

**Tennessee State University Board of Trustees
Executive Committee Meeting – September 14, 2023,
Hankal Hall, Tennessee State University Campus**

MINUTES

Executive Board Members Present: Trustees Deborah Cole, Pam Martin, Richard Lewis, and Joseph Walker, III.

Other Board Members Present: Trustees Steve Corbeil, Andre Johnson, William Johnson, Obie McKenzie, Van Pinnock, and Shaun Wimberly

University Staff Present: President Glenda Glover; Laurence Pendleton, General Counsel and Board Secretary; Dean Frank Stevenson, Assoc. Vice President of Student Affairs; Terrence Izzard, Assoc. Vice President of Enrollment Management; Dr. Robbie Melton, Graduate School Dean and Assoc. Vice President; Dr. Arlene Nicholas-Phillips, Liaison to the Board of Trustees; Doug Allen, Vice President of Finance and Budget; Curtis Johnson, Vice President for Administration; Ginette Garza Brown, Associate General Counsel.

I. CALL TO ORDER

Chair Cole called the Executive Committee meeting to order at 9:30 a.m. CDT on September 14, 2023.

II. ROLL CALL/DECLARATION OF A QUORUM

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

Secretary Pendleton announced the presence of a quorum.

III. APPROVAL OF THE JUNE 15, 2023, EXECUTIVE COMMITTEE MEETING MINUTES

Chair Cole introduced the first order of business — the approval of the June 15, 2023, Executive Committee meeting minutes. Chair Cole informed the Committee that the minutes for the Executive Committee’s June 15, 2023, meeting are included in the Board materials for the September 14, 2023, Board meeting.

Chair Cole moved to recommend to the full Board the approval of the June 15, 2023, Executive Committee meeting minutes, as contained in the Board materials for the September 14, 2023, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Cole called for a roll call vote. Secretary Pendleton called the roll and the motion carried unanimously.

IV. REPORT ON BOARD RESOLUTION ITEMS

Chair Cole noted that the Board asked President Glover to report, at each Board meeting, on the progress of addressing the Board Resolution items. She underscored the need to make the Board and the public aware of progress on the Resolution. Chair Cole asked COO Jason Evans to report on each of the Resolution Items. COO Evans reported on each of the items. He noted Resolution item one was in progress, as the Board continued its enhanced oversight efforts. He also noted that on item 2 the Board has worked to enhance its committees.

On item 3 item, CCO Evans that the practice of working with the AGB to strengthen its effectiveness is ongoing. On item 4, providing an annual scholarship plan, COO noted this item is implemented and ongoing. On item 5, housing and enrollment application data, COO noted that the information had been presented to the Board and noted the Board's request for more information on the enrollment data. On item 6, enrollment classification data, COO Evans noted continuation of that practice. On item 7 – the presentation of a personnel action plan – COO indicated that plan is ongoing and more information had been presented to the Board. On item 8, the hiring of specified personnel, COO Evans noted the hiring of personnel in key positions including the COO and construction management positions. Chair Cole noted earlier discussion on customer service.

COO Evans noted item 9, presentation and approval for specified budget changes exceeding 10%. He noted that item is in practice. Regarding Item 10, adding two new residence halls to the University's inventory, COO Evans noted the previous discussion by Will Radford on the plan. On item 11, report on student related communications, COO Evans noted that effort is ongoing. On item 12, COO also indicated that practice is ongoing. Chair Cole emphasized that the Board takes the Resolution and the progress seriously.

V. APPROVAL OF MODIFICATION TO PRESIDENT'S ANNUAL PERFORMANCE REVIEW PROCESS

Chair Cole then moved to the next agenda item – the approval of a modification to the President's annual performance review process. Chair Cole stated that normally, a member of the Executive Committee would administer the evaluation process. However, in light of the President's recent retirement announcement, the immediate need for an annual performance review is moot, especially in light of the fact that the Board must take on an extensive Presidential search process. Chair Cole then moved for the Executive Committee to recommend to the full Board the approval of a modification to the President's Annual Performance Review Process, to eliminate the review process while a Presidential search for Dr. Glover's replacement is underway.

Chair Cole moved to recommend to the full Board the approval of a modification to the President's annual performance review process, as contained in the Board materials for the September 14, 2023, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Cole called for a roll call vote. Secretary Pendleton called the roll and the

motion was carried unanimously.

VI. REPORT ON BOARD EDUCATIONAL SESSION WITH AGB

Chair Cole asked Secretary Pendleton to report on the Board's Educational Session with the AGB. Secretary Pendleton noted that AGB Consultant, Dr. Carol Cartwright, conducted a comprehensive educational session with the Board, which included the review of materials prepared by Dr. Cartwright, a review of hypothetical cases involving Board oversight matters, and discussions of the principles of Board trusteeship. The Board noted its interest in continuing to work with Dr. Cartwright moving forward.

VII. APPROVAL OF DELEGATION OF AUTHORITY TO BOARD CHAIR TO EXECUTE PRESIDENTIAL TRANSITION AGREEMENT AND AMENDMENT NO. 2 TO EMPLOYMENT AGREEMENT

Chair indicated that the next item on the agenda was the approval of a delegation of authority to the Board Chair to Execute Presidential Transition Agreement and Amendment No. 2 to Employment Agreement, as described in the September 14, 2023, Board materials.

Chair Cole moved to recommend to the full Board the approval of a delegation of authority to the Board Chair to Execute Presidential Transition Agreement and Amendment No. 2 to Employment Agreement, as described in the September 14, 2023, Board materials. Trustee Martin seconded the motion. With there being no discussion, Chair Cole called for a roll call vote. Secretary Pendleton called the roll and the motion was carried unanimously.

VIII. APPROVAL OF GRANT OF AUTHORITY RELATED TO PRESIDENTIAL SEARCH PROCESS

Chair indicated that the next item on the agenda was the approval of a grant of authority related to the Presidential search process, as reflected in the September 14, 2023, Board materials.

Chair Cole noted that pursuant to State law, prior to initiating a search to fill the President's position, the Board of Trustees must hold a meeting to establish the search process, including a timeline, and a statement of qualifications for the President's position. To that end, she moved to recommend to the full Board to approve the Presidential Search Process, granting authority related to the Presidential Search Process to the Executive Committee. As part of her motion, Chair Cole indicated that the Executive Committee and Trustee Corbeil will serve as members of the Presidential Search Committee and she will appoint additional members to serve on the Search Committee, which will be comprised of faculty, staff, students, alumni, and other members of the community. The Executive Committee will also engage a search firm to assist the Search Committee and the Board in the Presidential search.

Chair indicated that she anticipated that the Presidential Search Committee will commence its first meeting in October 2023, and the Search Committee will finalize a timeline for the search process at its first meeting. The Board's Executive Committee shall be authorized to develop a statement of qualifications for the Presidential position, in consultation with the Search

Committee and the retained search firm, with said statement to be provided to members of the full Board for review prior to finalization.

Chair Cole also emphasized that the Board will make the ultimate decision to select an individual to serve as the next TSU President.

Chair Cole moved to recommend to the full Board the approval of the granting of authority related to the Presidential Search Process, as she outlined and reflected in the materials for the September 14, 2023, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Cole called for a roll call vote. Secretary Pendleton called the roll and the motion was carried unanimously.

VII. SECRETARY'S REPORT

Chair Cole asked Secretary Pendleton to provide a report to the Board.

Secretary Pendleton discussed the sunset review process and noted that information would be shared with the Board and the institution on activities related to the extension or other action involving the Board's tenure. He noted that the TSU's Government Relations team was working with legislators to develop information on plans moving forward. Secretary Pendleton also commented on the productive session the Board had with the AGB consultant.

Chair Cole thanked Secretary Pendleton for his report.

VIII. ADJOURNMENT

Chair Cole opened the floor for any additional business. With no further business, Chair Cole moved for adjournment. Trustee Lewis seconded the motion. With there being no discussion, Chair Cole called for a roll call vote. Secretary Pendleton called the roll and the motion carried unanimously. Chair Cole adjourned the meeting at 11:15 a.m. CDT.