

**Meeting of the Tennessee State University  
Board of Trustees  
Regular Meeting  
September 19, 2025  
Tennessee State University – the Barn**

**MINUTES**

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

**University Staff Present:** President Dwayne Tucker; Ginette Garza Brown, Interim General Counsel and Board Secretary; Dr. Robbie Melton, Acting Interim Provost & Vice President for Academic Affairs; Bradley White, Interim VP of Business and Finance; Sterlin Sanders, Chief Information Officer; Jim Grady, Alvarez & Marsal

**I. CALL TO ORDER**

Chair Winton called the meeting to order at 9:02 a.m.

**II. ROLL CALL**

Chair Winton declared that a physical quorum was present. Board Secretary conducted the roll call. The following committee members were present: Trustees Dakasha Winton, Azana Bruce, Trevia Chatman, Jeffery Norfleet, Marquita Qualls, Terica Smith, Dimeta Smith Knight, Leticia Towns, Charles Traugher (arrived during the Adoption of the Agenda) and Artenzia Young-Seigler. A quorum was present.

**III. WELCOME AND INTRODUCTIONS**

Board Chair welcomed Trustees, President Tucker, distinguished guests, faculty, staff, students, and members of the public, expressing appreciation for their continued support and commitment to the university.

Board Chair noted that the meeting marked another important moment in TSU's history and reaffirmed the Board's commitment to academic excellence and student success while recognizing ongoing challenges. She thanked students, faculty, and staff for their dedication and resilience in shaping the university's future.

**IV. ADOPTION OF AGENDA**

The Board Chair called for a motion to adopt the meeting agenda as contained in the materials for the September 19, 2025, Board meeting. Trustee Smith moved to adopt the agenda, and Trustee Young-Seigler seconded the motion.

During discussion, Trustee Qualls noted that the consent agenda included two items—the June 13, 2025, Board meeting minutes and the August 5, 2025, special meeting minutes—that should be removed. The Board Chair confirmed that these items would be addressed separately during approval of the consent agenda.

Trustee Qualls also asked about adding discussion related to Title III and research. The Board Chair stated that these topics could be raised under “Other Business” at the end of the meeting.

Hearing no further discussion, the Board Chair called for a voice vote, and the motion to adopt the modified agenda was approved.

## **V. ACTION ITEMS AND REPORTS**

### **A. APPROVAL OF CONSENT AGENDA ITEMS**

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

- June 12, 2025, Audit Committee Meeting Minutes
- June 12, 2025, Finance Committee Meeting Minutes
- June 13, 2025, Student and Academic Affairs Committee Meeting Minutes
- July 1, 2025, Student and Academic Affairs Committee Meeting Minutes

The June 13, 2025, Board of Trustees Meeting Minutes and the August 5, 2025, Special Meeting Minutes were removed from consideration, as they were not included in the board materials.

A motion to approve the consent agenda was made by Trustee Smith and seconded by Trustee Norfleet. The motion passed by voice vote.

### **B. COMMITTEE REPORTS**

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

#### **1. Audit Committee Report and Recommendations**

Trustee Smith Knight reported that the Audit Committee met to receive reports and consider several items related to internal and external audits. The Committee recommended approval of the updated Internal Audit Plan, the motion was made by Trustee Smith Knight and seconded by Chair Winton. A roll call vote was taken, and the motion passed unanimously.

#### **2. Student and Academic Affairs Committee Report and Recommendations**

Trustee Norfleet reported that the Student and Academic Affairs Committee met to receive reports and consider several action items. The Committee reviewed and acted on three primary items and also received updates on student affairs, housing, and academic affairs. Key discussions included:

Trustee Norfleet noted that the Committee carefully reviewed the tenure and promotion packets, including faculty accomplishments, teaching effectiveness, scholarship, and service contributions, the motion was made by Trustee Norfleet and seconded by Trustee Qualls. A roll call vote was taken, and the motion passed unanimously.

Trustee Norfleet explained that the Committee reviewed updates to the post-tenure review policy, which included clarifications to evaluation procedures and timelines, the motion was made by Trustee Norfleet and seconded by Trustee Smith. A roll call vote was then taken. The motion passed with all trustees voting in favor except Trustee Young-Seigler, who abstained. The motion passed.

Trustee Norfleet reported that the Committee considered recommendations from the admissions office regarding updated testing thresholds to better align with academic standards and student preparedness, the motion was made by Trustee Norfleet and seconded by Trustee Young-Seigler. A roll call vote was taken, and the motion passed unanimously.

### **3. Finance Committee Report and Recommendations**

Trustee Traugher reported that the Finance Committee met to receive reports on enrollment, finance, budget, and institutional advancement. The Committee discussed proposed changes to the bank reconciliation policy and requested additional information before final approval. This concluded the Finance Committee report.

## **VI. PRESIDENTIAL CONTRACT**

The Board Chair introduced the next agenda item, the presidential contract. She noted that each Board member received a proposed contract and that paper copies were available for review. She outlined options for discussion, including: (1) proceeding line by line during the meeting, or (2) moving into an executive session to discuss the full terms with only Board members, followed by next steps, noting that additional discussions with President Tucker would be necessary to finalize the contract.

After discussion, Trustee Smith Knight moved to enter executive session, and Trustee Young-Seigler seconded the motion. The motion was approved by voice vote.

Upon returning from executive session, the Board Chair thanked members for their patience and opened the floor for action on the presidential contract. She called for a motion to approve the permanent presidential contract and to delegate authority to the Board Chair to execute the contract, the motion was made by Trustee Smith and seconded by Trustee Chatman. A roll call vote was then taken. The motion passed unanimously.

## **VII. REAL ESTATE DISCUSSION**

The Board Chair introduced the next agenda item, the real estate discussion. The Board Chair noted that while it was discussed in the Finance Committee, the full Board should have an opportunity to engage. The goal was to set the terms for moving forward.

Chair Winton explained that the focus was on ensuring the Board and university were collectively involved in decisions required under the Memorandum of Understanding (MOU). She recommended the university commence the process and establish an advisory committee to help the Board conduct oversight of real estate decisions outlined in the MOU. This committee would include both university staff and external experts to provide a holistic perspective, especially in preparation for the upcoming master plan.

Discussion followed about the advisory committee's structure and timing. President Tucker noted he would propose a list of members within two weeks and could begin some preliminary work. The committee's work would be coordinated with existing resources, including financial analysis from relevant university teams. The Board clarified that the plan needed to be submitted to the State of Tennessee by December 1.

Trustees raised questions about the feedback loop and Board oversight. It was emphasized that the advisory committee would operate under the Board's direction, with the administration leading the effort and providing information back to the Board. The discussion clarified that while the advisory committee gathers data and makes recommendations, the Board—through the Finance Committee—retains oversight authority for all real estate matters.

Chair Winton noted that this approach differs from the usual committee process because the MOU did not go through a committee. The aim was to involve the full Board in reviewing the plan from the outset, without bypassing existing policies. Trustee Smith moved that the Board delegate authority to President Tucker to establish a Real Estate Advisory Committee to develop a plan in accordance with the MOU. Trustee Towns seconded the motion. A roll call vote was taken:

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

The motion passed.

Trustee Smith Knight moved that the Real Estate Advisory Committee report its work to the full Board to ensure all members are informed of its activities. Trustee Norfleet seconded the motion. A roll call vote was taken:

- Chair Winton – Yes
- Trustee Traughber – No
- Trustee Chatman – No
- Trustee Smith Knight – Yes
- Trustee Norfleet – Yes

- Trustee Qualls – No
- Trustee Smith – Yes
- Trustee Towns – Yes
- Trustee Young-Seigler – Yes

The motion passed.

## **VIII. ADOPTION OF 2026 TSU BOARD OF TRUSTEES MEETING CALENDAR**

Chair Winton introduced the final action item on the agenda: the adoption of the Board of Trustees' 2026 calendar year meeting schedule, which was included in the board materials. She asked if there was any discussion regarding the proposed schedule.

Hearing none, Chair Winton called for a motion to approve the 2026 calendar year meeting schedule as presented in the September 19, 2025, board materials. The motion was made by Trustee Young-Seigler and seconded by Trustee Smith. Trustees Winton, Traughber, Smith Knight, Norfleet, Qualls, Smith, Towns, and Young-Seigler voted in favor of the motion. Trustee Chatman was not present for the vote.

During brief discussion, a trustee asked whether the schedule would include an opportunity for a Board retreat. Chair Winton confirmed that a retreat is in the works, though the timing will depend on logistics and available funding.

## **IX. NAMING OF ADDITIONAL COMMITTEE MEMBERS AND NEW COMMITTEE CHAIRS AND VICE CHAIRS**

The Board Chair introduced the next agenda item, the naming of additional committee members and new committee chairs and vice chairs. She noted that the information was included in the Board materials for the September 19, 2025, meeting. Referring to Policy No. 2, *Committees of the Board of Trustees of Tennessee State University*, Section Three, Subsection A, Chair Winton emphasized that the Board chair determines the composition of and makes appointments to standing and special ad hoc committees.

At the meeting, Chair Winton appointed Trustee Bruce to the Student and Academic Affairs Committee and Trustee Towns to the Finance Committee and the Governance & Government Affairs Committee.

Chair Winton reminded the Board that, under Subsection B of the policy, the chair may delegate the selection of committee chairs and vice chairs to each standing committee. She noted that each standing committee is to have a chair and vice chair serving a one-year term, with the most recent appointments made in May 2024.

She stated that no new chairs or vice chairs would be appointed at this time, as the current chairs and vice chairs' terms have exceeded one year. Since her term as board chair ends in April 2026, she indicated that it is appropriate for the continued service of the current chairs and vice chairs

until May 2026, at which time appointments for new committees, chairs, and vice chairs will be made by the new Board chair.

## **X. PRESIDENT'S REPORT**

Chair Winton introduced the next agenda item, the President's Report, and recognized President Tucker to present. President Tucker provided an update on the university's pathway to sustainability, emphasizing efforts to identify new revenue opportunities and highlighting partnerships that support TSU.

He outlined three key priorities: fostering a student-centered culture, improving customer service, and ensuring timely internal processes. Examples included standardizing response times and treating internal and external stakeholders as customers. He also shared student-led transformation projects on campus, including redesigns of common areas and dorm spaces, demonstrating student engagement in campus improvements.

President Tucker detailed plans to reimagine homecoming, including enhanced security, centralized campus activities, family-friendly events, and partnerships with sponsors and the foundation. He explained the introduction of VIP and corporate event spaces, controlled merchandise sales, and additional fundraising initiatives.

He concluded by emphasizing transformational change as essential for achieving financial and academic goals, noting progress in enrollment, revenue generation, cost reduction, and ongoing partnerships. Chair Winton thanked President Tucker for his report and leadership, recognizing the steps being taken to strengthen the university's performance.

## **XI. BOARD CHAIR'S REPORT**

Chair Winton introduced the final item on the agenda, the Board Chair's Report, and stated that she would not be making a formal report at this time. Before concluding, Trustee Qualls noted one additional item under Other Business.

## **XII. OTHER BUSINESS**

Chair Winton invited Dr. Quincy Quick to address questions from the board regarding his earlier report and executive summary. Discussion focused on faculty research participation and grant submissions. Dr. Quick explained that approximately 17% of faculty account for 84% of proposal submissions, noting ongoing efforts to expand faculty engagement in research through targeted development and investment initiatives. He highlighted new funding for the College of Life and Physical Sciences and the growing success of the university's seed grant program, which received 104 applications.

Dr. Quick also discussed the university's indirect cost (IDC) rate, currently set at 42% and under provisional status. He explained that this status has caused some challenges with certain agencies withholding IDC funds but noted that a revised rate proposal is being prepared for submission to the U.S. Department of Health and Human Services.

### **XIII. ADJOURNMENT**

Trustee Traughber confirmed quorum and called for a motion to adjourn. The motion to adjourn was moved by Trustee Norfleet and seconded by Trustee Smith. Upon a voice vote, the motion carried, and the meeting was adjourned.