

**Tennessee State University
Board of Trustees**



**EXECUTIVE
COMMITTEE
REPORT**

**TENNESSEE STATE UNIVERSITY BOARD OF TRUSTEES
EXECUTIVE COMMITTEE
MEETING AGENDA**

9:30 a.m. CST
Thursday, June 13, 2019

Tennessee State University – Main Campus
McWhorter Administration Building,
President’s Conference Room
3500 John A. Merritt Blvd. Nashville, TN 37209

ORDER OF BUSINESS

- I. Call to Order
- II. Roll Call/Declaration of a Quorum
- III. Approval of the February 21, 2019, Executive Committee Meeting Minutes
- IV. Approval of an Amendment to Article III of the Board’s Bylaws
- V. Approval of an Amendment to Article VII of the Board’s Bylaws
- VI. Report on Board Committee Assignments
- VII. Discussion of President’s Annual Performance Review Process
- VIII. Secretary’s Report
- IX. Adjournment

**Tennessee State University
Board of Trustees**



**Approval of the
February 21, 2019,
Executive Committee
Meeting Minutes**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: June 13, 2019

ITEM: Approval of the February 21, 2019, Executive Committee Meeting Minutes

RECOMMENDED ACTION: Approval

PRESENTED BY: Chair of the Executive Committee,
Board Chair Joseph Walker, III

The document reflecting the minutes from the February 21, 2019, Executive Committee meeting is included in the June 13, 2019, Board materials.

MOTION: To approve the minutes from the Board of Trustees' February 21, 2019, Executive Committee meeting, as contained in the Board materials for the Board's June 13, 2019, meeting.

**Tennessee State University Board of Trustees
Executive Committee Meeting. February 21, 2019
Tennessee State University – Main Campus – McWherter Administration Building,
President’s Conference Room – 3500 John A. Merritt Blvd., Nashville, Tennessee**

MINUTES

Executive Board Members Present: Trustees Joseph Walker, III, Deborah Cole, and Pam Martin.

Other Board Members Present: Trustees Mitchell, Sekmen, Simpson, and Corbeil.

University Staff Present: President Glenda Glover, General Counsel and Board Secretary, and Mr. Laurence Pendleton.

I. CALL TO ORDER

Chair Walker called the meeting to order at 9:45 a.m. He then proceeded to the second item on the agenda.

II. ROLL CALL/DECLARATION OF A QUORUM

Chair Walker asked the Board Secretary, Mr. Laurence Pendleton, to call the roll. The following Executive Committee Trustees were noted as present: Trustees Walker, Cole, and Martin.

Secretary Pendleton announced the presence of a quorum.

III. APPROVAL OF THE NOVEMBER 15, 2018, EXECUTIVE COMMITTEE MEETING MINUTES

Chair Walker introduced the first order of business — the approval of the November 15, 2018, Executive Committee meeting minutes. Chair Walker informed the Committee that the minutes for the Executive Committee’s November 15, 2018, meeting were included in the Board materials for the February 21, 2019, Board meeting.

Chair Walker moved to recommend to the full Board the approval of the November 15, 2018, Executive Committee meeting minutes, as contained in the Board materials for the February 21, 2019, Board meeting. Trustee Cole seconded the motion. With there being no discussion, Chair Walker called for a vote. The motion carried unanimously.

IV. REPORT ON BOARD AND COMMITTEE OFFICER TERMS

Chair Walker asked Secretary Pendleton to provide a report to the Board on terms of Board and Committee Officers. Secretary Pendleton reminded the Board on the terms for each board member. He noted that the Governor's office has informed the institutions that the three year terms will end on July 1, 2019. Secretary Pendleton stated that the Governor's office has indicated that the new Governor will address board member reappointments. He noted that under the FOCUS Act, board members continue to serve in their position until they are reappointed or replaced.

Secretary Pendleton noted that the faculty senate will be conducting an election for the next Faculty Trustee. The election will occur sometime before the end of the spring semester and the next Faculty Trustee will be seated for the June 13, 2019, board meeting. Secretary Pendleton also noted that the Student Trustee selection process had commenced and the President will be coming forward with a recommendation to the Board at the June 13, 2019, board meeting.

V. SECRETARY'S REPORT

Chair Walker asked Secretary Pendleton to provide a report to the Board. Secretary Pendleton addressed Board member terms. He noted that Board officers serve for a two-year term, or until a successor has been duly appointed and qualified. Secretary Pendleton also noted that the Chair and Vice Chair may serve a maximum of two full consecutive terms.

Secretary Pendleton informed the Committee that TSU, along with the other LGIs, participated in its first sunrise hearing on December 19, 2018, in front of the General Assembly's Joint Government Operations Committee. The Committee voted to recommend to the Senate and House a two-year extension of the TSU Board, as well as the other LGI boards.

Secretary Pendleton then addressed the Board's bylaws and code of ethics and conflict of interest policy and reiterated some of the provisions contained in those documents, including board communications with personnel and student, conduct affecting the board, and protocol for raising board matters.

Secretary Pendleton finally noted his attendance and speaking engagement at the National Association of Colleges and Universities' General Counsel Institute in February.

Secretary Pendleton concluded his report. Chair Walker thanked Secretary Pendleton for his report.

VII. ADJOURNMENT

Chair Walker opened the floor for any additional business. The Committee members and other Board members then engaged in a discussion regarding the proper role of board members, the importance of the Board's committees, and the protocol for raising items pertaining to the agenda through the committee structure. The members also stressed the need to speak with one voice once the Board makes a decision, but to ensure that every board member has a sufficient opportunity to voice his or her position on agenda related items.

After discussion, Chair Walker moved for adjournment. Trustee Martin seconded the motion.

With there being no discussion, Chair Walker called for a vote. The motion carried unanimously. Chair Walker adjourned the meeting at 10:30 a.m.

Tennessee State University

Board of Trustees



**Approval of Amendments
to the Board's Bylaws**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: June 13, 2019

ITEM: Approval of an Amendment to Article III of the Board's Bylaws

RECOMMENDED ACTION: Approval

PRESENTED BY: Board Chair, Joseph Walker, III

Tennessee State University's accrediting body, the Southern Association of Colleges and Schools Commission on Colleges (SACS), sets forth a set of principles of accreditation governing colleges and universities.

Principle 4.2a provides that governing boards must ensure the regular review of the institution's mission. The comments and notes sections of Principle 4.2a contain language suggesting the Board should have a process and/or or triggering event for its review of the institution's mission.

Article III.2A of the Board's Bylaws states that the Board has the power to "[d]etermine the mission of the University and ensure that the mission is kept current and aligned with the goals and mission of public higher education in Tennessee."

The aforementioned Bylaw provision implies a periodic review of the institution's mission. In addition, SACS reviewed the board's bylaws as part of its affirmation of TSU's governance structure. Nonetheless, in an abundance of caution, as the institution prepares for its ten-year SAC accreditation review, the institution is proposing an amendment to Bylaw III.2A to provide more specification to the Board's mission review.

Under the amendment, provision III.2.A of the Bylaws would state that the Board has the power to:

Determine the mission of the University and review the mission no later than every five years, or upon a request by a majority of the voting members of the Board, to ensure alignment with the goals and mission of public higher education in Tennessee.

MOTION: To approve an amendment to article III.2A of the Board's Bylaws, as contained in the Board materials for the Board's June 13, 2019, meeting.

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: June 13, 2019

ITEM: Approval of an Amendment to Article VII of the Board's Bylaws

RECOMMENDED ACTION: Approval

PRESENTED BY: Board Chair, Joseph Walker, III

During recent sunrise hearings at the General Assembly, at least one lawmaker commented on the timeframe in which institutions allow individuals to request to come before the governing boards. To address this concern and shorten the period by which individuals can request to appear before the Board, an amendment is being proposed to Article VII.F.1 of the Bylaws.

The current provision states:

Anyone wishing to address the Board must submit a written request to the Board Secretary at least fifteen (15) days prior to the scheduled meeting of the Board. . .

Under the proposed amendment, Article VII.F.1 would state:

Anyone wishing to address the Board must submit a written request to the Board at least five (5) days prior to the scheduled meeting of the Board. The Board Chair also has the discretion to grant a request to appear before the Board upon the submission of a request less than five days prior to the scheduled meeting, including on the day of the scheduled meeting. . .

MOTION: To approve an amendment to article VII.F.1 of the Board's Bylaws, as contained in the Board materials for the Board's June 13, 2019, meeting.

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
DISCUSSION ITEM

DATE: June 13, 2019
ITEM: Report on Board Committee Assignments
RECOMMENDED ACTION: None
PRESENTED BY: Chair of the Executive Committee,
Board Chair Joseph Walker, III

Chair Walker will address Board Committee assignments.

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

DISCUSSION ITEM

DATE: June 13, 2019

ITEM: Discussion of President's Annual Performance Review Process

RECOMMENDED ACTION: None

PRESENTED BY: Chair of the Executive Committee,
Board Chair Joseph Walker, III

Chair Walker and Secretary Pendleton will discuss the President annual performance review process. .

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
DISCUSSION ITEM

DATE: June 13, 2019
ITEM: Secretary's Report
RECOMMENDED ACTION: None
PRESENTED BY: Chair of the Executive Committee,
Board Chair Joseph Walker, III

Secretary Pendleton will provide a report.