Meeting of the Tennessee State University Board of Trustees
Governance and Governmental Affairs Committee Meeting
June 9, 2026
Tennessee State University – Virtual

MINUTES

Committee Members Present: Trustees Terica Smith, Trevia Chatman, Leticia Towns, and Dakasha Winton. Other Board members present: Jeffery Norfleet, Charles Traughber, Marquita Qualls

University Staff Present: President Dwayne Tucker; Ginette Brown, Interim General Counsel and Board Secretary; Leah Louallen, Strategic Advisor to the President; Oniquca May, Assistant General Counsel

I. CALL TO ORDER

Committee Chair Smith called the meeting to order at 6:05 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, Trevia Chatman, Leticia Towns, and Dakasha Winton. The committee members participating electronically confirmed that they could hear and speak with the Board and that they were alone in the room. 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 introduced the proposed amendments to the Board's bylaws, emphasizing the importance of periodically reviewing governing documents to ensure they support effective leadership, sound governance, and the University's mission. She noted that the administration had been asked to conduct a policy analysis and stated that updating the bylaws was appropriate to reflect governance best practices.

Committee Chair Smith encouraged the Board to approach the discussion thoughtfully and collaboratively, with a focus on transparency, accountability, efficiency, and the long-term success of Tennessee State University. She thanked those involved in reviewing and preparing the proposed amendments for consideration.

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. BOARD BYLAWS AND POLICIES REVISIONS

Committee Chair Smith called the meeting to order and introduced the review of the proposed amendments to the Board of Trustees Bylaws. She explained that the committee had been tasked by Chair Winton with conducting a substantive review and developing recommendations for consideration by the full Board. She clarified that the committee would not independently approve amendments to the Bylaws, but would submit suggested changes for consideration and approval by the full Board and, where appropriate, the Audit Committee. The purposed revisions were to bring the Bylaws into greater alignment with updated policies and applicable law.

Trustees discussed the committee's authority and the existing policy assigning responsibility for periodic Bylaws review. They also discussed transparency and compliance with the Tennessee Sunshine Law, including an April 30 informational meeting. Members clarified that no quorum or Bylaws deliberations occurred at that meeting. Secretary Brown agreed to provide additional guidance regarding trustee communications and deliberations outside public meetings.

The committee reviewed administration's feedback and discussed revisions involving statutory references, student trustee selection, trustee eligibility and conflicts of interest, vacancies and attendance, removal and appeals, Board powers, and trustee engagement with University constituencies. Trustees generally agreed that detailed procedures should be moved from the Bylaws to separate policies or governing documents where appropriate.

The committee also reviewed Board officer terms and elections, Chief Audit Executive provisions, supermajority voting requirements, and Board committee provisions. Trustees identified inconsistencies and areas requiring clarification, including committee names, voting standards, officer terms, and the role of the Executive Committee. The committee supported reducing unnecessary procedural detail in the Bylaws and relying on separate Board policies where appropriate.

Trustees further discussed orientation requirements and agreed that overly prescriptive provisions may be better addressed through guidelines or separate policies, while retaining statutory requirements.

Committee Chair Smith directed trustees to submit specific edits and redlines to Secretary Brown. Secretary Brown will compile the recommendations and circulate a revised draft for further review. Trustees were asked to submit recommendations by June 12, 2026. The committee will reconvene to review the revised draft, with June 30 identified as a target rather than a firm deadline.

The committee agreed to continue the review process and allow sufficient time for administration and trustees to consider the proposed revisions before further action.

VI. ADJOURNMENT

Committee Chair Smith stated that she would consider a motion to adjourn. Chair Winton moved to adjourn, and Trustee Towns 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.

COMMITTEE FOLLOW-UP ITEMS:

- **Trustee Communications and Sunshine Law Guidance** – Committee members discussed transparency and compliance with the Tennessee Sunshine Law and requested additional guidance regarding trustee communications and deliberations outside of public meetings. *Assigned to: Attorney Ginette Brown*
- **Bylaws Revision Review Process** – Committee Chair Smith directed trustees to submit specific edits and redlines to Secretary Brown, who will compile the recommendations and circulate a revised draft for further review. *Assigned to: Attorney Ginette Brown*