Meeting of the Tennessee State University Board of Trustees
Governance and Governmental Affairs Committee Meeting
May 14, 2026
Tennessee State University – The Farrell Westbrook Complex (the "Barn")

MINUTES

Committee Members Present: Trustees Terica Smith (virtual), Trevia Chatman (virtual), and Dakasha Winton. Other Board members present: Charles Traughber, Dimeta Smith Knight, Marquita Qualls, Venkataswarup Tiriveedhi

University Staff Present: President Dwayne Tucker; Ginette Garza Brown, Interim General Counsel and Board Secretary; Sterlin Sanders, Interim Chief Information Officer

I. CALL TO ORDER

Committee Chair Smith called the meeting to order at 12:04 p.m.

II. ROLL CALL/DECLARATION OF A QUORUM

Committee Chair Smith requested that Secretary Brown conduct the roll call. The following committee members were present: Trustees Terica Smith (virtual), Trevia Chatman (virtual), and Dakasha Winton. Following the roll call, Secretary Brown determined that a quorum was present.

III. OPENING REMARKS BY THE COMMITTEE CHAIR

In the opening remarks, Committee Chair Smith welcomed the committee trustees, university leadership, staff, and guests to the meeting of the Governance and Governmental Affairs Committee. She emphasized the committee's role in supporting sound governance, institutional accountability, and effective engagement with state and governmental partners. Chair Smith noted that the meeting agenda included a legislative update on matters affecting Tennessee State University and higher education across the state, a presentation on the university's policy modernization project, and a review of proposed changes to the Board's bylaws. She also recognized the continued efforts of university leadership, governmental affairs partners, and the committee trustees throughout the legislative session and encouraged thoughtful discussion and collaboration as the committee proceeded with the agenda.

IV. ADOPTION OF AGENDA

Chair Winton moved to adopt the agenda as presented. The motion was seconded by Trustee Chatman. A roll call vote was taken, with all present Committee members voting in favor of the motion. The motion passed unanimously.

V. APPROVAL OF MINUTES: FEBRUARY 19, 2026, GOVERNANCE AND GOVERNMENTAL AFFAIRS COMMITTEE MEETING

The minutes from the February 19, 2026, meeting of the Governance and Governmental Affairs Committee were approved as submitted, with Chair Winton making the motion and Trustee Chatman seconding the motion. A roll call vote was taken, with all present Committee members voting in favor of the motion. The motion passed unanimously.

VI. LEGISLATIVE UPDATE

Committee Chair Smith introduced the Legislative Update and recognized Mrs. Leah Dupree Love to provide an overview of legislative matters affecting Tennessee State University. Chair Smith noted that the item was informational and did not require a vote.

Mrs. Love thanked University leadership and the Board of Trustees for their continued partnership throughout the legislative session. She commended the University's preparation and professionalism and recognized Tennessee State University's legislative interns, particularly Trustee Azana Bruce, for representing the University well during the session.

Mrs. Love reviewed state and federal funding included in the current budget, with emphasis on the University's land-grant responsibilities. She outlined funding for the McMinnville Center, the Institute of Agricultural and Environmental Research, Cooperative Extension, and McIntire-Stennis Forestry Research. She also reported an additional $1 million in recurring land-grant funding to support the required state match for federal allocations. Other funding discussed included approximately $1.263 million in outcome-growth funding and $2.4 million for roof and building maintenance.

Mrs. Love then reviewed key legislation requiring Board attention. She reported that legislation associated with the Charlie Kirk Act requires public university governing boards to adopt a freedom of expression policy similar to the University of Chicago's policy. She also reported that the University received a three-year extension following its sunset review, noting that the extension reflects increased confidence in the University's governance and operations.

Mrs. Love advised that legislation changing the expiration date of gubernatorial board appointments from June to February passed the General Assembly but was vetoed by the Governor on May 1. Accordingly, Board appointments will continue to expire on June 30 of the respective year.

She further discussed legislation requiring governing boards to adopt policies distinguishing tenure decisions from faculty disciplinary actions. The Office of General Counsel is working with the Office of the Attorney General and other institutions to address policy requirements and due process considerations. Mrs. Love also noted that legislation defines on-time graduation for public universities as four academic years, which will affect outcome-growth funding, and includes provisions concerning the use of out-of-state tuition revenues.

During discussion, Chair Smith requested clarification regarding the four-year graduation standard and its application to students who may require additional coursework. Mrs. Love explained that the four-year definition is established by law. Trustees also asked about guidance from the Office of the Attorney General. Attorney Brown reported that guidance had been received regarding due process for faculty disciplinary matters and that the Office of General Counsel was developing the required policies. She noted that the policies must be addressed before the July 1 effective date and that a special call meeting was being planned for June.

Mrs. Love concluded by advising that she would update and recirculate the legislative information and thanked the Board and University leadership for their continued partnership.

VII. POLICY MODERNIZATION PROJECT

Committee Chair Smith introduced the Policy Modernization Project and recognized Mrs. Leah Louallen, Strategic Advisor to the President, to provide an overview. Chair Smith noted that the item was informational and did not require a vote.

Mrs. Louallen emphasized the importance of updating the University's policies as it moves forward with its strategic and master planning efforts. She explained that the project is intended to strengthen compliance, mitigate risk, improve efficiency, and enhance the student experience. She noted that the University currently has approximately 301 policies and procedures listed as policies, many of which are actually operational procedures. The project will separate procedures into appropriate handbooks and ensure that the University's policy website reflects current institutional policies.

Mrs. Louallen reported that the review will prioritize areas of compliance and risk, beginning with Human Resources, Business and Finance, and Academic Affairs. She will serve as the project facilitator, with Dr. Cynthia Howell serving as project manager. Twelve Cabinet members will serve as the steering committee, supported by approximately 24 staff members and additional nine-month faculty specialists during the summer.

Mrs. Louallen outlined a goal of completing the review of Human Resources and Business and Finance policies by September 2026, including policies requiring Board approval, with the remaining policies targeted for completion by December 2026. She also noted plans to establish an annual policy review and training process and to identify and address policy gaps following the initial modernization effort.

During discussion, trustees asked about the last comprehensive policy review. Mrs. Louallen noted that many current policies are legacy Tennessee Board of Regents policies dating to the 2016 Focus Act and that a comprehensive review may not have occurred since that time. She emphasized the goal of developing current, standalone Tennessee State University policies.

Trustees also discussed the role of the Governance and Governmental Affairs Committee and the coordination of policies affecting other Board committees. It was explained that the Governance Committee was tasked with addressing the University's governance infrastructure and that policies will ultimately be presented to the full Board for approval. Office of General Counsel will assist in determining which Board committees should review policies before they are presented to the full Board.

In response to questions regarding the project's risk-based approach, Mrs. Louallen explained that the review will begin with audit findings and identified compliance gaps. Cabinet members will assist in prioritizing policies within their respective areas of responsibility, with University leadership providing additional oversight. She emphasized the importance of completing the project efficiently to strengthen the University's infrastructure and support other institutional initiatives.

VIII. REVIEW OF PROPOSED CHANGES TO BYLAWS OF THE BOARD OF TRUSTEES

Committee Chair Smith introduced the review of the proposed amendments to the Bylaws of the Board of Trustees. She noted that the draft contained provisions based on legislation that was subsequently vetoed and that an updated draft would be circulated through the Board portal. The Governance and Governmental Affairs Committee was tasked with conducting the substantive review and developing recommendations for consideration by the full Board, with a goal of completing the process before July 1, 2026.

Committee Chair Smith recognized the committee members for their work in reviewing the existing governance documents and addressing areas of ambiguity. Trustees discussed the preparation of a new draft rather than a redline due to the extent of the revisions.

Trustees discussed the Governance Committee's role in reviewing the Bylaws, given that certain responsibilities are currently assigned to the Executive Committee. Secretary Brown explained that the Executive Committee's existing responsibilities include reviewing compliance with the Bylaws and recommending amendments but do not specifically address a comprehensive revision. She noted that the risk was low as long as the proposed amendments are ultimately considered and approved by the full Board.

The committee discussed the importance of following the Board's governance processes and establishing clear standards of compliance. Trustees also reviewed the relationship between the proposed Bylaws and existing Board policies, noting that certain policies have been incorporated into the draft while additional policies may require further review and alignment.

Trustees discussed the proposed structure of the Executive Committee and whether it should remain a standing committee. The matter will be considered further as part of the Bylaws review.

Committee Chair Smith advised that an updated draft would be circulated and that trustees would be notified of the committee meeting to conduct the formal review. Trustees were encouraged to provide comments and recommendations.

Before adjournment, a trustee raised the need for a Board assessment following the Board's two years of service. Committee Chair Smith agreed that an assessment would be timely and could be added to the committee's work plan for the upcoming year.

IX. ADJOURNMENT

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