

**Meeting of the Tennessee State University
Board of Trustees
Regular Meeting
June 13, 2025
Tennessee State University – the Barn**

MINUTES

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

University Staff Present: Interim President Dwayne Tucker; Dr. Robbie Melton, Interim Provost & Vice President for Academic Affairs; Ginette Garza Brown, Interim General Counsel & Board Secretary; Sterlin Sanders, Interim Chief Information Officer; Renée Forbes-Williams, Director of Internal Audits; Greg Robinson, Chief of Police; Will Radford, Assistant Vice President of Planning, Design & Construction and Campus Operations; Dr. Mikki Allen, Director of Athletics; Dr. Quincy Quick, Associate Vice President for Research and Sponsored Programs

I. CALL TO ORDER

Chair Winton called the meeting to order at 1:42 p.m. Chair Winton announced that the trustees were confirmed by the Tennessee General Assembly the day prior.

II. ROLL CALL/DECLARATION OF A QUORUM

Chair Winton declared that a physical quorum was present. Committee Secretary conducted the roll call. The following committee members were present: Trustees Trevia Chatman, Dimeta Smith Knight, Jeffery Norfleet, Marquita Qualls, Terica Smith, Charles Traugher, Dakasha Winton, and Artenzia Young-Seigler. A quorum was present.

III. ADOPTION OF AGENDA

Chair Winton requested a motion to adopt the meeting agenda as presented in the materials for the June 13, 2025, meeting. A motion was made and duly seconded. Chair Winton opened the floor for discussion and provided an opportunity for members to suggest amendments to the agenda. No amendments were proposed, and the motion to adopt the agenda proceeded.

Following the adoption of the main agenda, Chair Winton entertained a motion to add an additional item to the agenda. The proposed item was to authorize Chair Winton and the University President to execute a Memorandum of Understanding (MOU) with the Comptroller of the Treasury, the Commissioner of Finance and Administration, and the Secretary of Finance. The purpose of this MOU is to redirect capital outlay funds in accordance with T.C.A §49-7-3103. A motion was made and duly seconded. The motion to add the MOU item to the agenda was approved by majority vote.

Chair Winton noted a need to go slightly out of order to introduce another proposed amendment to the agenda. Trustee Qualls recommended a motion to remove item number two from the Student Academic Affairs Committee report, which concerned the approval of academic program modifications. Trustee Norfleet made the motion and Trustee Young-Seigler seconded the motion. The motion passed unanimously. With this, two modifications to the agenda were formally approved.

IV. APPROVAL OF A DELEGATION OF AUTHORITY

Chair Winton introduced the first action item on the agenda, consideration of the approval of a delegation of authority to the Board Chair and the President to execute a MOU with the Comptroller of the Treasury and the Commissioner of Finance and Administration in order to redirect capital outlay funds in accordance with T.C.A. § 49-7-3103. Trustee Norfleet made the motion and Trustee Smith seconded the motion.

During discussion, Trustee Chatman requested that, prior to execution, the final MOU be circulated to the full Board. Chair Winton confirmed the request.

Trustee Traugher asked for a brief overview of the current status of the agreement. Chair Winton explained that the General Assembly had recently passed legislation permitting Tennessee State University to redirect certain funds originally appropriated for capital outlay projects toward operational expenses. She stated that, to access these funds, the State required execution of an MOU outlining benchmarks that the University must achieve, as well as timelines for the release of funds. She emphasized that the goal of the agreement is to support TSU's financial stability and continued operations.

Chair Winton further explained that multiple negotiations had occurred among University leadership, Interim President Tucker, representatives of Alvarez & Marsal, the Comptroller's Office, and the Commissioner of Finance and Administration. She noted that while some technical items remain unresolved, the agreement is nearing completion, with the goal of execution before the end of the month.

President Tucker added that the remaining open items were minor in nature and that, in his view, the agreement was fair, reasonable, and achievable for the University.

Following discussion, the motion was clarified to include the amendment offered by Trustee Chapman: that the final MOU be circulated to the full Board prior to execution.

Chair Winton recommended a motion to approve a delegation of authority to the Board Chair and the President to execute a Memorandum of Understanding (MOU) with the Comptroller of the Treasury and the Commissioner of Finance Administration. This action is intended to redirect capital outlay funds in accordance with T.C.A. § 49-7-3103. Before execution, the Board of Trustees will receive the MOU for review. The motion was approved by a majority vote and carried.

V. APPROVAL OF CONSENT AGENDA ITEMS

Chair Winton presented the items on the consent agenda, which included the following minutes for approval:

- March 12, 2025, Finance Committee Meeting Minutes
- March 13, 2025, Audit Committee Meeting Minutes
- March 13, 2025, Student and Academic Affairs Committee Meeting Minutes
- March 14, 2025, Board of Trustees Meeting Minutes
- April 28, 2025, Student and Academic Affairs Committee Meeting Minutes
- April 30, 2025, Board of Trustees Meeting Minutes

A motion was made and duly seconded. The motion passed by voice vote.

VI. ACTION ITEMS AND REPORTS

A. Appointment of Student Trustee

Chair Winton introduced the next item on the agenda, the appointment of the student trustee pursuant to the FOCUS Act. She noted that the Act requires a Tennessee State University student to serve as a non-voting member of the Board of Trustees for a one-year term.

Chair Winton reminded the Board that at its April 26, 2024, meeting, the Board adopted a student trustee recommendation process for the 2024–2025 fiscal year. The process included action and input from the Tennessee State University Student Government Association, along with institutional interviews involving Interim President Tucker and other campus leaders.

President Tucker provided an overview of the process and introduced the recommended candidate, Ms. Azana Bruce. He shared that Ms. Bruce is a rising senior double majoring in Political Science and Urban Studies, with a minor in Nonprofit Leadership. During the past semester, she interned in the Tennessee General Assembly, and over the summer she worked with nonprofit organizations in Memphis. President Tucker added that Ms. Bruce identified her key goals as student trustee to be increasing student turnout at Board meetings and improving communication between students and the Board.

President Tucker, along with other University leaders who participated in the interview process, recommended Ms. Bruce for appointment. A copy of her resume was included in the Board's meeting materials beginning at page 32.

Following the recommendation, a motion was made and seconded to appoint Ms. Azana Bruce as student trustee for the 2025–2026 fiscal year. The motion carried unanimously.

Chair Winton introduced the next agenda item, which was committee reports.

B. Audit Committee Report

Trustee Smith Knight reported that the Audit Committee met to receive reports and consider several items and to enter into Executive Session to discuss matters deemed confidential by state law. The Committee received reports on internal and external audits and recommended approval of the Fiscal Year 2025–2026 Audit Plan, which was approved by the full Board as outlined in the June 13, 2025, meeting materials.

C. Finance Committee Report

Trustee Traugher reported that the Finance Committee met to receive reports and consider several items. The Committee also heard a report from the Office of Institutional Advancement, which included updates on alumni engagement, donor relations, and giving trends. In addition, the Committee recommended approval of the Fiscal Year 2025–2026 tuition and mandatory fee increase, the Fiscal Year 2024–2025 estimated budget, and the Fiscal Year 2025–2026 operating budget, and the motions were approved by the full Board as contained in the Board materials for the June 13, 2025, meeting.

D. Governance and Governmental Affairs Committee Report

Chair Winton reported that the Governance and Governmental Affairs Committee met to receive an informational update from Attorney Leah Dupree Love on government affairs. No action items were presented for consideration.

E. Student and Academic Affairs Committee Report

Trustee Norfleet reported that the Student and Academic Affairs Committee met to consider action on one item and receive reports on four items. The committee voted to recommend the approval of low-producing programs, and the motion was approved by the full Board as contained in the Board materials for the June 13, 2025, meeting.

VII. PRESIDENT’S REPORT

President Tucker provided the President’s Report, focusing on the university’s multi-year financial turnaround plan. He acknowledged the hard work of the cabinet and staff in managing cash flow through the end of the academic year and reviewed the five-year pro forma presented to the SBC on February 19, 2025. The plan outlines projected cash needs, including a net deficit of roughly \$35 million for 2026 and \$25 million for the following year, with a path toward financial sustainability and long-term institutional stability.

President Tucker emphasized that the budget reflects these plans, noting that short-term enrollment fluctuations are anticipated as part of necessary infrastructure adjustments. He framed these challenges as opportunities to reset and reimagine Tennessee State University for the next 100 years.

He also provided an update on the MOU and funding from the legislature, including access to previously allocated funds for deferred maintenance, operational expenses, infrastructure projects,

and College of Agriculture buildings. He expressed confidence that finalization of the MOU is imminent, projecting that the university is days away from completing the agreement.

In closing, President Tucker highlighted TSU's achievements, including AI initiatives and the New Direction Gospel Choir's first-place win at the Sweet to Sound Finals in Washington, D.C., celebrating the university's talent and accomplishments. He concluded by sharing the choir's performance with the Board.

VIII. BOARD CHAIR'S REPORT

Chair Winton delivered the Board Chair's Report, opening with appreciation for the patience of the Board and recognition of the staff's efforts in preparing materials in advance, which allowed for thorough review. The Chair emphasized the importance of collaboration among Board members, the president, and staff to ensure Tennessee State University operates in the best possible position.

The Chair acknowledged that faculty tenure was not addressed during the meeting due to ongoing financial considerations but reassured that this delay is temporary and not a denial. The Board remains committed to carefully reviewing and supporting faculty tenure and promotion decisions once the university is in a stronger position.

Finally, the Chair expressed gratitude to President Tucker for his voluntary service, long hours, and dedication, highlighting the early-morning calls and overall commitment to TSU. The Chair affirmed the Board's commitment to taking appropriate steps toward appointing a permanent president, with further information to be shared with Board members soon.

IX. ADJOURNMENT

Chair Winton asked if there was a motion to adjourn. Trustee Smith Knight moved to adjourn the meeting, and the motion was seconded by Trustee Chatman. Secretary Brown took a roll call vote on the motion. The motion passed.