

Tennessee State University Board of Trustees
Regular Meeting - November 16, 2017
Tennessee State University – Main Campus – Hankal Hall 3500 John A. Merritt Blvd.,
Nashville, Tennessee

MINUTES

Board Members Present: Dr. Deborah Cole, Mr. Stephen Corbeil, Dr. Richard Lewis, Mr. William Freeman, Dr. Edith Peterson Mitchell, Ms. Pamela Martin, Dr. Joseph W. Walker, III, Dr. Ali Sekmen, and Ms. Sydnie Davis.

University Staff Present: President Glenda Glover, and Laurence Pendleton, University Counsel and Board Secretary.

Guests: Lauren Collier, Tennessee Higher Education Commission Director of Institution and Board Affairs, Members of the President's Cabinet, Members of the Deans' Council, and President of the Student Government Association – JerMilton Woods.

I. CALL TO ORDER

Chairman Walker called the meeting to order at 1:30 p.m. Chairman Walker welcomed the Trustees and audience members to the meeting. He then noted that several items were listed on the agenda for the November 16, 2017, Board Meeting and proceeded to the second item on the agenda.

II. ROLL CALL/DECLARATION OF A QUORUM

Chairman Walker asked the Board Secretary, Mr. Laurence Pendleton, to call the roll. The following Trustees were present: Dr. Deborah Cole; Mr. Stephen Corbeil; Mr. William Freeman; Dr. Richard Lewis; Dr. Edith Peterson Mitchell; Ms. Pamela Martin; Dr. Ali Sekmen; Dr. Joseph Walker, III; and Ms. Sydnie Davis.

Secretary Pendleton announced the presence of a quorum.

Chairman Walker then asked Dean of Students, Frank Stevenson, to give the invocation. After the invocation, Chairman Walker proceeded to the third item on the agenda.

III. ACTION ITEMS

A. APPROVAL OF MINUTES OF THE AUGUST 17, 2017, BOARD MEETING

Chairman Walker introduced the first action item —the approval of the August, 17, 2017, Board meeting minutes. Trustee Mitchell moved to approve the August, 17, 2017, meeting minutes as reflected and presented in the November 16, 2017, Board meeting materials. Trustee Martin seconded the motion. With there being no discussion, Chairman Walker called for a vote. The motion carried unanimously (8 Ayes/ 0 Nays).

B. AUDIT COMMITTEE REPORT

Chairman Walker yielded the floor to Audit Committee Chair, Trustee Cole, to report the actions and items covered in the November 16, 2017, Audit Committee meeting.

Trustee Cole announced that the Audit Committee met earlier that day to take actions on three items and to discuss two additional items. Trustee Cole stated the three action items as follows: (1) the approval of the August 17, 2017, Audit Committee meeting minutes, (2) the selection of Ms. Adrian Davis to serve as the Director of Internal Audit, and (3) the approval of the revised Fiscal Year 2018-2019 Audit Plan. Trustee Cole then shared that President Glover, Ms. Cynthia Brooks, and Ms. Adrian Davis discussed the completion of internal and external audits, and provided a report of the institutional risk assessment. Trustee Cole noted that information on each item discussed was contained in the November 16, 2017, Board meeting materials.

Trustee Cole then moved to approve the minutes of the August 17, 2017, Audit Committee meeting, as reflected in the Board materials. Trustee Martin seconded the motion. With there being no discussion, Chairman Walker called for a vote. The motion carried unanimously (8 Ayes/ 0 Nays).

Trustee Cole informed the Board that following the departure of Michael Batson as the University's Director of Internal Audit, President Glover commenced a search to fill the Director of Internal Audit position. Trustee Cole further noted that in the August 17, 2017, Audit Committee meeting, President Glover discussed the search process for selecting a new Director of Internal Audit. She then stated that after conducting an extensive and thorough search process, President Glover identified Ms. Adrian Davis as the top candidate for the position.

Trustee Cole stated that President Glover called and conferred with her, as Chair of the Audit Committee, on President Glover's selection of Ms. Adrian Davis for the Director of Internal Audit position. Trustee Cole then announced that after she and President Glover conferred, President Glover offered Ms. Davis the Director of Internal Audit position and Ms. Davis accepted. Trustee Cole noted that the information regarding Ms. Adrian Davis' background was contained in the November 16, 2017, Board meeting materials.

Trustee Cole shared that Ms. Davis is a certified public accountant who graduated from the Alabama A&M University with a Bachelor of Science degree in Accounting and obtained her Master of Business Administration with a concentration in accounting from Tennessee Technological University. Trustee Cole further asserted that Ms. Davis comes to TSU with extensive auditing experience as she had previously worked at the Comptroller's Office for eleven years in a supervisory auditing role. Trustee Cole stated that the Audit Committee charter requires the Audit Committee's approval of the appointment of the Director of Internal Audit.

Trustee Cole then announced that the Audit Committee voted to recommend to the full Board the approval of Ms. Adrian Davis' selection as Director of Internal Audit at Tennessee State University. On behalf of the Audit Committee, Trustee Cole moved to approve the selection of Ms. Adrian Davis to serve as TSU's Director of Internal Audit. Trustee Mitchell seconded the motion. With no discussion, Chairman Walker called for a vote. The motion carried unanimously (8 Ayes/ 0 Nays).

Trustee Cole then stated that the Audit Committee voted to recommend to the full Board the approval of the Department of the Internal Audit's plan for the fiscal year 2017 – 2018. She noted that the revised audit plan is contained in the November 16, 2017, Board meeting materials. Trustee Cole shared that the revised audit plan reflects the Director and Assistant Director's updated

workloads, which includes risk based audit recommendation and covers the annual audit period ending in June 2018.

On behalf of the Audit Committee, Trustee Cole then moved to approve the fiscal year 2017-2018 audit plan, as reflected in the Board materials. Trustee Mitchell seconded the motion. With no discussion, Chairman Walker called for a vote. The motion carried unanimously (8 Ayes/ 0 Nays).

C. FINANCE AND BUDGET COMMITTEE REPORT

Chairman Walker yielded the floor to Finance and Budget Committee Chair, Trustee Corbeil, to discuss the action and information items from the November 17, 2017, Finance and Budget Committee meeting.

Trustee Corbeil announced that the Finance and Budget Committee voted to recommend three items for action for the Board's approval: (1) the approval of the August 17, 2017, Finance and Budget Committee meeting minutes, (2) the approval of the institutional revised budget, and (3) the approval of authorization for President Glover to execute a Notice of Intent to Sever from the Tennessee Board of Regents on the procurement function. Trustee Corbeil also shared that the Finance and Budget Committee heard from President Glover and members of her staff on a report of the THEC Funding Formula and a report on TSU's external funding. He then noted that information on each discussed item was contained in the November 16, 2017, Board meeting materials.

Trustee Corbeil then moved to approve the August 17, 2017, Finance and Budget Committee meeting minutes as contained in the November 16, 2017, Board meeting materials. Trustee Freeman seconded the motion. With no discussion, Chairman Walker called for a vote. The motion carried (8 Ayes/ 0 Nays).

Trustee Corbeil then shared information pertaining to the institutional revised budget as contained in the November 16, 2017, Board meeting materials. Trustee Corbeil stated that under TSU's Budget and Control Policy, the budget for each fiscal year is known as the proposed budget and is prepared in the spring of each year. He further noted that the budget is based on the level of State funds recommended in the Governor's proposed Budget Control as well as early estimates or factors, such as enrollment growth, research activity and the availability of federal funds. Trustee Corbeil then announced that the proposed budget was approved by the Board in the June 15, 2017, Board meeting.

Trustee Corbeil then stated that, historically, a revised budget is prepared in the fall of each year and is submitted to the governing Board for approval. He further noted that the final budget for each fiscal year is the estimated budget. Trustee Corbeil explained that the estimated budget includes final adjustments to the current year budget and is the current budget against which final year end actuals are compared. He then stated that the estimated budget is compared and submitted at the same time as the proposed budget for the upcoming fiscal year.

Trustee Corbeil then stated that based on the aforementioned process and the Finance and Budget Committee's review and discussion of the institutional revised budget, the Finance and Budget Committee voted to recommend for the approval by the full Board the institutional revised budget as contained in the November 16, 2017, Board meeting materials.

Trustee Corbeil then moved to approve the institutional revised budget as contained in the November 16, 2017, Board meeting materials. Trustee Lewis seconded the motion. Chairman Walker stated that pursuant to the Board of Trustees of Tennessee State University Bylaws, Article 7.8, Section D, a roll call vote of the Board is required on all motions regarding budget approval. With there being no further discussion, Chairman Walker asked Secretary Pendleton to call the roll. Secretary Pendleton called the roll and the motion carried unanimously (8 Ayes/ 0 Nays).

Trustee Corbeil then moved to the third item in the Finance and Budget Committee Report. He noted that under the FOCUS Act, effective April 13, 2017, Tennessee State University severed from the Tennessee Board of Regents (TBR) as to all functional operations, not including three specific areas: Procurement, Capital Project Planning and Management, and Data Systems. Trustee Corbeil shared that TSU, as well as all local universities formerly governed under TBR, must apply to and receive approval from THEC in order to assume the performance of the above-referenced functions of Procurement, Capital Project Planning and Management, and Data Systems. He further noted that THEC has issued guidance to TSU and other locally governed institutions about the conditions and requirements to sever from the TBR in the above-mentioned functional areas.

Trustee Corbeil noted that under the FOCUS Act and THEC guidance, TSU may sever from the TBR for the purpose of Procurement beginning on December 1, 2017, or anytime thereafter, pending THEC's approval. He further noted that TSU is required to inform THEC in writing, six months prior to the intent to sever from TBR and an Intent to Sever form must be signed by the Chairman of the Board or the President, with proper Board authorization.

Trustee Corbeil announced that the University wishes to notify THEC immediately of its intent to sever from TBR Procurement, effective July 1, 2018. Trustee Corbeil noted that the Intent to Sever form was contained in the November 16, 2016, Board meeting materials.

Following his announcement, Trustee Corbeil, on behalf of the Finance and Budget Committee, moved to authorize President Glover to execute the Intent to Sever form as contained in the November 16, 2017, Board meeting materials. Trustee Freeman seconded the motion. With there being no discussion, Chairman Walker called for a vote. The motion carried (8 Ayes/ 0 Nays).

D. ACADEMIC AFFAIRS AND STUDENT AFFAIRS COMMITTEE REPORT

Chairman Walker yielded the floor to Academic Affairs and Student Affairs Committee Chair, Trustee Martin, to provide the action and information items from the Committee's November 16, 2017, meeting.

Trustee Martin announced that the Academic Affairs and Student Affairs Committee voted on an agenda item and received information on other agenda items during the Committee's November 16, 2017, meeting. She stated the first item was the Academic Affairs and Student Affairs' recommendation to the full board the approval of the August 17, 2017, Academic Affairs and Student Affairs Committee meeting minutes. Trustee Martin stated that the second item was an update on the visit by TSU's accrediting body, the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC). She announced that after the SACSCOC team's visit to TSU's campus on December 19 – 21, 2017, the team concluded that TSU's change in governance is in full compliance with SACSCOC's governance accreditation standards.

Trustee Martin then stated that the Academic Affairs and Students Affairs Committee reviewed information from President Glover and her staff on SACSCOC's ten-year reaffirmation of

accreditation review. She shared that under SACSCOC accreditation standards, institutions of higher education, including TSU, must undergo an accreditation reaffirmation process every ten years. Trustee Martin stated that the University commenced its last reaffirmation process in 2010 and was approved for reaffirmation in 2012. She further stated that the University is in the reaffirmation class of 2020 with the next application for reaffirmation due in September 2019.

Trustee Martin shared that the President and her staff also provided an update on the implementation of the Strategic Plan, reported on new student housing, and provided information on the new Health Sciences building. Trustee Martin then stated that the Academic Affairs and Student Affairs Committee concluded its meeting with President Glover by reporting matters involving student affairs, including the prevalence of mental and physical health issues experienced by TSU students and university students, in general. Trustee Martin noted that information regarding each of the aforementioned items was contained in the November 16, 2017, Board meeting materials.

Trustee Martin then moved to approve the minutes of the August 17, 2017, Academic Affairs and Student Affairs Committee meeting, as reflected in the Board materials. Trustee Lewis seconded the motion. With there being no discussion, Chairman Walker called for a vote. The motion carried unanimously (8 Ayes/ 0 Nays).

E. EXECUTIVE COMMITTEE REPORT

Chairman Walker reported the following action and information items from the Executive Committee's November 16, 2017, meeting. Chairman Walker announced that the Executive Committee voted to recommend to the full Board the (1) approval of the August 17, 2017, Executive Committee meeting minutes, and (2) the adoption of the Board's Executive Committee's procedures governing the President's annual performance review. Chairman Walker then stated that the Executive Committee also discussed the plan to review President Glover's salary and compensation package to ensure competitiveness with Presidents at peer institutions. Chairman Walker further noted that the Executive Committee will report back to the Board, at a later date, on its review and any related recommendations.

Chairman Walker then moved to approve the minutes of the August 17, 2017, Executive Committee meeting minutes as contained the November 16, 2017, Board meeting materials. Trustee Mitchell seconded the motion. With there being no discussion, Chairman Walker called for a vote. The motion carried unanimously (8 Ayes/ 0 Nays).

Chairman Walker then shared that during the August 17, 2017, Executive Committee meeting, the Board approved Board Policy 004 – Selection, Evaluation, and Retention of the President which sets forth the policy under which the Board shall select, evaluate, and retain the President. Chairman Walker noted that under Board Policy 004, the Board shall evaluate the President's job performance on an annual basis. He further stated that Board 004 authorizes the Executive Committee to organize and conduct an annual job performance review in accordance with the procedures adopted by the Executive Committee. Chairman Walker stated that the procedures adopted by the Executive Committee were contained in the November 17, 2017, Board meeting materials.

Chairman Walker shared that the procedures include the President's preparation of a written self-assessment, review of the self- assessment by the full Board, and the solicitation of confidential, written feedback from Board members and others, as determined appropriate by the Executive Committee or the Board. Chairman Walker then stated that the Executive Committee recommends

to the full Board adoption of the Executive Committee's procedures governing the President's annual performance review.

Chairman Walker then moved to approve the adoption of the Executive Committee's procedures governing the President's annual performance review as contained in the November 16, 2017, Board meeting materials. Trustee Cole seconded the motion. Chairman Walker opened the floor for discussion and Trustee Sekmen provided a discussion point regarding the Executive Committee's proposed procedures governing the President's annual performance review.

Trustee Sekmen suggested that, in addition to an annual performance review, a comprehensive review take place every three to five years. Trustee Sekmen noted that the suggested comprehensive review is similar to a review that has been adopted by a peer institution and further asserted that the comprehensive review, once performed, could be incorporated into the annual review. Trustee Sekmen also suggested that independent consultants may be chosen by the Board to perform the comprehensive review, which he noted is consistent with the guidelines of the Association of Governing Boards. He further suggested that the President be evaluated by the faculty and that the information gathered from such evaluations may be used in the Board's evaluative process.

Following his discussion points, Trustee Sekmen proposed an amendment to the procedures governing the President's annual performance review to add a statement that the evaluation process shall include an annual survey of faculty regarding the performance of the President. Trustee Sekmen noted that students evaluate faculty members and those evaluations become a part of the department chairs' evaluation of faculty. He further noted that deans are evaluated by faculty in their respective colleges and those evaluations are utilized by Academic Affairs in evaluating the deans.

After further discussion regarding Trustee Sekmen's proposed amendment, Trustee Corbeil inquired as to whether it would be appropriate to refer the discussion back to the Executive Committee to allow for an opportunity to review the practices and policies of peer institutions in order to reach an informed decision. Trustee Lewis concurred with Trustee Corbeil's remarks.

Trustee Corbeil then moved to refer the issue regarding the Executive Committee's procedures governing the President's annual performance review back to the Executive Committee for further consideration and review. Trustee Lewis seconded the motion. Chairman Walker reaffirmed Trustee Corbeil's motion to refer Trustee Sekmen's recommendation back to the Executive Committee for further evaluation and to include supporting materials in the discussion in order to determine the motion that is to be reintroduced to the Board at a subsequent meeting. With there being no further discussion, Chairman Walker called for a vote. The motion carried unanimously (8 Ayes/ 0 Nays).

IV. PRESIDENT'S REPORT

Chairman Walker yielded the floor to President Glover to give her report.

President Glover then provided an overview of Accreditation, Enrollment Management, Funding Formula and Completion Initiatives, Institutional Advancement, Safety Initiatives, and the Legislative Agenda.

In the area of Accreditation, President Glover offered the following information regarding Accreditation:

- The SACSCOC peer review team visited TSU in September (9/19 – 9/21)
- The peer review team met with TSU Board members, TSU administrators, faculty, and students— in groups.
- The peer review team assessed the extent to which TSU is in compliance with the governance standards, post FOCUS Act
- The peer review team found TSU to be in compliance with all standards pertaining to the Governance Change
- Program Accreditations were reaffirmed for the Education, Music, and Social Work Units

In the area of Enrollment Management, President Glover offered the following information:

- Undergraduate enrollment of the University for Fall 2016 was 7,007
- Undergraduate enrollment of the University for Fall 2017 was 6,756
- Graduate enrollment of the University for Fall 2016 was 1,746
- Graduate enrollment of the University for Fall 2017 was 1,705
- The total number of undergraduate and graduate student enrollment decreased from Fall 2016 to Fall 2017 by 3.33%
- Goal to increase enrollment by at least 5% by 2020
- By streamlining TSU's recruitment process with greater focus on magnet schools and high achieving students
- By targeting specific student populations, including community colleges and nontraditional students
- Increase social media marketing and TSU branding
- By developing partnerships with School Superintendents in major cities, including Birmingham, Memphis, Nashville, and Chicago
- By continuing to seek new scholarship opportunities for students matriculating at TSU (including scholarships for athletes)
- By redesigning the graduate school admissions process
- By increasing TSU's social media marketing and branding
- By realigning TSU's recruitment personnel

With respect to the Funding Formula and Completion Initiatives, President Glover offered the following information:

- It is an outcomes-based funding formula model included in The Complete College Tennessee Act of 2010
- The Formula Review Committee (FRC) reviews the model and recommends changes
- TSU is a member of the FRC
- The Funding Formula (based on weights) provides incentives to institutions for completion and workforce preparation
- TSU's weighted outcomes on par or above average for credit hour accumulation
- Areas of improvement for TSU is in students obtaining Bachelor and Associate Degrees and the six-year graduation rate
- TSU's weighted outcome for research and service funding is more than double the average outcome among other universities
- Fundraising and Partnerships: Total Grant Award in fiscal year 2015-16 was \$54,471,180
- Total Grant Award in fiscal year 2016-17 was \$43, 605, 525
- The Grant Goal for fiscal year 2017-18 is \$50,000,000

- Fundraising goal for FY 2017-18 is \$10,000,000

In the area of Safety Initiatives, President Glover noted the following:

- Continued to reduce the overall crime on campus
- Received approval from the state for \$1.9 million in funding for safety initiatives
- Continued to increase police visibility by hiring more police and security guards
- Continued to control access to the campus, and to use the swipe system with ID cards
- Implemented recommendations from LEMAP audit (Loaned Executive Management Assistance Program) of TSUPD
- Reintroduced Bike Patrol, with an emphasis on community-oriented policing
- Proceeded with Tennessee Association of Chiefs of Police accreditation with completion anticipated by year 2019
- Facilitated a system for the digital recording of Incident Reports, which allowed the department to easily transmit copies of the reports directly to the University offices that require them, or who have a need to know
- Participated in Advance Active Shooter Training for sworn officers

In the area of Institutional Advancement, President Glover noted the following:

- TSU received a \$2 million grant from UNCF Career Pathways Initiative (CPI) to implement a comprehensive employment program
- Contributions for the year were over \$3 million from almost 3,300 donors. This was an increase of 20% over the last year
- More than \$2 million in scholarships were provided to students during the 2016-2017 academic year
- TSU continued to seek financial support from both alumni and corporations
- TSU initiated text and online giving platforms
- TSU continued its partnership with the Tennessee Titans who served as the title sponsor of the 2016 Scholarship Gala with a check presentation of \$150,000
- TSU achieved a record Vintager Reunion attendance and \$302,757 in gifts, including a record gift of \$125,983 from the Class of 1967
- TSU developed and executed the course of action required to change the Alumni Giving to encourage chapters to use the TSU Foundation as its primary vehicle to receive funding

With respect to Student Affairs, President Glover noted the following achievements:

- Continued to provide robust services to the students
- Strengthened the Career Development Center through campus wide engagement including Open House, Career and Job Fairs, Graduate School Showcase, Professional Fitness, and Senior Career Week
- Continued to improve residential life and housing on the campus
- Developed the Student Court Justices in an effort to provide peer leadership and input as it relates to minor conduct issues
- Recorded the highest number of students from any other university in Davidson County to participate in the Mayor's Office Opportunity NOW program
- Implemented initiatives pertaining to safe sex, healthy lifestyles, and bullying
- Implemented crime prevention and safety tips, including domestic violence

- Developed a campus wellness initiative that included group exercise classes, individual workout plans, and health and fitness seminars
- All 9 National Panhellenic organizations are active this year

With respect to the Legislative Agenda, President Glover noted the following:

- Capital Match – TSU sought a reduction in the capital match funding formula from 25% to 10%. THEC will require a range of 5% to 15% for FY 2017-2018
- Land Grant Match – TSU now receives a 1:1 USDA federal funds match. TSU will be seeking legislation to receive a funding ratio no less than 3:1 (UT currently receives this minimum)
- Security Initiatives – TSU is currently seeking \$4 million to help fund its Security Plan
- Public-private Partnerships – TSU has sought and will continue to seek consideration of alternative financing and operations models to provide more flexibility in financing new construction
- Cumberland River Development Project – TSU is currently seeking \$10 million in seed money for the Cumberland Shores at TSU Initiative.
- Opposition to Proposed Guns on Campus – TSU joined other universities in vigorously and successfully opposing any legislation to permit students to carry weapons on campus.

V. ADJOURNMENT

Chairman Walker called for a motion for adjournment. Trustee Mitchell moved that the meeting be adjourned, noting there is no further business. Trustee Cole seconded the motion.

With there being no discussion, Chairman Walker called for a vote. The motion carried unanimously (8 Ayes / 0 Nays). Chairman Walker adjourned the meeting at 2:17 p.m.