TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

GOVERNANCE AND GOVERNMENTAL AFFAIRS COMMITTEE	
Thursday, September 10, 2026 9:00 a.m. CT	Tennessee State University Main Campus Farrell Westbrook Complex (The Barn) 3500 John A. Merrit Blvd. Nashville, TN 37209

AGENDA

I. Call to Order

II. Roll Call

III. Opening Remarks by the Committee Chair

IV. Adoption of Agenda

V. Approval of Committee Minutes

A. Approval of May 14, 2026, Governance and Governmental Affairs Committee Meeting (Action)

B. Approval of June 9, 2026, Governance and Governmental Affairs Committee Meeting (Action)

C. Approval of June 30, 2026, Governance and Governmental Affairs Committee Meeting (Action)

VI. Policy Modernization Update

VII. Adjournment

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE:	September 10, 2026
ITEM:	Approval of Governance & Governmental Affairs Committee Meeting Minutes
RECOMMENDED ACTION:	Approval
PRESENTED BY:	Trustee Terica Smith, Committee Chair

Background Information

The committee conducted the meeting(s) referenced below. The document reflecting the minutes from the meeting(s) are included in the Board materials:

May 14, 2026, Governance and Governmental Affairs Committee Meeting Minutes

June 9, 2026, Governance and Governmental Affairs Committee Meeting Minutes

June 30, 2026, Governance and Governmental Affairs Committee Meeting Minutes

Recommended Committee Action

The Committee Chair will call for a motion recommending the approval of the meeting minutes.

MOTION: I move to recommend that the Board of Trustees approve the Governance and Governmental Affairs Committee meeting minutes, as presented in the Board materials.

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.

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*

Meeting of the Tennessee State University Board of Trustees
Governance and Governmental Affairs Committee Meeting
June 30, 2026
Tennessee State University – Virtual

MINUTES

Committee Members Present: Trustees Terica Smith, Leticia Towns, and Dakasha Winton.

University Staff Present: President Dwayne Tucker; Ginette Garza Brown, Interim General Counsel and Board Secretary; Dr. Erik Schmeller, Interim Provost & Vice President for Academic Affairs; Leah Louallen, Strategic Advisor to the President; Sterlin Sanders, Interim Chief Information Officer

I. CALL TO ORDER

Committee Chair Smith called the meeting to order at 6:15 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, 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. ADOPTION OF AGENDA

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

IV. PROPOSED CHANGES TO UNIVERSITY BYLAWS

Committee Chair Smith introduced the agenda item concerning the review and approval of the Board bylaws and policy revisions. Committee Chair Smith explained that, due to the Board's need to address multiple sensitive matters, the Board had not been able to devote the necessary attention to the proposed revisions. She called for a motion to postpone consideration of the matter until the next regular meeting of the committee.

Trustee Towns moved to postpone the action until the Committee's next meeting. Chair Winton seconded the motion. A roll call vote was taken, with all present Committee members voting in favor of the motion. The motion passed unanimously.

V. 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.

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

INFORMATION ITEM

DATE:	September 10, 2026
ITEM:	Policy Modernization Update
RECOMMENDED ACTION:	No action
PRESENTED BY:	Leah Louallen, Strategic Advisor to the President

Background Information

At the May 2026 meeting of the Board of Trustees, we announced the launch of Tennessee State University's Policy Modernization Project. This initiative is designed to review and update existing policies to ensure they align with the University's current mission, strategic direction, and operational needs.

Modernizing institutional policies will provide clear expectations for faculty, staff, and students while strengthening compliance, enhancing consistency in decision-making, and mitigating institutional risk. The information below provides an update on the current status and progress of the project.

Business and Finance Policy Update:

Total Policies Initially Identified	Policies Determined to be Procedures	Duplicate Policies or those Incorporated in Another Policy	Policies No Longer Applicable	Policy Belongs to Another Department	Policies Requiring Updates/
64	**16**	**18**	**1**	**2**	**27**

Business and Finance has completed the review and update of 25 policies and has three remaining policies under review. The review and revision of the remaining policies are expected to be completed by December 31, 2026.

Human Resources Policy Update:

Total Policies Initially Identified	Policies Determined to be Procedures	Duplicate Policies or those Incorporated in Another Policy	Policies No Longer Applicable	Policy Belongs to Another Department	Policies Requiring Updates
70	**19**	**6**	**2**	**14**	**29**

Human Resources has completed the review and update of 29 policies and has three remaining policies under review. The review and revision of the remaining policies are expected to be completed by December 31, 2026.

Additional Policies Completed:

In addition to the policies updated by the Business and Finance and Human Resources divisions, several other units have completed policy revisions as part of the Policy Modernization Project. These include the Office of Technology (one policy), the Tennessee State University Police Department (one policy), the Office of Research and Sponsored Programs (four policies), and Emergency Management (one policy). Each unit has reviewed and updated its respective policies to ensure alignment with current University operations, compliance requirements, and institutional best practices.

Committee and Board Consideration of Policies:

Three policies have been identified for Board of Trustees review and approval and will be presented as action items through the appropriate Board committees. These policies include the Payment of Student Fees and Enrollment Policy and Collection of Accounts Receivable Policy. Following committee review and recommendation, the policies will be presented to the Board for consideration and approval. Adoption of these policies will support the University's ongoing efforts to strengthen governance, ensure regulatory compliance, and align institutional practices with current operational and strategic priorities.