

**Tennessee State University Board of Trustees
Executive Committee Meeting- March 15, 2018
Tennessee State University – Main Campus – McWherter Administration Building,
President’s Conference Room – 3500 John A. Merritt Blvd., Nashville, Tennessee**

MINUTES

Executive Board Members Present: Trustee Deborah Cole and Trustee Pam Martin.

Other Board Members Present: Dr. Edith Peterson Mitchell (by phone), and Dr. Ali Sekmen.

University Staff Present: President Glenda Glover, University Counsel and Board Secretary, Mr. Laurence Pendleton, and Chief of Staff, Dr. Curtis Johnson.

I. CALL TO ORDER

Vice Chair Cole called the meeting to order at 11:00 a.m. She noted that she would be presiding over the meeting in Chair Walker’s absence. She then proceeded to the second item on the agenda.

II. ROLL CALL/DECLARATION OF A QUORUM

Vice Chair Cole asked the Board Secretary, Mr. Laurence Pendleton, to call the roll. The following Executive Committee Trustees were noted as present: Trustee Cole and Trustee Martin.

Secretary Pendleton announced the presence of a quorum.

III. APPROVAL OF NOVEMBER 16, 2017 EXECUTIVE COMMITTEE MEETING MINUTES

Vice Chair Cole introduced the first order of business — the approval of the November 16, 2017, Executive Committee meeting minutes. Vice Chair Cole informed the Committee that the minutes for the Executive Committee’s November 16, 2017, meeting were included in the Board materials for the March 15, 2018, Board meeting.

Vice Chair Cole moved to recommend to the full Board the approval of the November 16, 2017, Executive Committee meeting minutes, as contained in the Board materials for the March 15, 2018, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Vice Chair Cole called for a vote. The motion carried unanimously.

IV. ADOPTION OF BOARD EXECUTIVE COMMITTEE PROCEDURES GOVERNING THE PRESIDENT’S ANNUAL PERFORMANCE REVIEW

Vice Chair Cole introduced the second order of business—the adoption Board Procedures governing the President’s Annual Performance Review. She noted that the proposed procedures were included in the Board materials for the March 15, 2018, Board meeting.

Vice Chair Cole shared that, pursuant to Board Policy No. 004, the Board shall evaluate the President’s job performance on an annual basis. She also reminded the Committee that under Policy No. 004, the Board has delegated to the Executive Committee the authority to organize and conduct

an annual performance review of the President, in accordance with procedures adopted by the Executive Committee.

Vice Chair Cole further stated that at the August 17, 2017, Executive Committee meeting, the Executive Committee reviewed and discussed the Executive Committee procedures governing the President's annual performance review. She also noted that Chair Walker discussed the procedures as part of the Executive Committee report at the August 17, 2017 Board meeting.

Vice Chair Cole also commented that at the November 16, 2017, Board meeting, the full Board addressed the President's annual performance review procedures. At that time, Trustee Sekmen made some comments on the procedures, including a request to include a comprehensive review for the President, and a request to permit specific faculty input as part of the Executive Committee's evaluation procedures. Vice Chair Cole noted that the Board voted to refer the procedures back to the Executive Committee for consideration of possible modifications to the procedures.

Vice Chair Cole then yielded the floor to Secretary Pendleton to discuss the modifications that were incorporated into the proposed annual performance review procedures. Secretary Pendleton informed the Committee that following the November 16, 2017, Board meeting, he spoke with Trustee Sekmen and Chair Walker regarding Trustee Sekmen's comments on the annual performance review procedures. Secretary Pendleton also indicated that he had conducted additional research on the annual performance evaluation procedures followed by other institutions.

Secretary Pendleton stated that based on his conversations with Trustee Sekmen and Board Chair Walker, and information developed from his additional research, the proposed annual performance review procedures now include a comprehensive review of the President's performance. He also commented that the solicitation of feedback provision remained the same as the previous version of the procedures. Secretary Pendleton thanked Trustee Sekmen for his input and efforts to enhance the procedures. Trustee Sekmen voiced his support of the modification and the procedures.

Vice Chair Cole then asked President Glover if she had any comments, and President Glover replied that she did not.

Vice Chair Cole advised that in accordance with Board Policy 004, the Executive Committee would need to vote on whether to recommend to the Board the adoption of the Executive Committee Procedures governing the President's Annual Performance Review, as contained in the March 15, 2018, Board materials.

Vice Chair Cole then moved to approve a recommendation to the Board that the Board adopt the Executive Committee's procedures governing the President's annual performance review as contained in the March 15, 2018, Board meeting materials. Trustee Martin seconded the motion. Vice Chair Cole called for a vote. The motion carried unanimously.

V. REPORT ON PRESIDENTIAL COMPENSATION REVIEW

Vice Chair Cole moved to the next agenda item – a discussion of the Presidential Compensation Review. Vice Chair Cole informed the Board that the materials for the agenda item were included in the materials for the March 15, 2018, Board meeting.

Vice Chair Cole commented that at the November 16, 2017, Executive Committee meeting, the Committee asked the President and/or her designee to conduct a compensation review to assess the

competitiveness of the President's compensation compared to Presidents at peer institutions in order for the Board to ensure that it can retain and attract an outstanding chief executive officer by providing competitive base compensation.

Vice Chair Cole yielded the floor to President Glover and her designee to provide pertinent information related to the agenda item. President Glover asked Secretary Pendleton to provide information on this agenda item. Secretary Pendleton discussed the compensation review document. He identified the institutions that were part of the review, including former TBR institutions and other HBCUs.

Secretary Pendleton also discussed the salaries of the Presidents at the identified institutions. Secretary Pendleton commented on the average salaries for University Presidents in Tennessee and HBCU Presidents. He noted President Glover's salary and benefits fell below the average salary and benefits for the other Presidents at "peer" institutions. He further noted that despite this shortfall, President Glover has been adamant that she does not want a salary raise at this time. Vice Chair Cole then indicated there was no vote required, as this was an informational discussion item.

Trustee Sekmen voiced his support for President Glover's salary to be competitive with peer institutions and commended President Glover for not wanting an increase in her salary at that time. He also expressed his view that the Executive Committee should consider faculty salary levels, university revenues, and enrollment figures when determining future increases in the President's salary.

Vice Chair Cole asked President Glover if she had any comments and President Glover reiterated that she does not want a salary increase at this time. Vice Chair Cole stated that the Board would take up any salary issues in connection with President Glover's annual performance evaluation.

VI. APPROVAL OF DELEGATION OF AUTHORITY TO EXECUTIVE COMMITTEE TO CREATE AN EMPLOYMENT CONTRACT FOR PRESIDENT

Vice Chair Cole moved to the next item on the agenda - the Board delegation of authority to Executive Committee to create contract with the President. Vice Chair Cole noted that information regarding this agenda item is contained in the Board materials for the March 15, 2018, Board meeting.

Vice Chair Cole asked Secretary and University Counsel Pendleton to address this agenda item. Secretary Pendleton noted that according to an American College President study, the majority of university Presidents serve under a multi-year Presidential contract with standard terms including benefits, salary, automobile use, housing provision, and other terms. Secretary Pendleton also noted that this agenda item would authorize the Executive Committee to create an employment contract with President Glover, with said contract subject to approval by the full Board. Secretary Pendleton commented that the Tennessee Tech University Board of Trustees was in the process of developing and approving a contract for its President and MTSU was examining a possible contract for its President.

Vice Chair Cole asked President Glover for any comment. President Glover noted the statistics Secretary Pendleton referenced on the percentage of Presidents serving under a standard Presidential contract. She also voiced her support for creating a contract with the Executive Committee.

Vice Chair Cole then reiterated that this item only seeks authorization for the Executive Committee to create a contract with President Glover. The contract that is developed will be subject to approval by the full Board at the June 21st Board meeting, or a board meeting thereafter.

Vice Chair Cole then moved for the Executive Committee to recommend to the full Board that the Board delegate authority to the Executive Committee to create a contract with President Glover, as reflected in the March 15, 2018, Board materials. Trustee Martin seconded the motion. Vice Chair Cole called for a vote. The motion carried unanimously.

VII. PRESIDENT'S RECOMMENDATION FOR BOARD APPOINTMENT OF STUDENT TRUSTEE

Vice Chair Cole moved to the next item on the agenda - a report on the President's recommendation for Board appointment of the Student Trustee.

Vice Chair Cole recognized President Glover to discuss this agenda item. President Glover commented that she utilized the same process as last year to identify a student for recommendation to the Board to serve as the next Student Trustee. President Glover stated that the process utilized last year yielded a very talented person, Ms. Sydnie Davis, to serve as Student Trustee.

In describing the recommendation process, President Glover commented that the Student Government Association sent out announcements and solicited applications from students who were interested in serving as the next Student Trustee. She noted that the SGA evaluated numerous applicants for review by Cabinet members and other Student Affairs staff members. Following the evaluation and interviews by Cabinet members and Student Affairs staff, the reviewers recommended two candidates to her for an interview.

She indicated that after conducting interviews, she decided to recommend Ms. Braxton Simpson as the next Student Trustee. President Glover stated that Ms. Simpson is a freshman honor student majoring in agribusiness in the College of Agriculture. She also noted that Ms. Simpson is a native of Marietta, Georgia, a Dean's Scholar, and a member of Minorities in Agriculture, Natural Resources, and Related Sciences. President Glover highlighted that Ms. Simpson has secured a multi-year paid internship with a Fortune 200 company, Monsanto, while also maintaining a 4.0 G.P.A. President Glover also shared that Ms. Simpson is a member of the President's list, and Student Government Association, while holding the title of Miss. Freshman.

President Glover stated that for these reasons, she is recommending that the Board appoint Ms. Simpson to serve as the Board's next Student Trustee.

Vice Chair Cole thanked Dr. Glover for her comments and noted that the full Board will be taking up this agenda item for a Board vote.

VIII. ADJOURNMENT

Vice Chair Cole opened the floor for any additional business. After seeing none, Vice Chair Cole moved for adjournment. Trustee Martin seconded the motion.

With there being no discussion, Vice Chair Cole called for a vote. The motion carried unanimously. Vice Chair Cole adjourned the meeting at 11:40 a.m.