

Meeting of the Tennessee State University Board of Trustees
Special Called Meeting
January 31, 2025
Tennessee State University – Farrell Westbrook Complex (“The Barn”)

MINUTES

Board Members Present: Trustees Trevia Chatman, Jeffery Norfleet, Marquita Qualls, Terica Smith, Dimeta Smith Knight (remote), Charles Traugher (Vice Chair), Dakasha Winton (Chair), Artenzia Young-Seigler, and Tyler Vazquez

University Staff Present: Interim President Dwayne Tucker, Ginette Garza Brown, Interim General Counsel and Board Secretary; Dr. Robbie Melton, Interim Vice President for Academic Affairs and Provost; Sterlin Sanders, Chief Information Officer; Jim Grady, A&M Consultant; Renee Forbes-Williams

Guests Present: Victoria Harpool and Russell VanZomeran of the Tennessee Higher Education Commission, Deanna McCormick of McCormick Financial Consulting, SGA President Chrishonda O’Quinn and SGA Vice President Anyah Sanders

I. CALL TO ORDER

Chair Winton called the meeting to order at 12:05 p.m. on Friday, January 31, 2025.

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 the need to receive information regarding higher education entities and the declaration of financial exigency, and to evaluate the Board’s quarterly meeting calendar. Participation without the physical presence of a quorum by the Board would be necessary to address these important items. Trustee Chatman moved for the Board to find participation by a quorum of the Board members by electronic means of communication necessary and Trustee Young-Seigler seconded the motion. The motion carried by roll call vote, with Trustees Chatman, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler voting in favor of it.

II. ROLL CALL/DECLARATION OF A QUORUM

Chair Winton proceeded with the roll call. She instructed the Trustees to state if they could not hear or speak to the other Trustees when their name was called for roll and to identify any individuals who were present in the location from which the Trustees were participating.

No Trustees indicated that they could not hear or speak to the other Trustees or identified others present in their participation location.

III. APPROVAL OF AGENDA

Trustee Norfleet moved to approve the meeting agenda. Trustee Young-Seigler seconded the motion. The motion carried by roll call vote, with Trustees Chatman, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler voting in favor of it.

IV. CHAIR'S INTRODUCTION/REMARKS

Chair Winton thanked those in attendance. Chair Winton sent condolences after the passing of a member of the TSU family.

Chair Winton next discussed the purpose of the meeting, which was to share information and explore opportunities and solutions to ensure the stability of TSU. Chair Winton explained that the meeting was to gather information, and not to take Board action, regarding financial exigency.

Chair Winton asked President Tucker to share some remarks. President Tucker said that the University is off to a very good start of the year in terms of spring enrollment. The University is over budget in that regard. The University is resetting some of its processes, such as the Financial Aid department. He's excited about the things happening at TSU and thanked the Board for its support.

Trustee Qualls made a point of order, requesting that the discussion about the Board calendar (Item V) be moved to the end of the meeting, after the discussion on financial exigency (Item VI). A roll call vote was taken, with Trustees Chatman, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler voting in favor of it.

V. TRAINING ON FINANCIAL EXIGENCY

Trustee Smith introduced the day's guest speaker, Deanna McCormick with McCormick Financial Consulting.

Ms. McCormick gave a Financial Exigency Workshop. She presented information on financial exigency, including what it is, understanding expectations of the American Association of University Professors (AAUP) when declaring financial exigency, and shared governance considerations throughout the financial exigency process. She provided several case studies of institutions and their approaches and strategies to addressing financial exigency. She also discussed potential consequences for not making the decision to declare financial exigency. Ms. McCormick provided several resources for stakeholders to further explore the topic.

During and after the presentation, the Board had a discussion with Ms. McCormick and had the opportunity to ask questions about financial exigency.

VI. DISCUSSION REGARDING REVISED TSU BOARD OF TRUSTEES 2025 CALENDAR YEAR MEETING SCHEDULE

The Board next discussed the TSU Board of Trustees calendar year meeting schedules. Trustee Chatman suggested moving committee meetings away from the regular Board meetings so that

trustees can go deeper in content with University administration and have additional time to have discussions in advance of the Board meetings.

Trustee Traughber asked Secretary Brown for clarification on the any requirements as they pertain to Board and committee meetings, including what notice would be needed. Secretary Brown indicated that the regular Board meeting and committee meetings could be done at different times and that five days' notice was required for committee meetings.

Further discussion took place. President Tucker indicated his support of separating the Board and committee meetings. He discussed the need to schedule committee meetings with consideration for management needs and not overburdening University resources.

Trustee Chatman asked to identify the Board meetings dates and then let committee chairs work with the President and Board Secretary to set committee meetings.

Trustee Chatman moved for the full Board meetings to continue as scheduled on June 13, September 19, and November 21, 2025, and for the committee chairs to come back to the President with a schedule for committee meetings. The motion was seconded by Trustee Young-Seigler. Trustees Chatman, Norfleet, Qualls, Smith, Traughber, Winton, Young-Seigler, and Smith Knight voted in favor of the motion.

VII. Board Chair's ADJOURNMENT

Chair Winton acknowledged members of the Tennessee Higher Education Commission who came to the meeting and for their support of the University.

Chair Young-Seigler moved to adjourn the meeting and Trustee Chatman seconded it. Trustee Chatman, Norfleet, Qualls, Smith, Traughber, Winton, Young-Seigler, and Smith Knight voted in favor of the motion. The meeting was adjourned at 2:08 p.m.