MEETING OF THE BOARD OF TRUSTEES
APPALACHIAN STATE UNIVERSITY
Friday, March 16, 2017
9:00 a.m.
Parkway Ballroom Plemmons Student Union

AGENDA

1. Call to Order
   Chair James M. Barnes

2. Recognition of Visitors
   Chair James M. Barnes

3. Approval of Absences
   Chair James M. Barnes

4. Approval of 12/8/17 & 1/29/18 Meeting Minutes
   Chair James M. Barnes

5. Remarks from Chancellor Sheri Everts
   INFORMATION

6. Report from the Academic Affairs Committee (Appendix A)
   Chair Susan M. Branch
   ACTION

7. Report from the Athletics Committee (Appendix B)
   Chair Robert C. Hatley
   INFORMATION

8. Report from the Audit Committee (Appendix C)
   Chair Charles V. Murray
   ACTION

9. Report from the Business Affairs Committee (Appendix D)
   Chair Scott K. Lampe
   ACTION

10. Report from the Student Affairs Committee (Appendix E)
    Chair Carole P. Wilson
    INFORMATION

11. Remarks from Chair Barnes
    INFORMATION

12. Closed Session

13. Open Session

14. Adjournment
MEETING OF THE ACADEMIC AFFAIRS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, March 15, 2018
2:00-3:00 p.m.
Room 415 - Rough Ridge
Plemmons Student Union

AGENDA

1. Call to Order
2. Approval of Minutes  ACTION
3. Hayes School of Music Update  INFORMATION
4. Human Resources Update  INFORMATION
5. Closed Session  ACTION
Dr. James Douthit, Dean
Hayes School of Music
Student Presenters

Rachel Jennifer Davis  
Bachelor of Music: Music Therapy, ‘18  
Satellite Beach, FL

Savannah Ashley Smith  
Bachelor of Science: Music Industry Studies-Recording and Production and Marking and Promotion, ‘18  
Minor in General Business  
Minor in Commercial Photography  
Apex, NC
Hayes School of Music: Turning a Passion for Music into a Profession for Life
Hayes School of Music

Mission Statement

The Hayes School of Music prepares young musicians for professional lives as performers, composers, music educators, music therapists, conductors, and music industry professionals, ensuring the next generation of musical leadership for the state, region, and nation.
THE JOURNEY BEGINS
SUPPORTING THE TRANSITION

The Hayes School of Music serves as an excellent bridge to the real world.

Ben F., '15
Appalachian State University
Great Jobs, Great Lives (2014)

- Study completed by
  - The Lumina Foundation
  - Gallup
  - Purdue University

- Factors of “Great Lives”
  - Workplace Engagement
  - Well-Being
  - Alumni Engagement
Great Jobs, Great Lives

Workplace Engagement

“If an employed graduate had a professor who cared about them as a person, one who made them excited about learning, and had a mentor who encouraged them to pursue their dreams, the graduate’s odds of being engaged at work more than doubled. Only 14% of graduates have had all three.”

Appalachian State University
Well-Being

- Purpose Well-Being
- Social Well-Being
- Financial Well-Being
- Community Well-Being
- Physical Well-Being
What do successful students do in the Hayes School of Music?

- Find true and unique musical interest with career clarity
- Excel in meeting the academic standards of the program
- Network and build
- Leadership
- Develop career specific ideas
- Cultivate good habits
- Overcome challenges
- Experience joy in making music
Over the Long Term

Hayes School of Music students prepare for engagement and eventual long term well-being by:

- Networking and building industry connections
- Developing career specific ideas, knowledge, and skills
- Finding true and unique musical interest with music career clarity
- Excelling in meeting the academic standards of the program
- Gaining leadership skills
- Cultivating good habits
- Overcoming challenges
- Discovering joy in making music

Appalachian State University
What we offer

The purpose of the Office of Relocation and Dual Career Assistance (RDCA) is to support new and prospective faculty, staff and their dual career partners and families in relocating to the local community. RDCA understands the priorities and needs regarding relocation and career transitions and assisting in connecting our new employees with the appropriate contacts and services on campus and in the community.

rdca.appstate.edu

Relocation Assistance

Once you have accepted an offer of employment with us, RDCA will reach out to get to know you and your needs. RDCA is your referral source for campus and community information. Let us help you gather information to make informed decisions about your new life in the High Country.

Office of Relocation and Dual Career Assistance
OFFICE OF RELOCATION AND DUAL CAREER ASSISTANCE
rdca.appstate.edu • 828-262-6992
Human Resources Building, Appalachian State University
130 University Hill Drive, Room 222 - Boone, NC 28607
rdca.appstate.edu
Housing Assistance

Let us know what you are looking for in a home. The Office of Relocation and Dual Career Assistance (RDCA) can connect you with property managers and realtors who offer housing options that best suit your needs. We maintain a current list of employee-owned homes for rent or for sale. We stay up to date on the current housing options in our community. We can even provide feedback on local properties. Let us be your local source for evaluating your housing options.

Dual Career Partner

If you are relocating with a working partner, RDCA offers consultations and assistance with their employment search. RDCA can help with networking, discussing Appalachian State University and community employment options, and navigating our local job search process. We stay connected with our local employer network and remain aware of available positions that might be a good professional fit. We can refer you for expertise in cover letter and resume writing and interviewing skills training. We partner with offices who host career events and networking opportunities. Let RDCA support your partner in finding their career in the High Country.

Community Integration

We want you to fall in love with our beautiful mountain community and stay here. We believe that doing so starts with the relationships you build. RDCA provides opportunities to connect with other community members and refers you to volunteering, social and cultural events. RDCA would like to be your first resource to explore and connect with our community.

Appalachian Marketplace

We offer a digital Buy/Sell/Trade program called Appalachian Marketplace. Our employees post homes for rent or sale, and list other items for sale, trade or free—vehicles, campers, outdoor sports equipment, household goods and more. We also offer the Employee Discount Program, a benefit for both our employees and local businesses. Many local businesses provide Appalachian employees a discount upon presentation of an AppState ID.
APPENDIX B

MEETING OF THE ATHLETICS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, March 15, 2018
4:00-5:00 p.m.
Room 415 - Rough Ridge
Plemmons Student Union

AGENDA

1. Call to Order

2. Approval of Minutes ACTION

3. Comments from current Student-Athletes at Appalachian INFORMATION

4. Comments from Director of Athletics
   Doug Gillin INFORMATION

5. Other INFORMATION

6. Closed Session INFORMATION
MEETING OF THE AUDIT COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, March 15, 2018
3:00 - 4:00 p.m.
Room 417 – Beacon Heights Room
Plemmons Student Union

AGENDA

1. Call to Order

2. Review and Approval of Minutes
   ACTION

3. Presentation of the 2017 Financial Statement Audit Report
   - Mr. David Ehricht, Office of the State Auditor
   INFORMATION

4. Summary of 2017-2018 Audit Plan: Recent Internal Audit Activity Update
   INFORMATION

5. Summary of Recently Completed External Audits
   INFORMATION

6. Review and Approval to Propose an Amendment to the Audit Committee Charter (Exhibit C-1)
   ACTION

7. Review and Approval to Propose an Amendment to the Bylaws of the Board of Trustees of Appalachian State University (Exhibit C-2)
   ACTION

   - Mr. David Hayler, Associate Vice Chancellor and Chief Information Officer and Mr. James Webb, Chief Information Security Officer
   INFORMATION
Appalachian State University
Charter of the
Audit Committee of the
Board of Trustees

BACKGROUND
Appalachian State University (the “University”) has chosen to use the North Carolina Office of the State Auditor (the “State Auditor”) to conduct its annual financial audits. The University of North Carolina (“UNC”) Board of Governors has required that the Board of Trustees of each UNC constituent institution have an active audit committee reporting to the Board of Trustees and UNC Board of Governors, and whose purpose, duties and responsibilities are described below.

PURPOSE
The primary purpose of the Audit Committee (the “Committee”) of the Appalachian State University Board of Trustees (the “Board”) is to assist the Board in fulfilling its oversight responsibilities for (i) integrity of the financial statements of the University, (ii) performance of the University’s internal audit function, (iii) assurance that the University is performing self-assessments of operating risks and evaluation of internal controls on a regular basis and (iv) the University’s information security program.

The Committee’s duties do not replace or duplicate established management responsibilities and delegations. Instead, the Committee serves in an advisory capacity to guide the direction of management’s actions and sets broad policy for ensuring accurate financial reporting, sound risk management, and ethical behavior.

AUTHORITY
In discharging its responsibilities, the Committee will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The Committee also will have unrestricted access to records, data, and reports. If access to requested documents is denied due to legal or confidentiality reasons, the Committee will follow a prescribed, Board-approved mechanism for resolution of the matter.

ORGANIZATION
The Committee shall be a standing committee of the Board consisting of at least four (4) members of the Board. Each Committee member must be (i) independent of the University’s administrative and executive officers and (ii) free of any relationship that would impair such independence. The members of the Committee shall be selected in the same manner as other committees of the Board.

If possible, at least one member of the Committee must be a financial expert; the other members
should be able to understand financial information and statements. For this purpose, a “financial expert” is someone who has an understanding of generally accepted accounting principles and financial statements; experience in applying such principles; experience in preparing, auditing, analyzing, or evaluating financial information; experience with internal controls and procedures for financial reporting; and an understanding of the audit committee function.

The members should collectively possess sufficient knowledge of audit, finance, higher education, information technology, law, governance, risk, and control. Because the responsibilities of the Committee evolve in response to regulatory, economic, and reporting developments, it is important to periodically re-evaluate members’ competencies and the overall balance of skill on the Committee in response to emerging needs.

MEETINGS
The Committee shall meet at least four (4) times a year and may hold additional meetings as circumstances require. The Committee will invite representatives of University administration, auditors, legal counsel, and others to attend meetings and provide pertinent information as necessary. It will also hold private meetings with the University’s Chief Audit Officer (the “CAO”) at least annually. Meeting agendas shall be prepared and provided in advance to members, along with appropriate briefing materials. Minutes of the meetings shall be prepared. Committee members should adhere to the values and ethics established by the University. It is the responsibility of Committee members to disclose any conflict of interest or appearance of a conflict of interest to the Committee.

DUTIES AND RESPONSIBILITIES
The principal duties and responsibilities of the Committee shall be as follows:

1. **UNC Board of Governor Requirements:**
   - Review the results of the University’s annual financial audit with representatives of the North Carolina Office of the State Auditor (OSA), the CAO and/or appropriate campus official(s), and discuss corrective actions, if needed.
   - Review the results of any other audit performed and report/management letter (i.e. investigations, Statewide Federal Compliance Audit Reports, etc.) issued by the OSA with representatives of the State Auditor’s Office, the CAO, and/or other appropriate campus official(s).
   - For any audit finding contained within a report or management letter issued by the OSA, review the institution’s corrective action plan and the report of the internal auditor on whether or not the institution has made satisfactory progress in resolving the deficiencies noted, in accordance with North Carolina General Statute 116-30.1 as amended.
   - Discuss the results of any audit performed by independent auditors and, if there were audit findings, review the institution’s corrective action plan and receive a report of...
corrective action

- Review all audit reports and management letters of University Associated Entities as outlined in Section 600.2.5.2 [R] of the UNC Policy Manual.

- Have a clear and recognized functional reporting relationship with the CAO to enable the CAO to meet privately to discuss professional issues freely with the Committee and its chairperson. The CAO also will report administratively to the Chancellor.

- Receive and review quarterly status updates from the institution’s CAO and internal audit reports that, at a minimum, report material (significant) reportable conditions, management’s corrective action plan for these conditions, and any follow-up reports regarding whether these conditions have been corrected.

- Periodically include an agenda item to hear a presentation from the Chief Information Officer regarding emerging information security matters at its regularly scheduled meetings, in accordance with UNC Policy 1400.2.

- Annually hear a report presented by the Chief Information Officer on the institution’s information security program and information technology security controls, in accordance with UNC Policy 1400.2.

- Receive, review, and approve, at the beginning of the audit cycle, the annual audit plan for the institution’s internal audit function. Developing the annual audit plan should include a consideration of internal control deficiencies as well as the results of the CAO’s consultation with senior management and the Board to obtain an understanding of the University’s strategies, key objectives, associated risks, and risk management processes. Ensure that the internal auditor addresses information security in the risk-based annual audit plan, in accordance with UNC Policy 1400.2.

- Receive and review, at the end of the audit cycle, a comparison of the annual audit plan with internal audits performed by the internal audit department.

- Ensure that internal audit functions are conducted in accordance with professional standards.

- Obtain assurance that the University is performing self-assessment of operating risks and evaluation of internal controls on a regular basis.

- Ensure that the CAO forwards copies of both the approved audit plan and the summary of internal audit results, including any material reportable conditions and how they were addressed, to the UNC System Office in the prescribed format.

- Prepare and forward to the UNC Board of Governors Committee on Audit, Risk Management, and Compliance, an annual summary certification of the work performed by the Committee.
2. **Other:**

- Institute and oversee special investigations as needed. Receive briefings from management or the CAO regarding fraud, significant complaints or misuse of state property.

- Monitor internal control systems and compliance at the University by reviewing the observations and conclusions of internal and external auditors and the findings of any regulatory agencies.

- Annually review management's processes with respect to institutional risk management and meet with the individual(s) responsible for institutional risk management as needed.

- Review and approve the internal audit activity charter annually, ensuring that it is consistent with professional standards.

- Ensure that the internal audit activity has a quality assurance and improvement program in place and receive assessment reports annually.

- Ensure that the internal audit activity has an external quality assurance review ("QAR") every five years. Review the results of the independent QAR and monitor implementation of any recommendations.

- Review and consult with the Chancellor in the appointment, replacement, or dismissal of the CAO.

- Resolve, or assist the Board in resolving, disagreements between management and OSA, the Office of Internal Audits, or other external auditors in connection with the preparation of the financial statements or other audits.

- Engage, in accordance with state laws, rules and regulations, independent counsel or other advisors if and as necessary to carry out its duties. The University shall provide funding as determined by the Committee, subject to the oversight of the Board, for payment to any such advisors that may be engaged by the Committee.

- Perform such other duties and tasks as may be assigned or requested from time to time by the Board.

**AMENDMENTS**

The Committee, with the assistance of the CAO and University legal counsel, should periodically review and assess the adequacy of this Charter, and propose any suggested revisions or additions to the Board for its consideration. Revisions or additions to this Charter shall be made and effective as approved by the Board.
Updated and approved this 16th day of March, 2018.

__________________________
Chief Audit Officer

__________________________
Chancellor

__________________________
Chair of the Audit Committee

__________________________
Chair of the Board of Trustees
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.


1.4 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 General Assembly, two of whom shall be appointed upon the recommendation of the President Pro Tempore of the Senate, and two of whom shall be appointed upon the recommendation of the Speaker of the House of Representatives; 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 (the “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 the 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 Affairs Committee – The Student Affairs 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 Affairs division 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 Affairs division.

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

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 Affairs 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 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) integrity of the financial statements of the University, (ii) performance of the University's internal audit function, (iii) assurance that the University is performing self-assessments of operating risks and evaluations of internal controls on a regular basis, and (iv) the University’s information security program. 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 University's 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
Amended – September 22, 2017
Amended – March 16, 2018

Approved on March 16, 2018:

James M. Barnes
Chair, Board of Trustees
Appalachian State University
MEETING OF THE BUSINESS AFFAIRS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, March 15, 2018
3:00 - 4:00 p.m.
Room 415 -- Rough Ridge Room
Plemmons Student Union

AGENDA

1. Call to Order
2. Approval of Minutes
3. New River Light and Power Rate Case
4. Designer Selection - Campus Road Repairs - (Exhibit D-1)
5. Capital Update
6. Other
February 27, 2018

MEMORANDUM

TO: Paul Forte  
Vice Chancellor for Business Affairs

FROM: Steve Martin  
Director, Planning, Design & Construction

SUBJECT: Campus Road Repairs – Designer Selection

This is a 2017 Carry-Forward funded project. Code and Item numbers are 41730-301. Interviews for the Campus Road Repairs project (authorized at $675,000) were conducted on February 26, 2018. The interview committee for the subject project included Brett Scantlin (Project Manager), Jeff Pierce (Physical Plant Director), and Steve Martin (Director, Planning Design & Construction). The committee reviewed four (4) letters of interest from design firms, with 4 shortlisted to interview. From those interviewed, the following are recommended, listed in priority order.

1. Benesch (Charlotte, NC)
2. Civil Design Concepts (Asheville, NC)
3. Vaughn & Melton (Boone, NC)
4. Labella Associates (Charlotte, NC)

If you concur with the selection committee recommendations, please so indicate by signing this form and returning it to me.

Approved: Paul Forte, VC for Business Affairs  
Date: 2/27/18
APPENDIX E

MEETING OF THE STUDENT AFFAIRS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Thursday, March 15, 2018
2:00 - 3:00 pm
Room 417 – Beacon Heights Room
Plemmons Student Union

AGENDA

1. Call to Order

2. Approval of Minutes ACTION

3. Housing Master Plan and Public Private Partnership INFORMATION

4. Closed Session ACTION
Housing Master Plan and Public Private Partnership (P3)

Appalachian State University

Student Affairs Committee | Board of Trustees
March 15, 2018
University Housing

Mission

We provide students with convenient, well-maintained housing and foster a learning-oriented community that creates connections and opportunities for meaningful experiences.

Vision

We strive to provide safe and sustainable housing for the Appalachian community and create a learning-centered home that engages residents to become active citizens of the world.
University Housing Inventory

- 20 Residence Halls
  - 5,679 beds
    - Traditional Style
    - Suite Style
    - Apartment Style
    - Hotel Style
# Needing Improvements

<table>
<thead>
<tr>
<th>Building</th>
<th>Constructed / Last Renovation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Winkler Hall</td>
<td>Imploded in 2014</td>
</tr>
<tr>
<td>Justice Hall</td>
<td>Renovation – 1992 – Bathrooms only</td>
</tr>
<tr>
<td></td>
<td>Constructed – 1952</td>
</tr>
<tr>
<td>Bowie Hall</td>
<td>Constructed – 1966</td>
</tr>
<tr>
<td>Eggers Hall</td>
<td>Constructed – 1970</td>
</tr>
<tr>
<td>Gardner Hall</td>
<td>Constructed – 1968</td>
</tr>
<tr>
<td>Coltrane Hall</td>
<td>Constructed – 1968</td>
</tr>
<tr>
<td>East Hall</td>
<td>Constructed - 1952</td>
</tr>
</tbody>
</table>
Construction Since 2000

- Three new residence halls constructed:
  - Living Learning Center with suite style rooms (310 beds)
  - Mountaineer Hall with hotel style rooms (451 beds)
  - Summit Hall with suite style rooms (333 beds)

- Eight residence hall renovations:
  - Belk Hall (164 beds)
  - Cone Hall (273 beds)
  - Cannon Hall (287 beds)
  - Doughton Hall (282 beds)
  - Frank Hall (199 beds)
  - Hoey Hall (268 beds)
  - Lovill Hall (217 beds)
  - White Hall (264 beds)

- Acquired Quality Inn and converted to Appalachian Panhellenic Hall with hotel style rooms (246 beds)
Winkler Challenges

- Winkler Residence Hall Replacement
  - Capacity: 352 suite style beds
  - Total Project Authorization: $32 million
  - Procurement Process:
    - Construction Manager At-Risk
      - $2.5 million over authority
    - Hard Bid
      - $4.5 million over authority
Benefits of a P3 Approach

- Limited University debt capacity for ~$170 million project
- Economies of scale realized by singularly approved and planned, multi-phased project
- Developer expertise at low-cost construction and program efficiency
- Goal is to be off balance sheet; and either credit neutral or positive
## 2019-20 Projected Demand

<table>
<thead>
<tr>
<th>Classification</th>
<th>Full-Time Enrollment</th>
<th>Potential Capture Rate</th>
<th>Potential Demand</th>
</tr>
</thead>
<tbody>
<tr>
<td>Freshman</td>
<td>3,283</td>
<td>99.0%</td>
<td>3,250</td>
</tr>
<tr>
<td>Sophomore</td>
<td>4,610</td>
<td>46.2%</td>
<td>2,131</td>
</tr>
<tr>
<td>Junior</td>
<td>3,812</td>
<td>27.0%</td>
<td>1,029</td>
</tr>
<tr>
<td>Senior</td>
<td>4,353</td>
<td>11.7%</td>
<td>511</td>
</tr>
<tr>
<td><strong>UG Full-Time Total</strong></td>
<td><strong>17,015</strong></td>
<td><strong>41.1%</strong></td>
<td><strong>6,921</strong></td>
</tr>
<tr>
<td>2019-2020 Housing Capacity</td>
<td></td>
<td></td>
<td>5,539</td>
</tr>
<tr>
<td><strong>Net Unmet Demand</strong></td>
<td></td>
<td></td>
<td><strong>1,382</strong></td>
</tr>
</tbody>
</table>
Project Objectives

- Construct 2,100 – 2,200 beds

<table>
<thead>
<tr>
<th>Replacement Beds</th>
<th>1,800</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bowie, Eggers, Gardner, Coltrane, East and Justice</td>
<td></td>
</tr>
<tr>
<td>New Beds</td>
<td>300 - 400</td>
</tr>
</tbody>
</table>

- ~90% of the total beds: semi-suite units
  - two double-occupancy bedrooms with one bathroom
- ~10% of the total beds: apartment-style units
  - two double-occupancy bedrooms, two bathrooms, living room and kitchen
Project Objectives

- A design solution that contributes to student success and retention:
  - Multipurpose rooms
  - Study Spaces
  - Faculty in Residence Apartments
  - Neighborhood concept
    - 30-40 person communities
    - 300-400 person buildings
Request for Qualifications (RFQ)

• Key Components
  ○ Asked developers to provide initial approach for:
    ■ Constructing 2,100 to 2,200 beds
    ● Include multipurpose and student study spaces
    ■ No reduction of parking spaces
    ■ No reduction in beds
  ○ Identify their team, financial capability and relevant experience
Request for Proposals (RFP)

- Key Components
  - Develop an asset management and operating plan:
    - Building ownership by National 501(c)3 organization
    - University provides ground lease to National 501(c)3
    - University provides administrative, residence life, custodial and general maintenance
    - Operator provides long-term asset management (HVAC systems, roof and window replacements, etc.)
    - Students have a seamless experience
Request for Proposals (RFP)

- Key Components
  - Develop a design and construction plan for:
    - Meeting the program needs (beds, parking, design requirements, etc.)
    - Demolition of existing beds and construction of new beds/parking must be sequenced carefully to avoid the net loss of beds/parking for any semester
    - Creating a neighborhood on west campus that improves parking, pedestrian access and greenspace
Schedule

- Evaluation Committee Recommendation based on:
  - Request for Qualifications (RFQ)
    - Statement of Qualifications Submitted - October 30, 2017
    - Four developers invited to submit an RFP
  - Request for Proposals (RFP)
    - Proposals Submitted - January 19, 2018

- Board of Trustees and Board of Governors Approval:
  - Spring 2018

- Construction Phase I:
  - Design work begins in Summer 2018
  - Construction begins in Spring 2019
  - Ready for occupancy for Fall 2020