



Tennessee State University

Governance Review

Carol Cartwright, Ph.D., AGB Senior Consultant and Senior Fellow

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Executive Summary

The Association of Governing Boards of Universities and Colleges (AGB) was engaged by Tennessee State University (TSU) to review its Board governance policies and practices, assess the Board's overall effectiveness, and identify areas where it can enhance its effectiveness. Information was gathered through individual interviews, reviews of key governance documents and observations of livestreamed Committee and Board meetings.

This report summarizes the findings from the interviews, livestreams, and document review, and it includes an assessment of governance effectiveness based on AGB's best practices. Information about the Board's perspectives on areas of greatest effectiveness and areas to consider for improving performance are also presented.

Based on information gathered during the review, the Board is operating effectively and in alignment with good governance practices. The report concludes with recommendations developed by the consultant which provide the Board with suggestions for achieving its goal of elevating its effectiveness.

Purpose of the Review

The President of Tennessee State University (TSU) requested that AGB provide consulting services to conduct a review of the effectiveness of governance for its Board of Trustees. In accordance with its policies, the Board has an upcoming self-assessment. This review was also seen as a way to aid the Board in that assessment.

Since 1921, AGB has been the premier membership organization that strengthens higher education governing boards and the strategic roles they serve for their institutions.

AGB Senior Fellow and Senior Consultant Dr. Carol Cartwright was selected to evaluate the Board's performance against AGB's well-established and accepted best practices and standards for university governing boards. When the individual boards for Tennessee universities were formed, Dr. Cartwright was engaged in 2016 by the Tennessee Higher Education Commission (THEC) to provide the initial orientation for the new boards, including TSU.

Process for the Review

Information for the review was collected by a review of key documents describing the organization and work of the Board, and through 14 interviews which were conducted individually with all members of the Board of Trustees, the President, the Board Secretary, and two members of the President's executive team.

A set of interview guidelines was prepared by the consultant and approved by the President and Board Secretary. The Board Secretary's office scheduled all interviews which were conducted by phone. Each interview lasted about 45 minutes. Those who were interviewed were told that no one would be quoted and there would be no attribution of any statement to any individual. This is a standard practice in these types of reviews. The consultant believes that interviewees were open, direct, and candid in their responses.

The consultant reviewed the Board's Bylaws, and related Policies, Board member biographies, Board Committee Charters, and a sampling of Board and Committee Meeting Minutes. The consultant also watched about 10 hours of livestreamed meetings, with a sampling of both Board and Committee Meeting livestreams from the past 18 months.

Findings from Interviews

The guidelines for the interviews provided prompts for eliciting discussion on the major areas of board responsibilities. The findings are presented in the categories of governing board roles and responsibilities that have been developed and tested over many decades by AGB. They are: mission and strategic priorities; leadership and shared governance; partnership with the president; financial sustainability; quality of the educational experience; board performance; and board culture. It is important to note that these findings are developed from the opinions and perspectives that were shared by individual Board members and selected administrators in their interviews with the consultant.

Mission and Strategic Priorities

The interviews began with questions about the Board's understanding of the University's mission and strategic priorities. Special consideration was given to the ways that the Board ensures alignment of decisions with strategic priorities and the Board's work to monitor implementation of the goals in the strategic plan.

All of those interviewed believe that the Board understands and supports the University's mission, and that they have a passion for the mission. Furthermore, they think that Board members are effective at telling the story of Tennessee State University—they know it well and are good at communicating the mission and the story. There is, however, some concern that the University could do a better overall job of communicating with students and other internal stakeholders as well as some external audiences. The belief is that more assertive public relations work is needed to get ahead of issues as well as to tell of the many positive achievements of the University. The perception is that the University has been too willing to let others (some with negative opinions) control the narrative about TSU.

The Board approved the University's current strategic plan, and its work is well aligned with the goals and priorities in the plan. This occurs primarily through the work of the Board Committees where progress on priorities is consistently discussed. Alignment is especially focused on the budget, enrollment, academic programs, and housing.

The current strategic plan was brought to the Board by the administration in September 2020. There was a strategic plan in place when the Board was first formed. When it was time to update the plan, the strategy was laid out for the Board by the administration based on Board discussions and input, especially in Committee meetings. There were no specifically structured opportunities for the Board to participate in an initial round of strategic thinking about what should be in an updated strategic plan.

Best practice is to have Board members engage in strategic thinking exercises (which are different from strategic planning) about issues and ideas to be considered in developing a strategic plan as a prelude to the President and other stakeholders preparing the plan. In preparation for strategic planning, Board members should be considering the larger landscape of higher education and asking what issues are likely to impact TSU so that appropriate strategic priorities can be set to meet challenges and follow up on opportunities.

Many reported that the Board is not shy about asking difficult questions and that the Board is very willing to have ideas and suggestions. Therefore, some time spent on strategic thinking by the Board prior to developing a strategic plan would likely result in robust discussions and helpful suggestions. To be clear, the Board does engage in discussions about strategic matters, but it was not a specific part of the context for the launch of the most recent strategic planning process.

The President takes a strong role in providing frequent updates to Board members between meetings, and she makes excellent presentations at Board meetings. The consultant observed these presentations at Board meetings when reviewing the livestreams. The President's presentations are very comprehensive and are focused on the institution's priorities. They are reports of what has been accomplished rather than open-ended discussions about the future.

Leadership and Shared Governance

All of those interviewed reported that the relationship between the Board and the President is strong. They believe the President worked hard to build this positive relationship from the very beginning of becoming a board. Some thought she had heard about other institutions with dysfunctional boards and was determined that would not happen as a new board was put in place at TSU. In addition, the President has served on other boards, including boards of publicly traded companies, and she has an excellent understanding of good governance practices.

Some noted that the President and Board do not always agree, but there is good dialogue. The President is regarded as very transparent, always prepared, and very available to any board member. Some expressed a concern that communication, especially at Board meetings, is mostly one-way and indicated a need for more dialogue at the Board meetings.

All of those interviewed said that they value having both a faculty and a student representative on the board. They noted that the Board relies on these two members to become informed about the perspectives of faculty and students. There do not appear to be many other ways for Board members to systematically connect with students, staff, and faculty. The Board does not have systematic practices to hear presentations from faculty and student governance groups at their Board meetings or of regularly scheduled informal ways to get acquainted with faculty, staff, and students. Some boards have faculty and student governance groups report at each board meeting, or have a periodic calendar for such presentations, and it is required by many states as part of the public meetings.

The President stays in close touch with students and faculty and reports regularly about these interactions to the Board. The Board benefits from this information, but it would also benefit from hearing directly from student and faculty groups on a more systematic basis. For example, a faculty research group might report on their work as part of the Board meeting agenda, or a group of students might give a panel presentation on their internship

experiences with community-based non-profit organizations. Opportunities such as these allow Board members to get better acquainted with the University's initiatives and allows for open discussions with students and faculty members. The Board has had experiences like those described above and individual Board members have met with student and faculty groups from time to time. The suggestion is to build a regular schedule of such experiences and intentionally build them into Committee and Board meetings.

Some of the Board members indicated they do not have a good understanding of shared governance and would welcome more discussion.

Input from external stakeholders appears to be mostly ad hoc. Apparently, external stakeholders frequently contact individual Board members. This is not a good practice and should be discouraged. This is not to say that external stakeholder input should not be welcomed and encouraged. It should be, but there should be standardized policies and practices to manage it. A best practice is to be clear that the President (or someone she designates) speaks for the University and the Board Chair speaks for the Board.

According to the Board Bylaws, there are opportunities for various stakeholders, both internal and external to the University, to request an opportunity to address the board. No one interviewed mentioned any such presentations and the consultant did not observe any in the livestreams that were reviewed.

Partnership with the President

Board members bring multiple talents and background experiences to their service as Board members. A best practice is to find ways to engage Board members as thought partners with the President. Many of those interviewed indicated that the President uses the Board as a sounding board at times, but they also say that the Board could do better in this area. The perception is that the administration brings items to the board for approval rather than discussion most of the time.

The President appears to use Board members effectively in individual conversations which occur frequently between Board meetings. In addition, the President is effective at using Board talent when creating special committees such as the recently constituted Board Committee that is considering housing.

As a public institution, TSU is required to have public meetings. Given this context, many reported that they do not feel that Board meetings are conducive to open discussions, and that they have a difficult time seeing how boards can do much in the way of being thought partners at public meetings. Institutions across the country that must be responsive to public meeting laws also struggle with this problem. However, many boards have found ways to have open discussions of strategic issues at public meetings, and the TSU Board would benefit from learning about their experiences. For example, boards can schedule plenary sessions to discuss items of strategic interest that do not have formal business associated with them. An example is a session about the national research literature about best practices for student success, with a team of university experts presenting the information and facilitating a Board discussion.

The Board's process for evaluation of the President was also discussed. All of those interviewed expressed that they understood the policy and the practices for the evaluation. All Board members have input, and all receive a summary of the results. The process is managed by the Board Chair or his or her designee. A few of those interviewed questioned whether there was a clear set of annual expectations for the President; they felt the practice would be better described as looking at what emerged during the year and evaluating it. Others felt that, at first, there were too many specific goals for the President, but that the process of setting goals for the year has improved over time.

The interviews revealed that there is significant appreciation for the President and TSU's senior leadership team among Board members. Several opined that this is positive, and it is accompanied by the Board's understanding that their ultimate role as fiduciaries is to protect the University.

Financial Sustainability

The interviews revealed that Board members understand financial matters. They ask good questions about the short-term budget and long-term financial sustainability. Greater confidence was noted for work with short-term budget matters as contrasted with proactive discussions about longer-term financial sustainability. Several Board members have excellent financial backgrounds which adds to the overall confidence that the Board has in financial accountability.

Many noted that the University has been under the microscope on finances because of state audit reports. The Board took this issue seriously and expressed lack of confidence in the previous financial operations staff and

performance. The University now has a new financial team led by a new chief financial officer who the Board regards as very competent. Audit issues have been addressed and most issues have been resolved. The Board performed effectively in ensuring that there is adequate staffing to manage financial issues.

Most of those interviewed said that the University was not as prepared as it might have been by the large influx of students for fall semester 2022. They seemed to think this was a pivotal experience, and the Board has been more proactive about discussing the financial and other implications of managing the influx and, especially, what the University should be planning for in the future.

Quality of the Educational Experience

Board members receive extensive reports about academic programs, student life, accreditation, and enrollment at the Committee meetings. They are well informed about the metrics used to assess educational quality. The Academic and Student Affairs Committee is highly reliant on reports from administrators and reliant on information from the faculty and student Board members. Board members should guard against relying exclusively on the faculty and student Board members and should consider how to expand and enhance their knowledge of faculty and student perspectives.

The Chair of the Academic and Student Affairs Committee was a member of the THEC and brings great value to the meetings in terms of understanding the meaning of various metrics. Board members have confidence in her leadership.

The Board is focused on understanding the overall student experience and seems to be trying to ensure an appropriate balance between how resources are allocated for both academic programs and student life. They engage in productive discussions about the balance.

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Board Performance

There is a good mix of skills and background experiences on the Board, with a slight preponderance of those with financial backgrounds.

Many reported that the board understands the differences between governance and management and is careful not to overstep their role. One person said that “There is no need to micro-manage when you have a strong leader, and she has a strong team.”

According to those interviewed, Board members ask good questions and understand that it is appropriate to bring a different viewpoint to a discussion. There is respectful listening to those with different views.

The administration brings multiple reports to Board and Committee meetings, but there is a sense that there is adequate time for discussion, especially at Committee meetings. All Board members usually attend all Committee meetings.

Significant discussion takes place in Committee meetings, and, therefore, Board meetings can sometimes appear to be scripted. There is a feeling that Board meetings do not lend themselves to discussion as they are focused on the formalities of approving various items from the Committee meetings and receiving a report from the President and the Board Chair.

In viewing several livestreams, the consultant noted variability in terms of discussion. At times, discussion was very robust, and members seemed free to express their concerns; in others, there was very little discussion. The pattern was to observe more discussion at Committee meetings than at Board meetings.

Some of those interviewed expressed a concern that there may be too much focus on having efficient meetings. They see value in longer meetings with more time for discussion.

Some interviewees stated that the Board members need to do a better job of working together to raise private funds to support the University.

Board Culture

The words used frequently to describe the culture of the Board were collegial, collaborative, and professional. It was reported that many Board members know each other from their work in the Nashville community and they get along well together. There is a culture of trust and respect, and it is clear that Board members are passionate about the mission and committed to TSU.

Committee chairs emphasize open, honest discussion and most reported that Board members are not bashful about expressing their opinions. There have been healthy debates at meetings.

Several of those interviewed noted that the Board should have done better at anticipating the enrollment influx. Across the Nation, there was discussion about an “HBCU Renaissance” and the Board might have benefitted from some scenario planning about what such a renaissance would mean for TSU. In summary, some of those interviewed believe that the Board needs to be more proactive and engage in more long-term thinking.

Some concern was expressed about a University culture of being timid about communicating the positive news and events occurring at the University. There is a sense that the good news is not celebrated.

Summary from Interviews

Interviewees were asked about where the Board is most effective and where it is working at the highest level. They were also asked about where the Board should focus to improve its effectiveness. The following items reflect the areas in which the interviewees believe the Board has been most effective and where improvements should be considered.

a. Most effective:

Supporting the President and the University; Board members really care and the relationships between the President and the Board are very positive; the Board is committed to student success; they have built a cohesive, collaborative culture.

The overall mix of skills and experiences is valued and put to good use; financial expertise is especially significant.

The President is remarkable; she energizes people and makes good decisions; her frequent communications with Board members are appreciated.

The faculty and student representatives on the Board are excellent; they bring important perspectives.

Committees get into the details and value each other's opinions; good attendance and good participation.

Recently became more engaged in what the Board wants to discuss in addition to what the administration brings; the housing issue prompted this.

Regular program assessment is valuable.

The financial staffing and performance issues were addressed, the new chief financial officer is doing well, and the Board has confidence in him.

b. Suggestions for Improvement from Interviewees

The Board needs to be more educated about how the higher education landscape is changing and how that impacts TSU; need to be more anticipatory and look at possibilities that might affect TSU; need more frequent retreats to dig into topics.

The Board should get more involved in building financial support through philanthropy.

The Board should determine how to have more strategic conversations, including in the public meetings; it is focused on having efficient meetings; need to find ways to have more deep discussions and consider long-term issues; consider changing the Board structure so we can dig in deeper.

The Board should have pushed for a strong public relations group sooner; need an aggressive public relations approach; anticipate some negative press (inevitable in today's world) and get ahead of it; be more active in pushing out the good news.

The Board should periodically review its governance role and get better at advising the President; be sure everyone is engaged appropriately in Board work.

The Board should take seriously the need to know what others are thinking about various topics; this involves deeper understanding of the views of external stakeholders as well as a better understanding of the views of faculty, staff, and students.

The University needs a plan for government relations; need to build good relationships with the legislature.

Findings from Document Review

Bylaws and Board Policies

The characteristics of effective board bylaws developed by AGB were used as criteria in judging the adequacy and appropriateness of TSU's Board Bylaws. Effective bylaws are board-focused; clearly and succinctly expressed; balanced in level of detail; flexible to allow for changing circumstances; responsive to federal and state laws; well-organized; and streamlined.

Board bylaws typically include information about the powers of the board and delegation to the president. They also include information about membership on the board, terms of service, manner of appointment, and guidance about filling vacancies. Other typical information in bylaws describes board meetings, open meeting requirements, definition of a quorum, a list of board officers and how they are selected, and descriptions of board committees. If these items are not in the bylaws, they are found in related board policy documents.

TSU's Board Bylaws and Policies are well organized and include the appropriate information and level of detail. Committees are not described in the Board Bylaws, but information about Committee purposes and membership is found in a related Board Policy document. Since the Board is relatively new, there have not been many situations requiring revisions to the Bylaws, and, therefore, the Bylaws have not become cumbersome as sometimes happens with multiple revisions over time.

Board Member Biographies

Board member biographies are prominently displayed on the Board website. They contain the appropriate level of detail and validate the excellent mix of skills and experiences among the Board members.

Meeting Materials and Minutes

Committee and Board materials and minutes were reviewed for the work of the Board during the past 18 months. Materials are very complete and descriptive. Minutes are appropriately reflective of the work of the Board and the Committees.

Conclusion Based on Review

Information obtained through individual interviews, a review of pertinent governance documents, and observations of Committee and Board meetings reveals that the Board is operating in an effective manner as described by best practices in higher education governance. In addition, the Board has an opportunity to elevate its effectiveness by considering the implementation of some of the observations conveyed by Board members through their individual interviews and by considering recommendations developed by the consultant.

Consultant's Suggestions for Board Consideration

Throughout this report, best practices in governance are referenced. Assessment of the Board's performance in these various areas is embedded in the findings from the interviews and the document review. Overall, based on the information gathered in this review, the Board is functioning in an effective manner. However, even very effective boards can get better. In that spirit, the following recommendations are offered for the President and the Board to consider.

1. At the beginning of the cycle for developing and/or updating the strategic plan, the administration and the Board should develop opportunities for the Board to engage in strategic thinking. This would be the time for Board members to consider the larger landscape of higher education and anticipate issues and opportunities that might impact TSU and should be considered in the planning process.
2. The Board should consider ways to expand its understanding about the work and the views of faculty, staff, and students so that it does not become overly reliant on learning about faculty and student perspectives from the faculty and student members of the Board. It should consider more systematic ways to become informed about the work and the views of faculty, staff, students, and relevant external stakeholders.

3. The Board expressed an interest in learning more about shared governance. This could be provided as part of a comprehensive periodic review of board governance best practices and periodic board education experiences. Information about shared governance practices in American universities could also be an effective plenary session (see item #4 below).
4. The Board is searching for more opportunities to engage in dialogue about current matters, and to be proactive and anticipate issues that might impact the institution. The Board should consider adding a plenary session to its Board meeting agendas. The topics could vary from meeting to meeting. At times, the plenary session might be used to highlight faculty and/or student work or significant achievements. At other times, it might be used to have a focused discussion on timely topics such as student success, learning communities, international programs, or internship opportunities to name a few possible topics. Plenary sessions are designed to provide for information sharing and open-ended discussions with no specific business items for board action. They are excellent ways for presidents to engage board members as thought partners and for board members to be proactive about topics they believe might be relevant to future considerations. They can be conducted effectively in public meetings.
5. There were questions about the annual goals for the President. The Board Chair should ensure that goals are specified prior to the beginning of the year and that all Board members are aware of the annual goals.
6. When all board members attend all committee meetings, there is really no need for committees—every topic is essentially managed by a committee of the whole. This may be what the Board intends, but it should be a deliberate decision. The Board should discuss the committee structure and determine if it wants standing committees that truly function as committees, including an opportunity for non-Committee members to attend occasionally. The Committee chair should be clear in managing the discussion about who serves on the Committee; the others should be seen primarily as observers. There are advantages to structuring committees that function as sub-groups of the full board.
 - a. Such committees could include constituents who bring important perspectives to the committee on an ad hoc or “as needed” basis. These individuals would be different from the

defined Committee liaison staff who are regular participants. The individuals would not be voting members and would not attend every meeting, but they would bring resource information to the committee based on certain agenda items. Consider, for example, the opportunity to build new residence halls and what students who live in the halls and resident advisors who work in the halls might contribute to the discussion. Another example would be to include some university health and wellness personnel when there is an agenda item about student well-being and mental health. Multiple examples exist for this recommendation.

- b. Committees could be scheduled simultaneously. This would allow for longer committee meetings and more time for deeper discussions. It might also be a way to free up time for the plenary sessions mentioned above.
 - c. The committee chair would need to think carefully about how much detail needs to be shared when reporting about the work of the committee to the full board. This is a way to build confidence among board colleagues that those who sit on the committee are doing appropriate due diligence.
 - d. Committee assignments could be rotated among board members to deepen board member engagement and education.
7. The Board should clarify its expectations for Board members to participate in private fundraising as donors and as fundraisers. Even in public institutions where Board members are not selected for their ability to give, board members are expected to participate in the philanthropic work of the institution. The percentage participation of governing board members is an excellent signal to those considering a gift. When board members lead by example, university staff engaged in fundraising have a good story to tell prospective donors about board commitment and the important role of philanthropy in the long-term success of the institution.
8. In developing protocols for both Committee and Board meetings, various ways of streamlining the work should be considered. For example, once a prior meeting has been referenced by its date, the next reference to that meeting could be shortened to “our last meeting” rather than constantly repeating the specific date of the meeting. Similarly, once the specific date of the current meeting has been stated, additional references could be to “this meeting” rather

than repeating the specific date each time. In another example, the Committee chairs would not need to present a list of each agenda item at the beginning of the meeting. Everyone has the written materials and can see the agenda. The chair would just need to address each item thoroughly in its order on the agenda. Other examples are to use a consent agenda for Board approval of all Committee meeting minutes, and to use roll call voting wherever possible.

Final Thoughts

AGB applauds the Board of Trustees and the President of Tennessee State University for undertaking this review of performance. Governing boards are responsible for determining their effectiveness, and it is appropriate for boards to identify areas of strength as well as areas to focus on for improvement. Engaging in a review of governance effectiveness is a way for boards to hold themselves accountable, to demonstrate their commitment to best practices, and to enhance board performance.