherwise provided in *The Code*.

3.5 Business Affairs Committee – The Business Affairs Committee of the Board of Trustees of Appalachian State University shall consist of at least four members appointed annually by the Chair of the Board of Trustees. The responsibilities of this Committee shall be as follows:

3.5.1 Upon recommendation of the Chancellor, or upon decision of the Committee, assess and make recommendations to the Board of Trustees for long-range physical needs and improvements.

3.5.2 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board of Trustees on land needs and priorities for the acquisition of real property.

3.5.3 Work with the Chancellor and the Vice Chancellor for Business Affairs, to assist in establishing the biennial capital improvement program for the institution.

3.5.4 Assistance will be provided to the Chancellor and the Vice Chancellor for Business Affairs in the selection of architects and/or engineers for capital projects.

3.5.5 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board of Trustees on the operation and financing of auxiliary activities.

3.5.6 Upon recommendation of the Chancellor, or upon decision of the Committee, and in cooperation with the Executive Committee, review and make recommendations to the Board of Trustees on the biennial budget.

3.6 Audit Committee – The Audit Committee shall consist of at least four (4), , members of the Board of Trustees. The primary purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities for (i) the integrity of the financial statements of Appalachian State University, (ii) the performance of the University's internal audit function, and (iii) the assurance that the University is performing self assessments of operating risks and evaluations of internal controls on a regular basis. The Committee shall be organized, and exercise its duties and responsibilities, in accordance with the “Charter of the Audit Committee of the Board of Trustees” (“*Charter*”), as adopted by the Board of Trustees on September 22, 2006 or amended thereafter.

3.7 Appeals Committee - The Appeals Committee shall consist of five (5) members to be selected and agreed upon by the Chair of the Board of Trustees and the Chair of the Faculty Senate. The purpose of the Committee is to consider (i) appeals from faculty members that involve imposition of serious sanctions consistent with Section 603 of *The Code* and the provisions of the personnel policies and procedures published in corresponding sections of the *Faculty Handbook* and (ii) appeals of grievances by faculty members on decisions regarding promotion, tenure, post-tenure review or other matters directly related to faculty members’ employment status and institutional relationships pursuant to Section 607 of *The Code* and corresponding sections of the Appalachian State University *Faculty Handbook*. Each appeal shall be transmitted through the Chancellor and be addressed to the Chair of the Board of Trustees. The Appeals Committee shall base its consideration of the appeal upon the written transcript of hearings held by the Faculty Due Process Committee or the Faculty Grievance Hearing Committee, as the case may be. The Appeals Committee also may, in its discretion, hear such other evidence as it deems necessary. The Appeals Committee shall make a recommendation to the Board of Trustees in each case.

3.8 Athletics Committee – The Athletics Committee shall consist of at least four (4) members appointed annually by the Chair of the Board of Trustees. The responsibilities of this Committee shall be as follows:

3.8.1 Consistent with Board of Governors policies that make the Chancellor (subject to policies adopted by the Board of Governors and Board of Trustees) responsible for the establishment and supervision of the university’s program of intercollegiate athletics, consult with the Chancellor at the Chancellor’s request on any matters relevant to intercollegiate athletics programs;

3.8.2 Make recommendations to the Board of Trustees regarding institutional policies, procedures and programs related to intercollegiate athletics with the aim of ensuring that the university meets the Board’s expectations for academic and competitive success, quality student-athlete experiences and compliance with NCAA requirements;

3.8.3 Review the Chancellor's annual report on intercollegiate athletics pursuant to Board of Governors policies: and

3.8.4 Upon recommendation of the Chancellor, review employment contracts for athletics coaches and the athletics director, and make recommendations thereon to the Board of Trustees.

3.9 Following election of Board officers, the Chair of the Board of Trustees will, except as otherwise expressly provided in these Bylaws, appoint the members and chairs of all standing committees.

3.10 Except with respect to the Nominating Committee, the Chair and Vice-Chair shall be members *ex officio* of every Standing Committee. If present, *ex officio* members shall be counted to determine the presence of a quorum. If *ex officio* members are not present, the number required for a quorum is determined without regard to their membership on the committee.

Article 4 Officers

4.1 At the Annual Meeting, the Board of Trustees shall elect from its membership a Chair, a Vice-Chair, and a Secretary. Each officer shall serve from adjournment of the meeting at which the officer is elected until a respective successor is elected. If the term of the Chair as a member of the Board of Trustees expires before a successor as Chair is elected, then the Vice-Chair shall become the interim Chair until the Chair's successor is elected. The Board may also elect an Assistant Secretary from among the members of the Chancellor's staff. No person may be elected to any office, other than the office of Assistant Secretary, for more than two consecutive terms.

4.2 Officers shall be elected by a majority vote of the full Board. If a vacancy occurs in any office, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term.

4.3 Duties and authority of each officer shall be as provided in *Robert's Rules of Order*, latest available edition, except as they may be expressly modified in these Bylaws. The Secretary shall keep the Board of Governors, through the Secretary of the University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees, including notice of any changes in the membership of the Board or in its committee structure or bylaws, notices of meetings, and a copy of the minutes of all meetings. The Secretary may delegate duties to the Assistant Secretary. The Assistant Secretary may certify copies of all minutes, papers, and documents of the Board of Trustees with the same force and effect as though such certification were made by the Secretary of the Board.

Article 5
Amendment

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the members of the Board if the substance of the amendment has been filed in writing with the Assistant Secretary and a copy has been provided to each member of the Board at least seven days prior to the meeting at which the amendment is to be voted upon.

Approved – February 9, 1979
Amended – September 5, 1985
Amended – December 7, 1990
Amended – December 1, 1995
Amended – March 23, 2001
Amended – September 5, 2003
Amended – December 2, 2005
Amended – December 8, 2006
Amended – September 19, 2008
Amended – December 4, 2009
Amended – September 24, 2010
Amended – December 10, 2010
Amended – June 17, 2011
Amended – June 8, 2012
Amended – December 12, 2014
Amended – March 27, 2015
Amended – May 6, 2015
Amended – December 4, 2015

APPENDIX A

MINUTES
MEETING OF THE ACADEMIC AFFAIRS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, December 3, 2015
Room 415 – Rough Ridge
Plemmons Student Union

CALL TO ORDER: The Academic Affairs Committee of the Board of Trustees of Appalachian State University met at the call of the Chair on Thursday, December 3, 2015, at 2:00 p.m. in the Rough Ridge Room of the Plemmons Student Union on the campus of Appalachian State University in Boone, North Carolina. Mr. John Blackburn presided and called the meeting to order.

MEMBERS PRESENT:

M. Lee Barnes, Jr.
John M. Blackburn
Susan M. Branch
Carson D. Rich

CONSTITUENCY REPRESENTATIVES
PRESENT (*ex-officio*):

Paul H. Gates, Faculty Senate Chair
Stephanie L. Billings, President, Alumni
Council

OTHERS PRESENT:

Sheri Everts
Darrell Kruger
Heather Langdon
Pete Wachs
Tina Hogan
Susan Davies
Bindu Jayne
Tim Burwell
Alan Utter
Mike Mayfield
Debbie Covington
Johnny Burleson
Max Poole
Sue Edwards

Conflict of Interest Notice: Chair John Blackburn read the following:

“Under the State Government Ethics Act, all voting members of the Board of Trustees have a duty to avoid conflicts of interest and appearances of conflicts. Looking at the agenda for today’s meeting, does anyone know that you have a conflict of interest or an interest that would give rise to the appearance of a conflict of interest? If so, please let me know now.” [None Reported]

Chancellor’s Student Advisory Board for Diversity Recruitment

Five representative members from the Chancellor's Student Advisory Board for Diversity Recruitment discussed some of their successes over the past year and goals for the future. The mission of this group is to share experiences and strategies to actively recruit students from historically underrepresented populations in order to effectively recruit and enroll a more nationally representative student body. This Advisory Board was established by Chancellor Everts in November, 2014. The board consists of 16 student leaders (ranging from freshmen to seniors) representing various multicultural student organizations, as well as several members “at large” and is co-advised by Enrollment Management and the Office of Equity, Diversity and Compliance, namely: Dr. Susan Davies and Dr. Bindu Jayne, respectively. Some of their goals for 2015-16 include the development of a recruitment video, greater participation in admissions events, more engagement and discussion with faculty and the Chancellor’s leadership team, reaching out to middle-school aged students, and the uniting of the various multicultural organizations across campus.

Institutional Effectiveness Cycle Overview

Dr. Pete Wachs and Ms. Tina Hogan from the Office of Institutional Research, Assessment and Planning (IRAP) discussed the components of the Institutional Effectiveness model and reported on the role and scope of the Institutional Effectiveness (IE) Cycle at Appalachian. IE is an institutional tool that allows the university to organize its resources most effectively in support of its mission and to ensure continuous improvement of its academic and non-academic programs. The four main components of the IE process include: Strategic Planning, Assessment of Student Learning Outcomes, Annual Reporting, and Periodic Comprehensive Review. Dr. Wachs and Ms. Hogan discussed the rationale for establishment of the cycle and its role in informing institutional budgeting and decision-making. Student achievement goals and other Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) standards are directly connected to one or more components of the IE process. The university received reaffirmation of accreditation in December, 2013 and we must submit a five-year interim review report to SACS in April, 2019.

Update on the Research Institute for Environment, Energy and Economics (RIEEE)

Dr. Alan Utter, Vice Provost for Research, reported that Appalachian has completed a review of the Research Institute for the Environment, Energy and Economics (RIEEE). This review was completed in response to the February 26, 2015 Board of Governors Committee on Educational Planning, Policies and Programs request to review the role of selected centers and institutes throughout the University of North Carolina system. Following this review it was recommended that the RIEEE should continue to operate as an Institute with an increased focus on building

collaborative multi-disciplinary research through its three centers: the Appalachian Energy Center (AEC), the Center for Economic Research and Policy Analysis (CERPA) and the Southern Appalachian Environmental Research and Education Center (SAEREC).

Strategic Planning Update

Provost Kruger reported that the Strategic Planning Advisory Council (SPAC) that he and Vice Chancellor Randy Edwards co-chair has hosted fifteen meetings this semester with key campus stakeholders and governance groups across campus. These meetings have allowed the campus community another opportunity to review the strategic plan and to evaluate the plan as it relates to the Chancellor's priorities. SPAC will now work with the University Planning and Priorities Council (UPPC) to (a) prioritize elements of the strategic plan, based upon feedback from the campus, for funding and (b) provide messaging for Chancellor Everts. Campus-wide budget presentations have been scheduled for Friday, April 22, 2016.

Dean Search Update

Provost Kruger reported that Appalachian has contracted with executive search firm Greenwood/Asher & Associates to assist on-campus search committees with filling the positions of Dean of the Reich College of Education, Dean of the Walker College of Business and Dean of the College of Fine and Applied Arts. Assistance from Greenwood/Asher & Associates will ensure that we achieve the strongest and most diverse applicant pool possible. The search firm was on-campus December 3, 2015, for an initial orientation visit and process planning. Based upon the current search timeline, it is anticipated that on-campus interviews with finalists will occur the first week of April, with an anticipated start date of July 1, 2016 for all three dean appointments. Dr. Kruger and Chair Blackburn expressed their appreciation to the search committees for their dedication and hard work with the process of filling these important academic leadership positions. A dedicated webpage is being developed to track search progress and to gather feedback from the campus community.

There being no further business, a motion was made and seconded to adjourn at 2:57 p.m. The motion was approved unanimously.

Respectfully submitted,

David H. Cook
Recording Secretary

MINUTES
MEETING OF THE BUSINESS AFFAIRS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, December 3, 2015
Room 417 – Beacon Heights
Plemmons Student Union

CALL TO ORDER: The Business Affairs Committee of the Board of Trustees of Appalachian State University met at the call of the Chairperson and the Chancellor on Thursday, December 3, 2015, at 2:00 p.m. in the Beacon Heights Room of the Plemmons Student Union on the campus of Appalachian State University, Boone, North Carolina. Mr. Donald C. Beaver presided.

MEMBERS PRESENT:

Mr. George M. Baldwin
Mr. James M. Barnes
Mr. Donald C. Beaver
Mr. Robert C. Hatley
Dr. Alice G. Roess
Mr. D. Kenan Smith

CONSTITUENCY REPRESENTATIVES
PRESENT:

Mr. Carson D. Rich, President
Student Government Association
Ms. Amy Sanders, Chair
Staff Senate

OTHERS PRESENT:

Mr. Jeff Cloninger
Mr. Dayton Cole
Mr. Gunther Doerr
Ms. Denise Foutz
Mr. David Jamison
Mr. Greg Lovins
Mr. Mike O'Connor
Mrs. Susan Pettyjohn
Ms. Diane Pitts
Mr. Rick Presnell
Mr. Ken Smith

CONFLICT OF INTEREST NOTICE:

Chair Beaver read the following: "Under the State Government Ethics Act, all voting members of the Board of Trustees have a duty to avoid conflicts of interest and appearances of conflicts. Looking at the agenda for today's meeting, does anyone know that you have a conflict of interest or an interest that would give rise to the appearance of a conflict of

interest? If so, please let me know now." [None reported]

Resolution to Refund Bonds:

Mr. Greg Lovins, Vice Chancellor for Business Affairs, presented a resolution authorizing Appalachian State University to issue Special Obligation Bonds in an amount not to exceed \$37,000,000. Mr. Lovins explained that First Tryon of Charlotte, financial advisors to Appalachian on bonds and other indebtedness, and Business Affairs staff, constantly review outstanding bonds to see if any are candidates for refunding or refinancing. Currently two bond issues are good candidates for refunding: Series 2006A - \$8.52 million, previously refunded steam plant bonds and Series 2008A - \$23.74 million, that were issued to finance Roess Dining Hall, Hoey Residence Hall, Doughton Residence Hall and the Student Recreation Center. Refinancing these bonds is estimated to result in a net present value savings of over \$2 million, or about 6% of the refunded par value.

Following discussion, the motion was made and seconded to approve the resolution. The motion passed.

There being no further business, the meeting adjourned at 2:35 p.m.

Respectfully submitted,

Diane Pitts

MINUTES
MEETING OF THE STUDENT DEVELOPMENT COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, December 3, 2015
Room 417 - Beacon Heights
Plemmons Student Union

CALL TO ORDER: The Student Development Committee of the Board of Trustees of Appalachian State University met at the call of Acting Chair Susan M. Branch on Thursday, December 3, 2015, at 1:00 p.m. in the Beacon Heights Room of Plemmons Student Union on the campus of Appalachian State University in Boone, North Carolina. Ms. Branch presided and called the meeting to order.

MEMBERS PRESENT:

John M. Blackburn
Susan M. Branch
Carson D. Rich
D. Kenan Smith

CONSTITUENCY REPRESENTATIVES

PRESENT (*ex-officio*):

Amy A. Sanders, Chair
Staff Senate
Paul H. Gates, Chair
Faculty Senate

OTHERS PRESENT:

J. J. Brown
Johnny D. Burleson
Dayton T. Cole
Debbie F. Covington
Dino J. DiBernardi
Maureen E. Cathey
Marcia L. Clay
Matt C. Dull
Randy K. Edwards
Sheri N. Everts
K. Abby Hamrick
Stephanie S. Hickey
Jalyn A. Howard
Greg M. Lovins
Sharon B. Jensen
Molly A. Kadyk-Bruch
Susan D. McCracken
Alice G. Roess
Deanne R. Smith
Cindy A. Wallace

Ms. Branch read the following conflict of interest statement: "Under the State Government Ethics Act, all voting members of the Board of Trustees have a duty to avoid conflicts of interest and appearances of conflicts. Looking at the agenda for today's meeting, does anyone know that you have a conflict of interest or an interest that would give rise to the appearance of a conflict of interest? If so, please let me know now." There were none reported.

Ms. Branch welcomed everyone and recognized Mr. Dino DiBernardi, Associate Vice Chancellor for Student Development, for his 38 years of service to the University. Mr. DiBernardi is retiring in January, 2016.

Providing Exceptional Career Services: Ms. Branch introduced Dr. Susan McCracken, Director of Career Development and Economic Engagement. Dr. McCracken indicated the role of career development in higher education has evolved from a job placement office to a resource that promotes personal, career and professional development, engages with faculty, students, parents, administrators, alumni and employers, uses data to inform practice, and performs a core function of the University. She presented the following information about Career Development: 1) public and institutional expectations, 2) Appalachian's approach, and 3) current services and immediate priorities for the college decision process, career exploration, professional development and post-graduation transition.

Dr. McCracken announced the following goals for Career Development:

- Complete Pilot First Destination Data Collection and Report by February 1, 2016.
- Develop a robust career development communication plan in coordination with campus partners.
- Facilitate a 5-year Strategic Plan for Career Development at Appalachian State University.

A copy of Dr. McCracken's PowerPoint presentation is attached and hereby made a part of the minutes.

Student Body President Campus Update: Carson Rich, Student Body President, introduced Jalyn Howard, Cultural Affairs Cabinet member, and Abby Hamrick, Student Body Vice President. Mr. Rich reported Student Government Association (SGA) has increased its intentionality related to attracting members that more accurately represent the student body's demographics. The percentage of membership from underrepresented groups increased from 8 -10 percent last academic year to 30 percent for the current year. Mr. Rich stated individuals from SGA served on the Associate Vice Chancellor for Student Development Search Committee. The organization advocated for diversity and mental health issues this fall with effective results. Discussion was held about the concerns students voiced this fall (athletics – equity and funding, etc.). Mr. Rich emphasized the importance of having intentional conversations across campus to address these issues. He indicated educating students about the University's funding sources is essential.

There being no further business to come before the Committee, the meeting adjourned at 1:58 p.m.

Respectfully submitted,

Molly Kadyk-Bruch
Recording Secretary

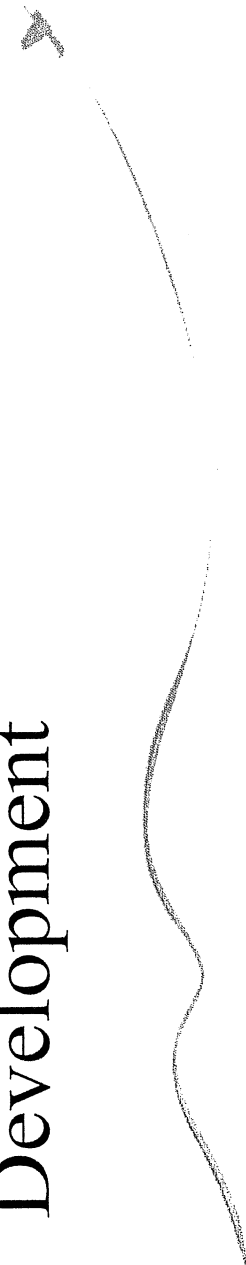
Career Development at Appalachian State University

Susan McCracken
Director of Career Development and Economic Engagement

Appalachian
STATE UNIVERSITY

Student Development

The Changing Face and Role of Career Development



Traditional Model

- “Placement Office”

Modern Model

- Fosters personal, career and professional development.
- Engages with faculty, students, parents, administrators, alumni, and employers.
- Uses data to inform practice.
- Performs a core function of the university.

Public and Institutional Expectations

UNC Strategic Plan:

Our Time, Our Future

- Implement a robust strategy for measuring the longer-term career and responsible citizenship outcomes of UNC degree recipients.
- Prepare “job-ready” students through experiential internships.

Appalachian Strategic Plan:

The Appalachian Experience

- Provide a transformational educational experience: prepares students to lead purposeful lives as engaged global citizens who understand their responsibilities in creating a sustainable future for all.
- “Undergraduate students ... should receive an education that prepares them for careers, post-graduate education, or other life choices.”

Appalachian
STATE UNIVERSITY

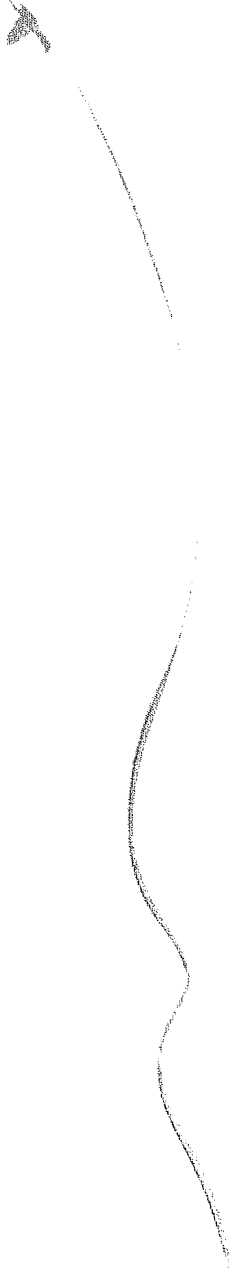
Student Development

The Appalachian Approach

At Appalachian, our goal is to empower students and alumni to select and develop careers consistent with their values, interests, abilities, experiences, and education and to motivate them to expand their knowledge of themselves and their skills relevant to the global economy and community.

We will achieve these goals through

- Collaborative practices;
- Responsive and inclusive programming;
- Data-informed decision making; and
- Fostering relationships with external partners.



Components of Engaged, Responsive, and Modern Career Development

Appalachian
STATE UNIVERSITY

Student Development

College Decision: Recruitment, Admissions and Orientation

Current Services

- Admitted Student Days.
- Student & Parent Orientation: 2,973 families served in 2015.

Immediate Priorities

- Increase participation in pre-college programming and campus visits for both first year and transfer students.
- Participate in “Send-off” events in students’ hometowns.
- Share “First Destination” outcomes with Admissions.

Career Exploration: First Year, Transfers, and General Education

Current Services

- Career Exploration Office
- 971 individual appointments in 2014-15.
- 5300 students served in outreach and workshops.

Immediate Priorities

- Increase collaboration with academic advising.
- Develop avenues for alumni participation.
- Increase awareness of Student Employment opportunities.

Professional Development: College-based Career Counseling

Current Services

- Counselors assigned to colleges, serve students one-on-one and in classroom settings.
- Internship identification, application, and assignment. 62.8% graduating seniors report having a field-based learning experience.

Immediate Priorities

- Increase number of paid internships and number of students participating in field-based experiences.
- Strengthen presence at the college level.

First Destination: Post-Graduation Transition

Current Services

- Career Fairs – CareerFest, Ed Fair, Internship Fair.
- Limited outreach to recent alumni.

Immediate Priorities

- Cultivate relationships with employers that will provide value-added experience to student/alumni, employer and Appalachian.
- Track and monitor recent graduates’ “First Destination.”

Goals for Career Development

1. Complete Pilot First Destination Data Collection and Report by February 1, 2016.
2. Develop a robust career development communication plan in coordination with campus partners.
3. Facilitate a 5-year Strategic Plan for Career Development at Appalachian State University.

Questions

 **Appalachian**
STATE UNIVERSITY

Student Development

MINUTES
MEETING OF THE AUDIT COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, December 3, 2015
5:00-6:00 p.m.
Room 413 - Linn Cove Room
Plemmons Student Union

CALL TO ORDER: The Audit Committee of the Board of Trustees of Appalachian State University met at the call of the Chair on Thursday, December 3, 2015, at 5:00 p.m. in the Linn Cove Room of the Plemmons Student Union on the campus of Appalachian State University in Boone, North Carolina. Mr. Charles V. Murray, Chair, presided and called the meeting to order.

MEMBERS PRESENT:

James M. Barnes
Stephanie L. Billings
John M. Blackburn
Charles V. Murray
Robert C. Hatley

OTHERS PRESENT:

Cathy J. Bates
Dayton T. Cole
Eloise H. Covalt
Randy K. Edwards
Sheri N. Everts
Denise N. Foutz
David T. Jamison
Gregory M. Lovins
Rick C. Presnell
Kathy B. Roark
Alice G. Roess

CONFLICT OF INTEREST NOTICE: Chair Murray read the following:

"Under the State Government Ethics Act, all voting members of the Board of Trustees have a duty to avoid conflicts of interest and appearances of conflicts. Looking at the agenda for today's meeting, does anyone know that you have a conflict of interest or an interest that would give rise to the appearance of a conflict of interest? If so, please let me know now."
[None reported.]

PRESENTATION OF THE 2015 FINANCIAL STATEMENT AUDIT REPORT: Mr. David Ehricht, from the North Carolina Office of State Auditor, was present to discuss the 2015 Financial Statement Audit that had been completed. He stated there were no findings to report.

SUMMARY OF 2015-16 AUDIT PLAN--RECENT INTERNAL AUDITS AND REVIEWS: Ms. Eloise Covalt, Chief Audit Officer, updated the Committee members on the status of the 2015-16 Audit Plan, and discussed the following internal audits for this quarter:

- Appalachian Real Estate Holdings, Inc. and New River Light and Power Company – no findings.
- Athletic Ticketing and Concession Internal Controls – The Director of Athletics requested that Internal Audits review the procedures in place over game day ticketing and concession financial operations and make recommendations for improvements. Recommendations were made regarding inventory reconciliations, verification and securing of change funds and receipts, and segregation of duties.
- Commercial Photography Program – Review of Equipment Loaned and Donated – A departmental activity review found that ASU policy was not followed with regards to entering a contract for two equipment loans. Recommendations were made to follow ASU policy in future contracts and insure equipment without delay.
- Campus-wide Reviews: Quarterly reviews were conducted in the areas of travel disbursements, fixed assets, Foundation expenditures, P-Card transactions and fund reconciliations. Recommendations were made regarding correcting an addition to the Fixed Asset System and following policy on future purchases over certain threshold amounts. Also, monthly reviews were conducted regarding the removal of network access for terminated employees. No other significant findings to report.

Three additional audits were also completed by external auditors this past quarter:

- Two Financial Audits: Appalachian Student Housing Corporation and Appalachian State University Foundation, Inc. Unqualified opinions on both.
- One program review: NC State Education Assistance Authority. No findings.

OTHER: Ms. Covalt provided a presentation on the consulting and advisory roles the Office of Internal Audits performs for the various operating units of the University.

ADJOURNMENT: There being no further business, the meeting of the Audit Committee adjourned at 5:45 p.m.

CHARLES V. MURRAY, Chair

By: _____

Kathy B. Roark
Assistant Secretary, Board of Trustees

MINUTES
MEETING OF THE ATHLETICS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, December 3, 2015

3:00-4:00 p.m.

Room 417 – Beacon Heights
Plemmons Student Union

CALL TO ORDER: The Athletics Committee of the Board of Trustees of Appalachian State University met at the call of the Chairperson and the Chancellor on Thursday, December 3, 2015, at 3:06 p.m. in the Beacon Heights Room of the Plemmons Student Union on the campus of Appalachian State University, Boone, North Carolina. Mr. James M. Barnes, Chair, presided and called the meeting to order.

MEMBERS PRESENT:

George M. Baldwin
James M. Barnes
Donald C. Beaver
Susan M. Branch
Robert C. Hatley

OTHERS PRESENT:

John M. Blackburn
Stanley V. Broaden
Dayton T. Cole
Randy K. Edwards
Sheri N. Everts
Denise N. Foutz
Chris Gentry
Douglas P. Gillin
Matt J. Ginipro
Alan J. Hauser
David T. Jamison
Gregory M. Lovins
Susan H. Pettyjohn
DeAndre R. Presley
Jonathan B. Reeder
Carson D. Rich
Alice G. Roess
D. Kenan Smith
Katherine A. Ward
John T. Weaver
Brittney C. Whiteside

CONFLICT OF INTEREST NOTICE: Chair Barnes read the statement: “Under the State Government Ethics Act, all voting members of the Board of Trustees have a duty to avoid conflicts of interest and appearances of conflicts. Looking at the agenda for today’s meeting, does anyone know that you have a conflict of interest or an interest that would give rise to the appearance of a conflict of interest? If so, please let me know now.” None reported.

COMMENTS FROM HEAD COACHES AND STUDENT-ATHLETES: Head Women’s Volleyball Coach, Mr. Matt Ginipro, and Director of Track & Field and Cross Country, Mr. John Weaver, made comments about their programs and fielded questions from the Committee. Women’s Soccer student-athlete, Ms. Kate Ward, and Men’s Track & Field student-athlete, Mr. Stanley Broaden, gave the Committee insight regarding their experiences as student-athletes at Appalachian State University and fielded questions from the Committee. Coaches and student-athletes were subsequently excused from the meeting.

STUDENT-ATHLETE LEADERSHIP & DEVELOPMENT: Mr. DeAndre Presley, Director of Student-Athlete Leadership and Development, introduced himself to the Committee. Mr. Presley provided an overview of several key programs being developed in the student-athlete leadership and development area:

- Mountaineers Rise, which is a new program designed to develop student-athlete life skills;
- Mountain-Ears, which is a men for men, women for women program designed to give student-athletes a forum to have open and honest conversations, build a network of support beyond their sports team, promote resources available to student-athletes, and help them to develop into strong leaders for life after college; and
- Mountaineer Moves, a new program created to coordinate and document student-athlete community service.

COMMENTS FROM DIRECTOR OF ATHLETICS: Mr. Doug Gillin, Director of Athletics, provided the Committee with an overall Athletics Department update. The Committee was briefed on a cash handling and ticket audit requested by Athletic Director Doug Gillin and conducted by the Office of Internal Audits in fall, 2015. Sport scheduling, in particular the fall, 2016 home football contest scheduled between Appalachian State University and the University of Miami, was discussed. Finally, overall fall sports performance and an update on major facility initiatives were reviewed with the Committee.

ADJOURNMENT: There being no further business, the meeting of the Athletics Committee adjourned at 3:56 p.m.

Respectfully submitted,

Jonathan B. Reeder
Recording Secretary

MINUTES
MEETING OF THE BOARD OF TRUSTEES OF THE ENDOWMENT FUND
APPALACHIAN STATE UNIVERSITY

Thursday, December 3, 2015
Room 417 – Beacon Heights
Plemmons Student Union

CALL TO ORDER: The Board of Trustees of the Endowment Fund met at the call of the Vice Chair and the Chancellor on Thursday, December 3, 2015, at 4:00 p.m. in the Beacon Heights Room of the Plemmons Student Union on the campus of Appalachian State University, Boone, North Carolina. Dr. Alice G. Roess, Vice Chair, presided and called the meeting to order.

MEMBERS PRESENT:

Mr. Donald C. Beaver
Mr. John M. Blackburn
Dr. Randal K. Edwards
Dr. Sheri N. Everts
Mr. Robert C. Hatley
Mr. Gregory M. Lovins
Dr. Alice G. Roess
Mr. D. Kenan Smith

OTHERS PRESENT:

Mr. Jeff Cloninger
Mr. Dayton Cole
Mrs. Denise Foutz
Mr. Geoff Graham
Mr. David Jamison
Mr. Mike O'Connor
Mrs. Susan Pettyjohn
Mr. Rick Presnell
Ms. Diane Pitts
Mrs. Amy Roberts
Mr. Ken Smith

Acceptance Of Gift Of Fuji Javelin Luxell Platesetter In Exchange For \$20,000 Credit:

Mr. Lovins presented information regarding receipt of a gift of equipment from the Appalachian State University Foundation, Inc. As background, Mr. Lovins explained that the Graphics Arts and Imaging Technology Program (GAIT) within the College of Fine and Applied Arts incorporates offset lithography as a vital instruction component for three of its academic courses. The Program uses three offset printing presses, which require electronic platesetters. One of the platesetters is 12 years old and in need of replacement. GAIT faculty members arranged for a gift of a Fuji Javelin Luxell platesetter to the Appalachian State University Foundation, Inc. However, this platesetter is not the ultimate solution to the departmental need and the GAIT

Advisory Board members have identified a vendor that is willing to accept a trade of the Fuji unit for a \$20,000 credit toward the purchase of a platesetter that will work for the departmental needs.

The motion was made and seconded to allow the acceptance of this Fuji platemaker from the Appalachian State University Foundation, Inc. and authorize its exchange for the \$20,000 credit towards the equipment needed for the department. The motion carried.

University Property Listing:

For informational purposes, Mr. Lovins discussed a University Property List that had been requested from a previous meeting of the Board of Trustees of the Endowment Fund. Mr. Lovins stated that main campus consists of approximately 400 acres and all other properties contribute to a 1,738 total acreage for the University. The list does not include properties owned by the Appalachian State University Foundation, Inc.

Endowment Investment Report:

Mr. Lovins reported that, as of September 30, 2015, the Endowment Fund's total investment with UNC Management Company, Inc. is \$27,864,439.41. The portfolio holdings are \$21,459,328.52 - Endowed Professorships, \$4,521,695.40 - New River Light and Power Company and \$1,883,415.49 - University Bookstore.

Adjournment:

There being no further business, the meeting adjourned at 4:35 p.m.

Respectfully submitted,

Diane Pitts