Meeting of the Tennessee State University
Board of Trustees
Special Meeting
August 13, 2026
Tennessee State University – Virtual

MINUTES

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

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 Towns called the meeting to order at 5:32 p.m.

II. ROLL CALL

Chair Winton requested that Secretary Brown conduct the roll call. The following committee members were present: Trustees Leticia Towns, Terica Smith, Trevia Chatman, Jeffery Norfleet, Dimeta Smith Knight, Venkataswarup Tiriveedhi, Charles Traughber, and Dakasha Winton. 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 submitted, noting that the agenda had been provided to the Board in the meeting materials on August 13, 2026. Trustee Chatman moved to adopt the meeting agenda as submitted, 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.

IV. APPROVAL OF BOARD AUDIT COMMITTEE

Chair Towns introduced the agenda item concerning approval of the Board Audit Committee and announced the Board committee assignments effective July 14, 2026.

The Finance Committee consists of Trustee Winton, who will serve as Chair, Trustee Smith Knight, and Trustee Tiriveedhi.

The Student and Academic Affairs Committee consists of Trustee Norfleet, who will serve as Chair, Trustee Qualls, Trustee Tiriveedhi, Trustee Smith, and the Student Trustee, Ms. Blauser.

The Governance and Governmental Affairs Committee consists of Trustee Smith, who will serve as Chair, Trustee Chatman, Trustee Winton, and Trustee Norfleet.

Chair Towns explained that, pursuant to the committees of the Board Policy and the Audit Committee Charter, the Board Chair appoints members of the Audit Committee, subject to Board approval. Chair Towns appointed Trustee Smith Knight, Trustee Winton, and Trustee Smith to each serve a two-year term on the Audit Committee. Chair Towns further recommended that Trustee Smith Knight remain on the Audit Committee and that her term align with the terms of Trustee Winton and Trustee Smith, expiring two years from the date of appointment. Trustee Smith Knight currently serves as Chair of the Audit Committee through the end of her term as Chair on September 19, 2026.

Trustees discussed the qualifications of the proposed Audit Committee members and the requirements of the Audit Committee Charter, including the requirement that members be generally knowledgeable in financial management and auditing matters. Chair Towns stated that she had worked with President Tucker and Secretary Brown in making the committee assignments based on her review of the credentials of the Board members and believed the proposed members satisfied the general requirements. Chair Towns noted that Trustee Smith-Knight is a CPA. Trustees also discussed the appointment of vice chairs for standing committees and the staff support assigned to the Audit Committee. Chair Towns clarified that the Board's committee assignment matrix had identified the Chief Financial Officer as staff support because the University did not have an internal auditor at the time the assignments were made. She stated that, now that an internal audit function is in place, the matrix would be adjusted to identify Internal Audit as the staff support for the Audit Committee.

Following discussion, Trustee Winton moved to approve the appointment of Trustee Smith Knight, Trustee Winton, and Trustee Smith to serve a two-year term on the Audit Committee, with Trustee Smith Knight's term aligned with the terms of Trustee Winton and Trustee Smith. Trustee Traughber seconded the motion. The vote was recorded as follows:

- Chair Towns: Yes
- Trustee Smith: Yes
- Trustee Chatman: Yes
- Trustee Smith Knight: Yes
- Trustee Tiriveedhi: Yes
- Trustee Traughber: No
- Trustee Winton: Yes

The motion passed.

V. APPROVAL OF AUDIT COMMITTEE CHAIR

Chair Towns introduced the next agenda item concerning the appointment of the Chair of the Audit Committee. Pursuant to the Committees of the Board Policy and the Audit Committee Charter, the Board Chair appoints the Chair of the Audit Committee, subject to Board approval, and the Audit Committee Chair serves a one-year term.

Chair Towns appointed Trustee Smith Knight to continue serving as Chair of the Audit Committee for a one-year term and recommended that her term on the Audit Committee expire two years from the date of appointment.

Following discussion, Trustee Winton moved to approve the appointment of Trustee Smith Knight to serve a one-year term as Chair of the Audit Committee and for her term on the Audit Committee to expire two years from the date of appointment. Trustee Chatman seconded the motion.

A roll call vote was conducted with the following results:

- Chair Towns: Yes
- Trustee Smith: Yes
- Trustee Chatman: Yes
- Trustee Norfleet: Yes
- Trustee Smith Knight: Yes
- Trustee Tiriveedhi: Yes
- Trustee Traughber: No
- Trustee Winton: Yes

The motion passed.

VI. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

Chair Towns introduced the next agenda item concerning the election of an additional at-large member of the Executive Committee. She explained that, pursuant to the Board's Committees of the Board Policy, the Executive Committee consists of the Board Chair, Board Vice-Chair, and at least one additional at-large voting member elected by the Board. Chair Towns noted that the Board Chair and Vice-Chair, Chair Towns and Trustee Smith, respectively, are members of the Executive Committee and that, to ensure compliance with Board policy, the Board must approve the additional at-large members nominated by the Chair.

Chair Towns nominated Trustee Winton and Trustee Chatman to serve as additional at-large members of the Executive Committee. The Board first considered the election of Trustee Winton as an at-large member.

Trustees discussed the responsibilities and authority of the Executive Committee. Secretary Brown reviewed the applicable provisions of Board Policy No. 2, Section 10, explaining that the Executive Committee is responsible for ensuring the integrity of the Board; establishing and maintaining standards of Board conduct; assessing the performance of the Board and Board members; monitoring compliance with Board policies, including the Code of Ethics/Conflicts of Interest Policy; ensuring effective Board member orientation and ongoing professional development; periodically reviewing Board bylaws and policies; reviewing the Board committee structure; overseeing the work of standing committees; monitoring the University's standards of conduct and internal control structure; and making nominations to the Board for Board officers and other matters as directed by the Board.

Secretary Brown further explained that the Executive Committee may act on behalf of the Board between regular Board meetings on emergency matters, except for matters reserved to the full Board, including presidential selection, evaluation and dismissal; amendments to the Board bylaws; sale or disposition of real estate; tenure decisions; maintenance fees, tuition, and other student fees; capital budget requests submitted to the Tennessee Higher Education Commission for consideration and inclusion in the Governor's budget proposal; adoption of the annual budget; and conferral of degrees.

A. Nominee: Trustee Dakasha Winton

Following discussion, Trustee Chatman moved to elect Trustee Winton as an at-large member of the Executive Committee. Trustee Traughber seconded the motion.

A roll call vote was conducted with the following results:

- Chair Towns: Yes
- Trustee Smith: Yes
- Trustee Chatman: Yes
- Trustee Norfleet: Yes
- Trustee Smith Knight: Yes
- Trustee Tiriveedhi: Yes
- Trustee Traughber: No
- Trustee Winton: Yes

The motion passed.

B. Nominee: Trustee Trevia Chatman

Chair Towns called for a motion to appoint Trustee Chapman as a member of the Executive Committee to fill the second at-large seat. Trustee Winton moved to appoint Trustee Chapman, and Trustee Norfleet 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. APPROVAL OF MEHARRY COLLEGE PARKING TRANSACATION

Trustee Winton presented the Finance Committee report and stated that the Committee met that evening and voted to recommend approval of a 120-day agreement with Meharry Medical College for parking. The Board was referred to the information regarding the action contained in the meeting materials.

Following the report, the Board discussed the recommendation and clarified that the insurance requirements associated with the parking and shuttle arrangement would be resolved before the University entered into the 120-day license agreement and began providing the parking and shuttle services. The Board Chair confirmed that the insurance issue would be addressed prior to execution of the agreement.

Following discussion, Chair Towns moved to approve the Meharry Medical College parking transaction as approved by the Finance Committee during its August 13, 2026 meeting. 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.

VIII. ADJOURNMENT

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