

**Tennessee State University Board of Trustees
Special Called Meeting
December 13, 2024
Tennessee State University – Electronic (via Zoom)**

MINUTES

Board Members Present: Trustees Trevia Chatman, Terica Smith, Dakasha Winton, Dwayne Tucker, Dr. Artenzia Young-Seigler, Jeffery Norfleet, Marquita Qualls, Dimeta Smith Knight, Charles Traugher

University Staff Present: Ginette Garza Brown, Interim General Counsel and Board Secretary

I. Call to Order

Chair Winton called the meeting to order at 8:00 a.m.

II. Roll Call/Declaration of a Quorum

Chair Winton made certain findings on the record regarding the necessity for conducting the meeting electronically without a physical quorum present due to travel schedules of the Board members, importance of the matters to be discussed, and the need to take action on these matters in an expeditious fashion. She noted there was important action to be conducted by the Board, including nominating and appointing a TSU Interim President and delegating authority to the Board Chair to execute agreements governing the appointment and employment of the Interim President. Participation without the physical presence of a quorum by the Board was necessary to address these important items. Trustee Smith moved find that participation by a quorum of the Board members by electronic means of communication is necessary, and Trustee Qualls seconded the motion. The motion carried by roll call vote, with Trustees Chatman, Smith Knight, Norfleet, Qualls, Smith, Traugher, Tucker, Winton, and Young-Seigler voting in favor of it.

Chair Winton instructed the trustees to state if they could not hear or speak to the other trustees and to identify any individuals who were present in the location from which the Trustees were participating. No trustee identified an inability to hear or speak or persons present from their location.

III. Discussion of Administration and Leadership Plan

Chair Winton stated that the Board has over 100 years of experience with the University. The Board is committed to transparency and accountability. When the Board selected an Interim President, they made it clear that there were four key priorities: student financial aid; improving morale among students, faculty, and staff; and resolving audits issues that have impacted the University for years; and ensuring the financial stability of the University. After doing a national search, the Board selected a person that they believed would help guide the University. It became increasingly clear that what was outlined did not align with the administrative leadership and was not a good fit for TSU.

Chair Winton met with Interim President Dr. Johnson on Tuesday to discuss his performance for the last six months, in an effort to not make a public spectacle. During the meeting she requested to come to an amicable resolution and that the details of the conversation remain confidential. Neither of the requests were honored. Chair Winton received Dr. Johnson's resignation letter. The Board is prohibited from convening outside of a public meeting. The Board also wanted to wait for the announcement of his departure until after graduation and the students were not in the classroom. Chair Winton asked whether any trustee wanted to discuss the issue at hand.

Trustee Traughber thanked Dr. Johnson for his service; however, he wanted to address Dr. Johnson's letter to faculty and students. Chair Traughber addressed Dr. Johnson's resignation letter and comments he has made to the TSU community that he believes caused unnecessary chaos. Chair Traughber said that Dr. Johnson signed a contract with past president Dr. Glover naming her as an advisor to the President without the Board's knowledge. Last month, he arguably misled the State Building Commission about his involvement with Dr. Glover's continuing employment arrangement with TSU. There has been a consistent lack of clear financial information provided by Dr. Johnson's administration after being repeatedly asked for this information by the Board. Before speaking with the Board about the potential for financial exigency, Dr. Johnson discussed the matter with State leaders, despite the Board being unaware of his discussions with State leaders. Chair Traughber took issue with ways that Dr. Johnson spoke about TSU students and personnel and the institution.

Chair Winton asked whether there were any statements about the leadership plan.

Trustee Tucker submitted his resignation from the Finance Committee and the Board of Trustees. Chair Winston moved to accept Chair Tucker's resignation, and Chair Chatman seconded the motion. Secretary Brown called the roll. Trustees Chatman, Smith Knight, Norfleet, Qualls, Smith, Traughber, Winton, and Young-Seigler voted in favor of the motion. The motion passed.

IV. Nomination and Appointment of TSU Interim President

Chair Winton next recommended former Trustee Dwayne Tucker for the role of Interim President. Dwayne Tucker has held various leadership roles marked by significant accomplishments. Dwayne has remained steadfast in his commitment to TSU and its mission. Chair Winton nominated Dwayne Tucker as Interim President for the next six months. Trustee Chatman stated that she is in support of Dwayne Tucker's nomination. She noted his accomplishments and commitment to the University.

Trustee Smith made a motion to appoint Dwayne Tucker to serve as Interim President of TSU. The motion was seconded by Trustee Young-Seigler. Secretary Brown called the roll. Trustees Chatman, Smith Knight, Norfleet, Qualls, Smith, Traughber, Winton, and Young-Seigler voted in favor of the motion. The motion was approved.

Chair Winton asked Interim President Tucker whether he wanted to make any comments.

Interim President Tucker thanked the Board of Trustees for their confidence in him and accepted the position. He discussed the work he will begin connecting with stakeholders. He said that a challenge is that the University is divided. He said that misinformation is causing anguish among

stakeholders. He wants to meet with stakeholders to ensure that everyone understands the business of TSU. President wants to focus on moving the University forward in 2025.

Trustee Young-Seigler stated that on behalf of the faculty, staff, and students that they are pleased to have someone come in knowing the challenges of TSU. Trustee Young-Seigler also encourage the new Interim President to take into account the challenges that are ahead. She commended the Provost for “hanging in” with all the transitions and her commitment.

Trustee Vazquez stated that he is excited to work with the Interim President and how it will boost student morale and community engagement. Trustee Vazquez hopes that student engagement is pushed as much as possible.

V. Approval of Board Delegation of Authority to Board Chair to Execute Agreements Governing the Appointment and Employment of the Interim President

Chair Winton discussed necessary agreements to employ Mr. Tucker as Interim President. She said that Mr. Tucker has graciously agreed to take this role for no salary because of his belief in the University and level of commitment. Chair Chatman made a motion to approve the delegate authority to the Board Chair to execute agreements governing the appointment and employment of President Tucker to serve as Interim President. The motion was seconded by Trustee Smith. Secretary Brown called the roll on the motion. Trustees Chaman, Smith-Knight, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler all voted in favor of the motion. The motion was approved.

VI. Adjournment

Trustee Chatman moved to adjourn the meeting, which was seconded by Trustee Norfleet. Secretary Brown called the roll. Trustees Chatman, Smith-Knight, Qualls, Norfleet, Smith, Young-Seigler, Traugher, Winton voted in favor, and the motion passed. The meeting adjourned.