

Meeting of the Tennessee State University Board of Trustees
Special Meeting
August 5, 2025
Tennessee State University – Virtual Meeting

MINUTES

Board Members Present: Trustees Dakasha Winton, Charles Traughber, Azana Bruce, Trevia Chatman, Jeffery Norfleet, Marquita Qualls, Terica Smith, Dimeta Smith Knight, Leticia Towns, and Artenzia Young-Seigler

University Staff Present: Interim President Dwayne Tucker; Ginette Garza Brown, Interim General Counsel and Board Secretary; Dr. Robbie Melton, Acting Interim Provost & Vice President for Academic Affairs

I. CALL TO ORDER

Chair Winton called the meeting to order at 6:02 p.m.

II. ROLL CALL/DECLARATION OF A QUORUM

Chair Winton declared that a physical quorum was not present and moved that electronic participation by a quorum was necessary, which was approved. Board Secretary conducted the roll call. The following Board members were present: Trustees Dakasha Winton, Charles Traughber, Azana Bruce, Trevia Chatman, Jeffery Norfleet, Marquita Qualls, Terica Smith, Dimeta Smith Knight, Leticia Towns, and Artenzia Young-Seigler.

III. DISCUSSION AND ACTION ON THE PRESIDENTIAL SELECTION PROCESS AND THE SELECTION OF A PRESIDENTIAL CANDIDATE

Board Chair Winton announced the first agenda item, which was the presidential selection process. She reminded members that under Board Policy No. 4, the Board has the authority to appoint the president of the University and to determine the appropriate selection process. She emphasized that the Board's actions must reflect consultation with the campus and broader community, while also ensuring stable leadership during a critical period for the institution.

Chair Winton reviewed the history of the presidential selection process to date. She noted that in the summer of 2024, the Board formed a presidential search committee, chaired by Trustee Qualls, which developed candidate qualifications. These qualifications included demonstrated ability in organizational leadership, financial management, external relations, and team development. The Board subsequently retained a national search firm to assist in identifying candidates.

In December 2024, the Board appointed Mr. Dwayne Tucker as Interim President during a time of financial and organizational challenges. Mr. Tucker agreed to serve for six months without compensation. Chair Winton explained that in early 2025, the presidential search process was paused, and on June 17, 2025, the Board entered into a Memorandum of Understanding (MOU)

with the State of Tennessee. This MOU requires leadership capable of addressing audit findings, restoring financial stability, improving enrollment and morale, and strengthening the University's reputation.

Chair Winton stated that under the Board's bylaws, it is not obligated to conduct additional search steps and retains the discretion to proceed directly with a presidential appointment. She then opened the floor for discussion.

Trustee Traughber raised a point of order, noting that the agenda had not yet been formally adopted. He moved to amend the agenda to include a discussion item for possible ratification of the extension of Interim President Tucker's contract before proceeding with the presidential selection item. The motion was seconded.

The amendment was carried by a roll call vote, and the amended agenda was adopted.

Following the adoption of the agenda, Trustee Traughber inquired about the status of Interim President Tucker's contract and whether Chair Winton had acted unilaterally to extend it. Chair Winton confirmed that she had extended the contract on a month-to-month basis, citing authority delegated by the Board in December 2024.

Trustee Traughber expressed concern that the contract language appeared to require Board approval rather than unilateral action by Chair Winton. After further discussion on governance responsibilities, interpretation of contract provisions, and the scope of authority, Trustee Traughber moved to ratify the extension of Interim President Tucker's contract as executed by Chair Winton. The motion was seconded by Trustee Chatman.

The motion was put to a roll call vote and failed with the votes casted below.

- Trustee Chatman – Yes
- Trustee Norfleet – No
- Trustee Qualls – Yes
- Trustee Smith – No
- Trustee Smith-Knight – Yes
- Trustee Towns – No
- Trustee Traughber – Yes
- Chair Winton – No
- Trustee Young-Seigler – No

Chair Winton then returned to the agenda item regarding presidential selection. She invited discussion on whether the Board should rely on the existing presidential profile previously developed with the search firm or consider updating it to reflect current conditions and the requirements of the MOU.

Several Trustees raised questions about the MOU, including whether it explicitly required the Board to name a president and whether state officials had communicated such an expectation. Chair Winton responded that while the MOU may not contain direct language to that effect, both

legislative and executive officials had conveyed their desire for the University to appoint a permanent president.

Chair Winton aimed to refocus the meeting on the agenda item regarding the selection of a candidate for the next president of Tennessee State University. She explained that before any nominations could be considered, the Board needed to conduct a formal vote to outline a process

Following the discussion, Trustee Smith made the motion proceed with outlining a presidential selection process. Chair Winton seconded the motion. The motion passed with the votes casted below.

- Trustee Chatman – Yes
- Trustee Norfleet – Yes
- Trustee Qualls – No
- Trustee Smith – Yes
- Trustee Smith-Knight – Yes
- Trustee Towns – Yes
- Trustee Traughber – Yes
- Chair Winton – Yes
- Trustee Young-Seigler – Yes

Then Chair Winton outlined that the selection process could be that the process would be name a president directly. Following the discussion, Trustee Smith made the motion to proceed with a direct and immediate vote and Chair Winton seconded the motion. The motion passed with the votes casted below.

- Trustee Chatman – Yes
- Trustee Norfleet – Yes
- Trustee Qualls – No
- Trustee Smith – Yes
- Trustee Smith-Knight – Yes
- Trustee Towns – Yes
- Trustee Traughber – Yes
- Chair Winton – Yes
- Trustee Young-Seigler – Yes

Chair Winton then nominated Interim President Dwayne Tucker to serve as the permanent president of TSU. She cited his longstanding commitment to the University, his leadership experience in both public education and the corporate sector, and his effective service during a period of institutional transition. She emphasized that Mr. Tucker had helped restore confidence and unity across the TSU community and had earned strong support from students, faculty, and alumni.

Trustee Chatman made a motion to appoint Mr. Tucker and Trustee Smith seconded the motion. Prior to the vote, Trustee Qualls expressed appreciation for Mr. Tucker's contributions but clarified that her concerns were procedural in nature and not a reflection on the nominee himself—the motion to appoint Mr. Tucker as president passed by roll call vote with the votes casted below.

- Trustee Chatman – Yes
- Trustee Norfleet – Yes
- Trustee Qualls – Abstained
- Trustee Smith – Yes
- Trustee Smith-Knight – Yes
- Trustee Towns – Yes
- Trustee Traugher – Yes
- Chair Winton – Yes
- Trustee Young-Seigler – Yes

Chair Winton congratulated President Dwayne Tucker and thanked him for his continued service to the Board, the University, and the broader TSU community.

IV. DELEGATION OF AUTHORITY TO EXECUTE PRESIDENTIAL EMPLOYMENT AGREEMENT

Chair Winton introduced the next agenda item regarding the delegation of authority to the Chair to execute agreements related to the appointment and employment of the president. She explained that in hiring Mr. Tucker as president, the Board would need to execute one or more agreements outlining the standard terms of presidential employment, including the length of the contract, compensation, and other conditions. Chair Winton requested a motion to approve the delegation of authority to the Chair, in consultation with the Executive Committee, to finalize and execute these agreements.

Trustee Towns made the motion regarding the delegation of authority to the Chair Winton and Trustee Smith seconded the motion.

During the discussion, Trustee Traugher asked about the extent of the “consultation” with the Executive Committee, specifically how it would be implemented in practice. Chair Winton responded that she envisaged circulating any proposed agreement to Executive Committee members before signing and subsequently sharing the final version with the full Board, in line with past practices.

Trustee Traugher noted that, to his knowledge, such consultation had not previously occurred with presidential or interim presidential contracts. Chair Winton reiterated her focus on the current motion and expressed her willingness to involve the full Board if broader input was preferred.

Trustee Chatman clarified that consultation should include collaboration on the terms and conditions of employment. She suggested that given the Board's collective expertise in executive employment, the process should allow for wider participation from the full Board. Trustee Young-

Seigler agreed, observing that relying solely on the Executive Committee could create the impression that other trustees were being excluded from meaningful participation.

Trustee Towns proposed a compromise, suggesting that the Chair and Executive Committee negotiate the agreement, but that the final employment contract be returned to the full Board for ratification. She emphasized that negotiating terms with a group of ten or more trustees would be inefficient, but that final review by the Board would ensure transparency and allow for meaningful input.

Trustee Smith-Knight added that many boards maintain a standing personnel committee for such matters and suggested creating an ad hoc group of trustees with relevant expertise to assist in drafting the agreement. Several trustees supported this idea, noting that it would balance efficiency with inclusivity.

After extended discussion, Chair Winton determined that consensus had not been reached. She made a motion to withdraw the pending motion and Trustee Young-Seigler seconded the motion. Chair Winton announced that the item would be tabled. She asked trustees to submit comments or suggested terms for the presidential employment agreement in writing, so that draft provisions could be prepared and circulated to the Board before a subsequent meeting.

V. APPROVAL OF ACADEMIC ACTIONS – LOW PRODUCING PROGRAMS AND ACADEMIC PROGRAM MODIFICATIONS

Chair Winton introduced the next item on the agenda: the approval of academic program modifications. She invited Trustee Norfleet, Chair of the Student and Academic Affairs Committee, to present the committee's recommendation.

Trustee Norfleet reported that the committee met on July 1, 2025, to review proposed academic actions, which included modifications to low-producing programs and the reorganization of certain academic units. The committee voted to recommend approval of these actions as outlined in Table One of the Board's materials. Furthermore, they recommended authorizing the appropriate officers of the University to collaborate with the Tennessee Higher Education Commission and the Southern Association of Colleges and Schools to implement the approved actions. Trustee Norfleet made the motion to approve the actions regarding the modifications to low-producing programs and the reorganization of certain academic units and Trustee Young-Seigler seconded the motion.

During the discussion, Trustee Qualls expressed concern about the proposal to consolidate four departments within the College of Business into three. She noted that a search for a new dean was currently underway and suggested that the incoming dean should participate in shaping the reorganization. She inquired whether a "yes" vote would constitute approval of all proposed program changes, even if a trustee disagreed with one specific item. Trustee Norfleet confirmed that the vote would be collective.

Provost Melton clarified that all curriculum-related proposals originated with faculty committees at the department and college levels and underwent multiple layers of academic review before

reaching the Board. She emphasized that, while not all faculty members may have agreed with each recommendation, the process adhered to established shared governance practices.

After further discussion, the Board proceeded to a roll call vote and the motion passed with the votes casted below.

- Trustee Chatman – Yes
- Trustee Norfleet – Yes
- Trustee Qualls – No
- Trustee Smith – Yes
- Trustee Smith-Knight – No
- Trustee Towns – Yes
- Trustee Traughber – Yes
- Chair Winton – Yes
- Trustee Young-Seigler – Yes

VI. ADJOURNMENT

Chair Winton stated that she would consider a motion to adjourn. Chair Chatman moved to adjourn, and Trustee Norfleet seconded the motion. A roll call vote was taken, with all committee members voting in favor of the motion. The meeting was adjourned.