Meeting of the Tennessee State University
Board of Trustees
Special Meeting
June 30, 2026
Tennessee State University – Virtual

MINUTES

Board Members Present: Trustees Dakasha Winton, Charles Traughber, Dimeta Smith Knight, Jeffery Norfleet, Marquita Qualls, Terica Smith, Leticia Towns, and Venkataswarup Tiriveedhi.

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

I. CALL TO ORDER

Chair Winton called the meeting to order at 6:19 p.m.

II. ROLL CALL

Chair Winton requested that Secretary Brown conduct the roll call. The following committee members were present: Trustees Dakasha Winton, Charles Traughber, Dimeta Smith Knight, Jeffery Norfleet, Marquita Qualls, Terica Smith, Leticia Towns, and Venkataswarup Tiriveedhi. The 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. ADOPTION OF AGENDA

The Board Chair called for a motion to adopt the meeting agenda as contained in the materials for the June 30, 2026, Board meeting. Trustee Smith moved to adopt the agenda, and the motion was seconded by Trustee Traughber. Following discussion regarding items included on the consent agenda that had not been approved by the committee, the Board agreed to adopt the agenda as presented and address the removal of any applicable consent agenda items during consideration of the consent agenda. A roll call vote was taken, with all present Board members voting in favor of the motion. The motion passed unanimously.

IV. APPROVAL OF CONSENT AGENDA ITEMS

A. Approval of Revisions to Academic Tenure Policy regarding Faculty Discipline

The Board Chair introduced the action item concerning approval of the consent agenda. The Board Chair explained that the consent agenda includes routine, non-controversial items, or items unanimously approved by a committee, that may be approved together in a single motion. The

Board Chair noted that the items initially included on the consent agenda were the approval of revisions to the academic tenure policy and the approval of revisions to the academic tenure policy regarding faculty discipline. The approval of revisions to the Board bylaws and policies had been removed from the consent agenda.

Trustee Norfleet noted for the record that the Student Academic Affairs Committee had not taken up Item 5A and requested that the item also be removed from the consent agenda. The Board Chair acknowledged the request.

Trustee Norfleet further noted that, although the approval of revisions to the academic tenure policy regarding faculty discipline remained on the consent agenda, the Student Academic Affairs Committee had requested that the administration engage in a shared governance process to review the policy and ensure its long-term sustainability. Trustee Norfleet stated that the committee would receive a revised policy no later than September 15, 2026, in preparation for its November meeting.

Following clarification, the Board Chair confirmed that the only item remaining on the consent agenda was the approval of revisions to the academic tenure policy regarding faculty discipline and called for a motion to approve the consent agenda as presented in the meeting materials. Trustee Smith moved to approve the consent agenda, and Trustee Traughber seconded the motion. A roll call vote was taken, with all present Board members voting in favor of the motion. The motion passed unanimously.

V. COMMITTEE REPORTS

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

A. Student and Academic Affairs Committee

The Board Chair called upon Trustee Norfleet to present the Student and Academic Affairs Committee report and report on the actions and other matters considered by the committee during its meeting. Trustee Norfleet thanked the Board and stated that he had no additional matters to report. He expressed appreciation to the institution and administration for their work and emphasized the importance of conducting due diligence to ensure that policies are sustainable as the University moves forward. Trustee Norfleet reiterated his comments from the committee meeting and stated that such considerations are important to moving the institution in a positive direction. He encouraged Board members to reach out with any questions as needed.

B. Governance and Governmental Affairs Committee

The Board Chair recognized Trustee Smith, Chair of the Governance and Governmental Affairs Committee, to present the committee report. Trustee Smith reported that the committee met earlier in the day and moved to table consideration of the proposed revisions to the Board bylaws until the committee's next regular meeting. She stated that the committee anticipated meeting in September and would establish and provide notice of the meeting date.

VI. APPOINTMENT OF STUDENT TRUSTEE

The Board Chair introduced the agenda item concerning the appointment of the student trustee and explained that, pursuant to the FOCUS Act, a Tennessee State University student shall serve as a non-voting student member of the Board for a one-year term. The Board Chair explained that the student trustee recommendation process included input and action by the Tennessee State University Student Government Affairs Association, as well as institutional interviews, including an interview with President Tucker.

Following the recommendation process, President Tucker recommended the appointment of Olivia Blauser to serve a one-year term as the student trustee for the 2026-27 fiscal year. The Board Chair highlighted Ms. Blauser's academic and professional accomplishments, noting that she is a rising senior double majoring in political science and urban studies, a student in the Honors College, and holds a 4.0 GPA. Ms. Blauser previously served as a legislative intern in the United States House of Representatives in the office of Congressman Emanuel Cleaver and as an intern in the Mayor's Office for the Metropolitan Government of Nashville and Davidson County. She was also selected as one of 15 inaugural nationwide ambassadors for the Congressional Black Caucus Foundation's first Leadership Institute cohort and participated in the Public Policy and International Affairs Committee's Junior Summer Institute at Harvard Kennedy School.

Following discussion, the Board Chair called for a motion to appoint Ms. Olivia Blauser as the student trustee for the 2026-27 fiscal year. Trustee Norfleet moved to approve the appointment, and Trustee Smith seconded the motion. A roll call vote was taken, with all present Board members voting in favor of the motion. The motion passed unanimously.

VII. MEMORANDUM OF UNDERSTANDING

The Board Chair introduced the agenda item concerning the proposed agreement between Tennessee State University and the Tennessee State University Foundation. The Board Chair provided background regarding the efforts undertaken by both institutions to negotiate a new governing agreement, including governance meetings, written correspondence, engagement with an external mediator, and multiple rounds of proposed revisions. The Board Chair noted that the Tennessee State University Foundation had provided notice of termination of the existing memorandum of understanding effective July 1, 2026, and emphasized the importance of having a governing framework in place addressing fund flow, fiduciary responsibilities, personnel arrangements, and operational authority.

The Board Chair highlighted the potential impact on students, noting that in fiscal year 2026, the Tennessee State University Foundation provided $3,755,369 in scholarship support to 1,604 students, including purge support scholarships. The Board Chair further noted that 91 students who received foundation purge support in spring 2026 were eligible for continued support in fiscal year 2027, representing approximately $981,000 in annualized scholarship support. The Foundation had committed $1.8 million in unrestricted funds for this purpose.

The Board Chair also discussed institutional risks associated with operating without a governing agreement, including accreditation, state and federal compliance, financial transactions and audit vulnerabilities, and donor confidence in connection with the University's $100 million capital campaign. The Board Chair stated that the Board retains authority to act directly on matters of institutional significance and explained that the proposed memorandum of understanding had been developed through engagement between the parties, review by legal counsel for both institutions, and consideration of governance standards established by the Association of Governing Boards and the Council for Advancement and Support of Education.

Following the presentation, the Board Chair called for a motion to authorize the Chair to sign the proposed memorandum of understanding included in the Board materials, effective immediately. Trustee Smith moved to approve the motion, and Trustee Norfleet seconded the motion.

Trustee Traughber disclosed that he had previously served on the Tennessee State University Foundation Board and had also served on the University's Board of Trustees during a period when the existing memorandum of understanding was being negotiated. He further disclosed that he had served on both boards from April 2024 through December 2025 and stated that, although he was not involved in formal negotiations of the current iteration of the memorandum of understanding and no longer served on the Foundation Board, he would recuse himself from deliberations and the vote to ensure the integrity of the Board's action.

Trustee Qualls expressed concerns regarding the timing of the materials and stated that she did not feel she had sufficient knowledge or understanding of the information to vote on the proposed memorandum of understanding. Trustee Qualls stated that she would abstain from the vote.

Secretary Brown called the roll, with the following results:

- Chair Winton: Yes
- Trustee Smith Knight: Yes
- Trustee Norfleet: Yes
- Trustee Qualls: Abstained
- Trustee Smith: Yes
- Trustee Towns: Yes
- Trustee Tiriveedhi: Yes

Trustee Traughber recused himself from the vote. The motion passed.

VIII. OTHER BUSINESS

Trustee Towns, Chair-Elect, offered closing remarks and thanked Chair Winton for her leadership during her two-year tenure as Chair of the Board of Trustees. She commended Chair Winton, the administration, and the Board for their work during the first phase of the University's institutional turnaround and emphasized the importance of collaboration and commitment to the University's mission.

Trustee Towns requested that two matters be memorialized for future Board consideration. First, she requested that performance metrics related to the out-of-state mandatory tuition policy be developed and presented to the Board, including recommended performance metrics and the cadence for reporting those metrics. Second, she requested that the administration provide the

Board with a strategic use plan for any potential proceeds from real estate transactions at the time recommendations regarding such transactions are presented to the Board. Chair Winton acknowledged the requests and stated that they would be noted for the record.

IX. ADJOURNMENT

Trustee Norfleet moved to adjourn the meeting, and Trustee Smith seconded the motion. Secretary Brown called the roll call vote, and the motion carried unanimously. The meeting was adjourned.

COMMITTEE FOLLOW-UP ITEMS:

- **Out-of-State Tuition Policy Performance Metrics** – Trustee Towns requested that performance metrics related to the out-of-state mandatory tuition policy be developed and presented to the Board, including recommended performance measures and the cadence for reporting those metrics. *Assigned to: April Robinson*
- **Strategic Use Plan for Real Estate Transaction Proceeds** – Trustee Towns requested that the administration provide the Board with a strategic use plan for any potential proceeds from real estate transactions when recommendations regarding such transactions are presented to the Board for consideration. *Assigned to: April Robinson & Will Radford*