

**Tennessee State University Board of Trustees
Regular Meeting – March 16, 2023
Tennessee State University – Hankal Hall**

MINUTES

Board Members Present: Trustees Deborah Cole, Joseph Walker, Pam Martin, Richard Lewis, Andre Johnson, Bill Johnson, Shaun Wimberly, Van Pinnock, Stephen Corbeil, and Obie McKenzie

University Staff Present: President Glenda Glover; Laurence Pendleton, General Counsel and Board Secretary; Dr. Robbie Melton, Acting Interim Provost & Vice President for Academic Affairs; Douglas Allen, VP of Finance and Budget; Dr. Curtis Johnson, Chief of Staff; Dean Frank Stevenson, Assoc. Vice President of Student Affairs; Dr. Quincy Quick, Assoc. Vice President of Research & Sponsored Programs; Terrence Izzard, Assoc. Vice President of Enrollment Management, and Dr. Arlene Nicholas-Phillips, Liaison to the Board.

I. CALL TO ORDER

Chair Cole called the Board of Trustees meeting to order at 2:00 p.m., CST on March 16, 2023.

II. WELCOME AND INTRODUCTIONS

Chair Cole recognized members of the President’s Cabinet in attendance. Dean Frank Stevenson gave the invocation.

III. ROLL CALL/DECLARATION OF A QUORUM

Chair Cole asked the Board Secretary, Laurence Pendleton, to call the roll. The following Trustees were present during roll call: Deborah Cole, Joseph Walker, Pam Martin, Richard Lewis, Andre Johnson, Bill Johnson, Shaun Wimberly, Van Pinnock, Stephen Corbeil, and Obie McKenzie. Board Secretary Pendleton announced the presence of a quorum.

Chair Cole asked the Board members to state now if any of them cannot hear or speak with each other. No Board members answered in the affirmative. Chair Cole also asked the Board members participating by phone to indicate if someone is present with them from the location in which they are calling. No Board members indicated there was anyone present.

IV. ACTION ITEMS

A. APPROVAL OF THE NOVEMBER 17, 2022, BOARD MEETING MINUTES

Chair Cole introduced the first action item – the approval of the minutes of the November 17, 2022, Board meeting. Trustee Cole moved to approve the Board meeting minutes and Trustee Martin seconded the motion. There was no discussion. The motion carried unanimously by roll call vote.

B. APPROVAL OF BOARD RESOLUTION IN RESPONSE TO COMPTROLLER'S REPORT ON TSU'S OPERATIONS

Chair Cole introduced the next action item to approve a Board Resolution in response to the Comptroller's Report on TSU Operations. Chair Cole stated that a robust discussion of the Comptroller's Report, and response thereto, took place during the Audit Committee meeting. Chair Cole testified at the Joint Government Operations Subcommittee hearing on February 27, 2023, at which time she addressed the report and expressed that the Board takes seriously the report, including the conclusions and policies contained in the report.

The Board's Resolution in response to the Comptroller's Report is in the Board materials for the March 16, 2023, Board meeting. The Resolution reflects the Board's commitment to address and correct the issues and conclusions in response to many of the policy considerations contained in the report. It further notes the Board's activities and directives to TSU management to improve the University's operational effectiveness and ensure greater accountability and elevate the Board's oversight of effected activities.

Trustee B. Johnson made a motion to approve the revised Board's Resolution in response to the Comptroller's Report on TSU Operations, as reflected and contained in the March 16, 2023 Board meeting materials. Trustee A. Johnson seconded the motion. There was no further discussion. The motion carried unanimously by roll call vote.

C. AUDIT COMMITTEE REPORT

As Audit Committee Chair, Chair Cole informed the Board that the audit committee met to take action on one agenda item and received reports on three other items before going into Executive Session to discuss items deemed confidential under state law. The Audit Committee voted to recommend to the full Board the approval of the November 17, 2022, Audit Committee meeting minutes. The Audit Committee engaged in a substantive discussion of the Comptroller's Report on TSU operation and an in-depth discussion of the Board Resolution in response to it. The Audit Committee also discussed the University's risk assessment process.

1. APPROVAL OF THE NOVEMBER 17, 2022, AUDIT COMMITTEE MEETING MINUTES

Chair Cole moved to approve the minutes of the November 17, 2022, Audit Committee meeting as contained in the Board materials for the March 16, 2023, Board meeting. Trustee B. Johnson seconded the motion, which was approved by roll call vote.

D. FINANCE AND BUDGET COMMITTEE REPORT

Trustee Corbeil provided the report on the Finance and Budget Committee and stated that the Committee met to act on four action items and received reports on five other items. The Finance and Budget Committee voted to recommend to the full Board the approval of the November 17, 2022, Finance and Budget Committee meeting minutes and the approval of the fiscal year 2024 compensation plan increase, approval of the fiscal year 2024 housing fee increase, and approval of the fiscal year 2024 scholarship plan.

In addition, President Glover and her team provided reports on the fiscal year 2023 institutional budgets, Special Housing Committee report, discussion of use of plant funds, Finance and Budget report, and enrollment recruitment retention updates.

1. APPROVAL OF THE NOVEMBER 17, 2022, 2022, FINANCE AND BUDGET COMMITTEE MEETING MINUTES

Trustee Corbeil moved to recommend to the full Board the approval of the November 17, 2022, Finance and Budget Committee meeting minutes, as contained in the Board materials for the March 16, 2022, Board meeting. Trustee B. Johnson seconded the motion, which carried by roll call vote.

2. APPROVAL OF FISCAL YEAR 2024 COMPENSATION PLAN INCREASE

On behalf of the Finance and Budget Committee, Trustee Corbeil moved to recommend to the full Board the approval of the fiscal year 2024 compensation plan increase, as contained in the Board materials for the March 16, 2023, Board meeting. Trustee Walker seconded the motion, which was approved by roll call vote.

Trustee B. Johnson thanked the Board on behalf of the faculty and staff.

3. APPROVAL OF THE FISCAL YEAR 2024 HOUSING FEE INCREASE

On behalf of the Finance and Budget Committee, Trustee Corbeil moved to recommend to the full Board the approval of the fiscal year 2024 housing fee increase, as contained in the Board materials for the March 16, 2022, Board meeting. Trustee Pinnock seconded the motion, and it was approved by roll call vote.

4. APPROVAL OF THE AMENDED FISCAL YEAR 2024 SCHOLARSHIP PLAN

On behalf of the Finance and Budget Committee, Trustee Corbeil moved to recommend to the full Board the approval of the amended fiscal year 2024 scholarship plan with \$21.5 million in total scholarship plan funds, as contained in the Board materials for the March 16, 2022, Board meeting. Trustee A. Johnson seconded the motion, and it was approved by roll call vote.

Chair Cole thanked Trustee Corbeil and the Committee for their dedication to the Finance and Budget Committee.

E. ACADEMIC AFFAIRS AND STUDENT AFFAIRS COMMITTEE REPORT

Committee Chair Martin reported on this agenda item. She reported that the Academic Affairs and Student Affairs Committee met to consider and vote on two agenda items and to receive reports on three other agenda items.

Trustee Martin stated that the Committee voted to recommend to the full Board the approval of the November 17, 2022, Academic Affairs and Student Affairs Committee meeting minutes and the approval of an academic program modification to change the credit hours of the Bachelor of Science in Biology program.

Additionally, Trustee Martin shared that the Committee received reports on SACSCOC review matters, academic affairs, and student affairs.

1. APPROVAL OF THE NOVEMBER 17, 2022, ACADEMIC AFFAIRS AND STUDENT AFFAIRS COMMITTEE MEETING MINUTES

On behalf of the Academic Affairs and Student Affairs Committee, Trustee Martin moved to approve the minutes of the November 17, 2022, Academic Affairs and Student Affairs Committee meeting, as contained in the Board materials for the March 16, 2023, Board meeting. Trustee McKenzie seconded, and the motion was approved by roll call vote.

2. APPROVAL OF AN ACADEMIC PROGRAM MODIFICATION – CHANGE IN CREDIT HOURS – B.S. IN BIOLOGY

On behalf of the Academic Affairs and Student Affairs Committee, Trustee Martin moved to approve an academic program modification, the change in credit hours for the Bachelor of Science in Biology, as contained in the Board materials for the March 16, 2023, Board meeting. Trustee A. Johnson seconded, and the motion was approved by roll call vote.

Chair Cole thanked Trustee Martin and the Committee for their great work on behalf of the Board.

F. EXECUTIVE COMMITTEE REPORT

Chair Cole stated that the Executive Committee met today to discuss and vote on one action item and hear reports on four items. The Executive Committee voted to recommend to the full Board the approval of the November 17, 2022, Executive Committee meeting minutes.

Chair Cole also stated that the Executive Committee heard reports on the President’s Annual Performance Evaluation process, the Association of Governing Board Review Report, the Board’s self-assessment process and Board retreat, and a report from Secretary Pendleton.

1. APPROVAL OF THE NOVEMBER 17, 2022, EXECUTIVE COMMITTEE MEETING MINUTES

On behalf of the Executive Committee, Chair Cole moved to approve the minutes of the November 17, 2022, Executive Committee meeting, as contained in the Board materials for the March 16, 2023, Board meeting. Trustee A. Johnson seconded the motion, and it was approved by roll call vote.

G. REPORT ON UNIVERSITY HOUSING AND OTHER FACILITIES

Chair Cole called on President Glover or her designee to present information regarding this agenda item, and on Trustee Pinnock to provide any additional comments. President Glover then asked Dean Stevenson to share information on this item.

Trustee Pinnock noted the housing issues students at TSU and other institutions are facing, and the unique market issues TSU faces, including high demand and costs. Trustee Pinnock stated there are opportunities to work with other organizations to address student housing concerns. He referenced a HUD report in about 2015 that addressed the student housing crises in public 4-year institutions and the fact that students were paying more for housing than for their education. He expressed a need to keep affordable housing at the front and center of the Board’s considerations.

The Board is looking to bring 10,000 beds online over the next 5-10 years, beginning this year. Trustee A. Johnson noted that other entities are using public-private partnerships to bring beds to students. Trustee McKenzie said the University has been offered a number of potential public-private partnerships, which will need to be sent out as a Request for Proposal (RFP) if the University moves forward with a public-private partnership. He noted significant opportunities with respect to the downtown property and the need to obtain an appraisal to fully understand the value of the University's property.

Secretary Pendleton reminded the Committee that there is a process that the University will have to go through for any transactions, including going to the SBC and securing Board approval. Chair Cole acknowledged that the Board is aware of the need to go through the appropriate process and obtain the necessary approvals.

H. REPORT ON ASSOCIATION OF GOVERNING BOARD OF UNIVERSITIES AND COLLEGES GOVERNANCE REVIEW REPORT

Chair Cole reported on the Association of Governing Board of Universities and Colleges Governance report. Ms. Cartwright reported that the Board is operating effectively. Ms. Cartwright will be asked to attend the Board's June meeting/retreat.

I. PRESIDENT'S REPORT

Chair Cole called on President Glover to present information regarding this agenda item, the President's Report. President Glover provided reports on various items contained in the Board materials for the March 16, 2023, Board meeting, in part, through the use of PowerPoint slides.

President Glover reviewed procedures, policies and activities governing operations and functions in the core areas of housing, enrollment and scholarships, financial management, communications, academic enhancements, and facilities and infrastructure. She found some areas of improvement. Her review took about 6-8 weeks and was completed around March 12, 2023. Some of the challenges the University faces include complaints about operational issues and misperceptions concerning the financial health of the Institution. She reported that TSU is strong and doing well financially. She noted a need to reverse misconceptions regarding our financial strength.

She noted \$96 million in endowment funds (which more than doubled), reserves of \$52.7 million, and assets of \$401 million. The University is in the strongest position it has ever been financially. Increased enrollment brought in an additional \$17 million in unanticipated tuition revenues.

The average GPA of the entering freshman class was 3.40.

TSU's Action Plan included Dr. Glover's own deep-dive into core areas and the creation of University committees to look at key operating areas, some of which were highlighted in the Comptroller's Report. Committees are charged with reviewing the functions of the core areas of operations, addressing concerns that have been identified, and offering solutions.

With respect to a timeline, Committees were asked to report back to the President with a list of findings and recommendations by April 15, 2023. Committees are to submit a draft of proposed policies, procedures, and practices based on the review and approval of recommendations made to the President by May 15, 2023. Committees are to have final reports to the President by June 1, 2023. Trustee Cole

requested that the Committees complete their list of findings and recommendations by March 31, 2023. The President said they would make that deadline change.

With respect to housing, President Glover indicated that for Fall 2023, the University plans to continue with two hotels because of current enrollment projections. The House of God housing relationship will continue.

President Glover noted that the Housing Committee will consider housing limitations, conditions of existing housing, reports, an update of the TSU Housing Plan, ensuring that management positions in Housing are filled, and identifying housing opportunities on and off campus. There will be greater participation by the Board of Trustees in housing concerns.

President Glover next discussed the Enrollment and Scholarships Committee, which will consider limiting first-years student enrollment to 2,600, aligning enrollment, communications with students concerning housing, scholarship documentation, scholarship budget processes.

The Financial Management Committee is considering audit findings, bank reconciliations, financial statements, and any other issues that might come up.

The Housing Committee will consider more timely communications with students and parents, areas relating to scholarships and housing, hiring an Associate Vice President for Customer Service Relations, and messaging to students and the public.

The Academic Enhancements Committee will consider academic course staffing, a workload review, budget allotments, and other issues.

The Facilities and Infrastructure Committee will consider necessary work on facilities and infrastructure such as bathroom updates, paint jobs, roof repairs; preparations for the \$250 million infrastructure project; building maintenance needs, and other issues. Chair Cole asked that the Chair of the Housing Committee also be assigned to the Facilities and Infrastructure Committee.

V. BOARD CHAIR'S REPORT

Chair Cole read the Board Resolution in response to the Comptroller's Report.

Chair Cole thanks Trustee Wimberly for his insight and comments throughout the committee meetings. Trustee Wimberly, on behalf of the student body, thanked the Board for its hard work and expressed the students' support of Dr. Glover and the Board.

Trustee Lewis reinforced the need to work on public relations and communications with respect to University messaging as a critical need.

Chair Cole thanked Dr. Glover and the administration for working with the Board.

VI. ADJOURNMENT

Chair Cole moved to adjourn which was seconded by Trustee B. Johnson. The motion carried by roll call vote. The meeting was adjourned at 3:38 p.m.