



**TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES**

GOVERNANCE AND GOVERNMENTAL AFFAIRS COMMITTEE	
Thursday, May 14, 2026 12:00 p.m. CT	Tennessee State University Main Campus Farrell Westbrook Complex (The Barn) 3500 John A. Merritt 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 Minutes: February 19, 2026, Governance and Governmental Affairs Committee Meeting (Action)
- VI. Legislative Update
- VII. Policy Modernization Project
- VIII. Review of Proposed Changes to Bylaws of the Board of Trustees
- IX. Adjournment

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: May 14, 2026

ITEM: Approval of February 19, 2026, Governance and 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:

February 19, 2026, Governance and Governmental Affairs Committee Meeting Minutes

Committee Action

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

MOTION: I move to approve the February 19, 2026, Governance and Governmental Affairs Committee meeting minutes, as contained in the Board materials.

**Meeting of the Tennessee State University Board of Trustees
Governance and Governmental Affairs Committee Meeting
February 19, 2026
Tennessee State University – The Farrell Westbrook Complex (the “Barn”)**

MINUTES

Committee Members Present: Trustees Terica Smith, Trevia Chatman, Leticia Towns. Other Board members present: Dimeta Smith Knight, Artenzia Young-Seigler.

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

I. CALL TO ORDER

Committee Chair Smith called the meeting to order at 1:10 p.m.

II. ROLL CALL/DECLARATION OF A QUORUM

Secretary Brown conducted the roll call. The following committee members were present: Trustees Terica Smith, Leticia Towns, and Trevia Chatman. Following the roll call, Secretary Brown determined that a quorum was present.

III. ADOPTION OF AGENDA

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

IV. APPROVAL OF MINUTES: NOVEMBER 21, 2025, GOVERNANCE AND GOVERNMENTAL AFFAIRS COMMITTEE MEETING.

The minutes from the November 21, 2025, meeting of the Governance and Governmental Affairs Committee were approved as submitted, with Trustee Chatman making the motion and Trustee Towns seconding the motion. A voice vote was taken, with all present Committee members voting in favor of the motion. The motion passed unanimously.

V. LEGISLATIVE UPDATE

Committee Chair Smith announced the first agenda item as the Legislative Update and recognized Leah Dupree Love of the Ingram Group to provide an overview of legislative matters affecting the University.

Ms. Love began by commending University leadership and partners, noting that since November Tennessee State University has engaged in several meetings and interactions with the legislature. She specifically recognized President Tucker, Chair Winton, April Robinson, and consultant

Jim Grady for their multiple appearances before the legislature over the past three months, stating that their preparation, clarity, and professionalism have been exemplary and have made the legislative process more effective.

Ms. Love noted that she had not included written materials in the Board packet due to the frequency of legislative changes and advised that she would provide a comprehensive summary of all legislative activity following the conclusion of the session.

Ms. Love provided an overview of the upcoming sunset review process, explaining that as part of the State's standard audit and review procedure, the University's governing board is subject to periodic evaluation. She noted that following prior review, the board was recommended for a three-year extension, and that implementing legislation was subsequently introduced in both chambers. Ms. Love reported that the measure has passed the Senate and is scheduled for consideration in the House Committee on March 9, after which it would proceed through the legislative process before becoming law.

Ms. Love outlined the budget process for public universities, explaining that institutions appear before legislative committees as part of the Governor's budget cycle. She noted that the University's funding request had been presented to the Senate Education Committee and passed out of committee. She further explained that, on the House side, higher education institutions will be presented collectively through the state's higher education structure, with Dr. Nolan of ETSU serving as the representative spokesperson. University presidents will be present during the hearings to respond to questions as needed.

Ms. Love reviewed current higher education legislation, noting that approximately thirty bills are being tracked, with four directly impacting the Board. She reported that a bill restricting the conferral of new tenure status had been taken off notice by the sponsor and would not proceed at this time. She also described a bill requiring institutions to adopt policies distinguishing between tenure decisions and disciplinary actions, noting that it had passed the higher education subcommittee and would continue through the legislative process. Additionally, she referenced a bill proposing the installation of a memorial courtyard for civil debate on public university campuses, which had been delayed in committee. Ms. Love further explained proposed changes to gubernatorial appointment timelines for public university boards, including adjustments to confirmation timing to align appointments with the legislative session.

Ms. Love provided clarification regarding Board appointment provisions and legislative drafting structure, noting that certain statutory language reflects prior changes to the University's governing board structure.

Ms. Love concluded by reviewing the University's funding outlook, explaining that appropriations are currently being considered across multiple funding categories, including land-grant funding, capital needs, operational funding, and other designated appropriations. She noted that the Governor's proposed budget includes a \$1 million increase in land-grant matching funds to ensure alignment with anticipated federal allocations. Ms. Love stated that a comprehensive breakdown of the final budget would be provided once the legislative process is complete.

Following Ms. Love's presentation, members engaged in brief discussion and questions regarding the legislative proposals, including clarification on the tenure-related bill and its intended policy distinctions. Ms. Love responded that additional detailed information would be provided once legislation is finalized.

VI. ADJOURNMENT

Committee Chair Smith stated that she would consider a motion to adjourn. Trustee Towns moved to adjourn, and Trustee Chatman seconded the motion. A voice 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: May 14, 2026
ITEM: Legislative Update
RECOMMENDED ACTION: No action
PRESENTED BY: Leah Dupree Love

Background Information

Leah Dupree Love will provide a legislative update to the Board of Trustees.

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
INFORMATION ITEM

DATE: May 14, 2026

ITEM: Policy Modernization Project

RECOMMENDED ACTION: No action

PRESENTED BY: Leah Louallen, Strategic Advisor

Background Information

Leah Louallen will present a presentation on the University's policy modernization project.



TSU Board of Trustees

Governance and Governmental Affairs
Committee Meeting



Policy Modernization Project



Policy Modernization Project - Scope

The policy modernization plan is a campus-wide, strategic initiative designed to ensure Tennessee State University's policies fully support the institution's mission, regulatory obligations, and long-term operational effectiveness. Modern, clearly defined policies provide the framework for consistent decision-making, strong governance, and institutional accountability.

Equally important, these policies are central to delivering a high-quality student experience. By establishing clear expectations and compliant processes, the University ensures that services are administered efficiently, transparently, and equitably, allowing students to focus on their academic success from enrollment through graduation.

Through this effort, TSU will strengthen compliance, enhance operational effectiveness, and create a student-centered policy environment that supports success, safeguards the institution, and positions the University for sustained growth moving forward.

Policy Modernization Project - Scope



General
Information



301 Existing Policies
and Procedures
Require Updates



The largest areas of
update are Academic
Affairs (32), Business
and Finance (63), and
Human Resources (78)



PolicyTech software
will house and
maintain policy data



A definition
database is being
created to prevent
policy overlap and
conflicts

Policy Modernization Project - Prioritization

- ➡ Prioritize based on criticality to TSU's mission and strategic goals
- ➡ Address Policies with regulatory compliance requirements and risks
- ➡ Consider impact on student experience and operational efficiency



5

Policy Modernization Project – Working Group

Project Facilitator – Leah Louallen

Project Manager – Cynthia Howell

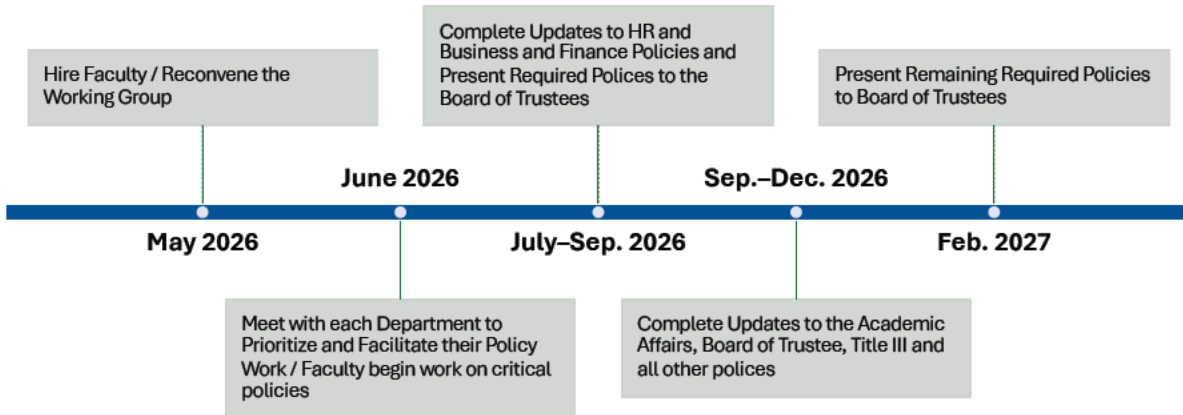
12 Cabinet Members serve on the Steering Committee to oversee project completion

24 Staff Compose the Working Group, each representing a specific policy area of expertise

2 9-Month Faculty will be utilized during the summer months to push the project forward

6

Policy Modernization Project - Timeline



Policy Modernization Project – Post Project Initiatives

- 1**
 - Review LGI Policies to Determine Gaps in TSU Policies
 - Create Polices to Fill Gaps and Submit for Approval as Required
- 2**
 - Create an annual policy review process facilitated by the Assistant Vice President for Risk and Financial Compliance
- 3**
 - Establish annual training criteria for each department to encourage policy knowledge and ownership



TENNESSEE
STATE UNIVERSITY

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
INFORMATION ITEM

DATE: May 14, 2026

ITEM: Review of Proposed Changes to Bylaws of the Board of Trustees

RECOMMENDED ACTION: No action

PRESENTED BY: Trustee Terica Smith, Committee Chair

Background Information

Trustee Terica Smith will present a review of proposed changes to the bylaws of the Board of Trustees.

BYLAWS OF THE BOARD OF TRUSTEES TENNESSEE STATE UNIVERSITY

Adopted _____, 2026 | Supersedes Bylaws adopted April 13, 2017 and revised June 13, 2019 and September 14, 2023

PREAMBLE

Tennessee State University was founded in 1912 with a singular conviction: that every student, regardless of background or circumstance, deserves access to an excellent education and the opportunity it creates. More than a century later, that conviction remains the foundation of everything this University does.

TSU is a public Historically Black College and University — an institution of national distinction that has shaped the lives of generations of students, enriched the Nashville community, strengthened the Tennessee workforce, and contributed to the progress of this state and this nation. Its graduates lead in every field. Its research advances knowledge. Its campus is a place where students discover who they are and what they can become.

The Board of Trustees exists to serve that mission. Not to manage it. Not to constrain it. To serve it — by ensuring that TSU has the leadership, resources, governance, and institutional integrity it needs to fulfill its promise to every student who walks through its doors.

This Board is committed to a genuine partnership with the State of Tennessee — its Governor, its General Assembly, and the agencies and commissions that share responsibility for the health of public higher education in this state. TSU's success is Tennessee's success. The University's ability to serve its students, grow its research enterprise, and contribute to the state's economic and civic life depends on a relationship with state government that is grounded in trust, transparency, and shared purpose. This Board welcomes that accountability and embraces it.

Central to that partnership is the Board's obligation to serve as responsible stewards of the public investment in this University. Tennessee's taxpayers fund TSU's operations, its facilities, and the scholarships that make a TSU education accessible to students who might otherwise go without. This Board takes that trust seriously. It is committed to financial transparency, sound fiscal management, and ensuring that every dollar entrusted to this institution is used in direct service of its students and its mission.

These Bylaws set the standards by which this Board governs. They reflect a commitment to transparency, accountability, and sound stewardship of the public trust. They distribute authority deliberately, to ensure that no single voice dominates and that every decision reflects the collective judgment of the full Board. They are written to last — because TSU's mission to its students lasts, and the governance structures that support that mission must be equal to it.

Every provision of these Bylaws shall be interpreted in light of that mission. Where ambiguity exists, the interpretation that best serves TSU's students, advances its educational purpose, and honors its obligation to the people of Tennessee shall govern.

ARTICLE I

THE BOARD OF TRUSTEES

1.1 Establishment and Authority

Tennessee State University (the "University" or "TSU") is a public university established by the laws of the State of Tennessee. The University is governed by a Board of Trustees (the "Board"), pursuant to the Focus on Colleges and University Success (FOCUS) Act, T.C.A. § 49-8-101, and as further governed by T.C.A. § 49-8-201, including amendments enacted pursuant to SB 933 (2025). The Board is vested by law with the power and authority to govern the University and to exercise all powers and authority of the University. No individual trustee, officer, or committee of the Board possesses independent governing authority except as expressly provided in these Bylaws or by Board resolution.

1.2 Governing Philosophy

The Board governs as a body. Its authority is collective, its deliberations are transparent, and its decisions are made in the interest of the entire University community. Individual trustees are bound by duty to the institution, not to the appointing authority, political affiliation, or external constituency that may have led to their appointment. Trustees appointed through any process serve TSU upon taking office.

1.3 Board Composition

Pursuant to T.C.A. § 49-8-201(f), as amended by SB 933 (2025), the Board consists of twelve (12) members: eleven (11) voting members and one (1) non-voting student member. The composition is as follows:

Appointing Authority	Seats	Initial Term	Subsequent Terms	Voting Status
Governor of Tennessee	6	Staggered: 3 members at 3 yrs; 3 members at 4 yrs; 2 members at 6 yrs (transition)	6-year terms	Voting
Speaker of the Senate	2	6 years (rolling succession as gubernatorial terms expire)	6-year terms	Voting
Speaker of the House of Representatives	2	6 years (rolling succession as gubernatorial terms expire)	6-year terms	Voting
Faculty Senate	1	2 years	2-year terms	Voting
President of the University	1	1 year	1-year terms	Non-Voting

TOTAL	12	11 Voting / 1 Non-Voting
--------------	-----------	---------------------------------

At least eight (8) of the eleven (11) voting members shall be residents of the State of Tennessee or nonresidents who have significantly contributed their time and support to ensure the success and continued growth of the University or the local community it serves. Alumni requirements applicable to gubernatorial appointees are as set forth in T.C.A. § 49-8-201(f). Pursuant to the act amending T.C.A. § 49-8-201(f)(3), any member appointed by the Governor on or after January 1, 2027 must be confirmed by joint resolution of the Senate and House of Representatives before beginning a term of office.

1.4 Speaker Appointments – Rolling Succession

Pursuant to SB 933 (2025), the Speaker of the Senate and the Speaker of the House of Representatives each hold authority to appoint two (2) voting members to the Board. These seats are phased in as follows:

- (a) **Immediate Appointment:** One (1) seat for each Speaker activated upon the effective date of SB 933. The Speaker of the Senate and the Speaker of the House of Representatives each made one immediate appointment pursuant to this authority.
- (b) **Rolling Succession:** One (1) additional seat for each Speaker is filled as the successor to an expiring gubernatorial appointment. Specifically, the Speaker of the Senate fills the seat of the first gubernatorial voting member whose term expires on or after the effective date of SB 933, and the Speaker of the House fills the seat of the second such expiring gubernatorial term.
- (c) **Transition:** During the transition period, the Board may temporarily exceed twelve (12) members as existing gubernatorial terms run to their natural expiration. The composition target of twelve (12) members reflects the fully implemented framework under SB 933.

1.5 Terms of Office

- (a) **Gubernatorial Appointees – Initial Staggered Terms:** The initial terms of members appointed by the Governor are staggered as follows: three (3) members serve three-year terms; three (3) members serve four-year terms; and two (2) members serve six-year terms. This staggering ensures continuity of Board membership and institutional knowledge.
- (b) **Speaker Appointees – Initial Terms:** The initial terms of the first members appointed by the Speaker of the Senate and the Speaker of the House of Representatives are six (6) years from the date of appointment.
- (c) **Subsequent Terms:** All subsequent appointments — by the Governor, the Speaker of the Senate, or the Speaker of the House of Representatives — shall be for six-year terms.
- (d) **Faculty Trustee:** The Faculty Trustee, selected by the Faculty Senate, shall serve a two-year term.
- (e) **Student Trustee:** The non-voting Student Trustee shall serve a one-year term.
- (f) **Holdover:** If a vacancy occurs by reason of expiration of a term, the departing member shall serve until a successor is appointed and qualified.
- (g) **April 1 Term Commencement – Gubernatorial Appointees:** Pursuant to the act amending T.C.A. § 49-8-201(f)(2)(A) and (f)(9)(A), beginning on the effective date of that act, the terms

of all members appointed by the Governor commence on April 1 and expire on March 31 six (6) years thereafter.

(h) Transition Extension – Current Gubernatorial Appointees: To align existing gubernatorial appointments with the April 1 commencement standard, the term of any member appointed by the Governor who is serving on the effective date of the act referenced in subsection (g) is extended to the March 31 immediately following the date on which that member's term would otherwise have expired. No Board action is required to effectuate this extension; it operates by force of statute.

1.6 Term Limits

All members appointed by the Governor, the Speaker of the Senate, or the Speaker of the House of Representatives are eligible to serve for two (2) consecutive six-year terms. A member who has served two (2) consecutive terms is ineligible for reappointment for a period of four (4) years following the last date of service on the Board. Service in a partial term to fill a vacancy does not count toward this limit.

1.7 Eligibility Restrictions

The following individuals are prohibited from serving as a voting member of the Board: employees of any public institution of higher education (except faculty members elected to the Board); elected or appointed public officials; state employees; members of a governing body of any other institution of higher education; or members of the Board of Directors of the Tennessee State University Foundation, Inc.

1.8 Student Trustee Selection

The non-voting Student Trustee shall be selected by the President of the University through a structured application and interview process designed to identify qualified student representatives committed to TSU's mission. The process shall proceed as follows:

(a) Application: The President shall establish and publicize an annual application process open to enrolled TSU students in good academic and disciplinary standing. Application materials shall include, at minimum, a written statement of interest, academic records, and references.

(b) Initial Review and Interviews: Applications shall be reviewed and interviewed by a selection committee convened by the President, consisting of representatives from Student Affairs, the Office of General Counsel, and such other University faculty and staff as the President determines appropriate. The committee shall evaluate candidates on academic standing, leadership experience, communication skills, and demonstrated commitment to TSU's student community.

(c) Presidential Interview and Selection: The selection committee shall advance the top three (3) candidates to the President for a final interview. The President shall select the Student Trustee from among the three finalists and shall notify the Board Chair and the full Board of the selection prior to the student's first Board meeting.

(d) Term and Eligibility: The Student Trustee shall serve a one-year term. A student may serve no more than two (2) consecutive one-year terms. The Student Trustee must remain enrolled and in good standing throughout the term of service.

(e) Non-Voting Status: The Student Trustee is a non-voting member of the Board. The Student Trustee shall receive all notices and materials provided to voting members, may

participate in all open deliberations, and shall serve as a voice for the student body in Board discussions. The Student Trustee shall not be counted for purposes of quorum.

1.9 Vacancies

Whenever a vacancy occurs among gubernatorial appointees, the Secretary shall notify the Governor, who shall appoint a successor for the remainder of the unexpired term. For any gubernatorial vacancy occurring on or after January 1, 2027, the successor appointed by the Governor must be confirmed by joint resolution of the Senate and House of Representatives prior to beginning a term of office; such vacancy shall remain unfilled until confirmation is obtained. Whenever a vacancy occurs among Speaker appointees, the Secretary shall notify the appropriate Speaker, who shall appoint a successor for the remainder of the unexpired term. Whenever a vacancy occurs among those appointed by the Faculty Senate, the Faculty Senate shall appoint a successor. Student Trustee vacancies shall be filled by the President in accordance with Section 1.8 for the remainder of the term.

1.10 Attendance

Pursuant to T.C.A. § 49-8-201, as amended, the failure of a member to attend more than fifty percent (50%) of the regular Board meetings in a calendar year shall constitute cause for the member's removal and shall authorize the Board to call upon the respective appointing authority to appoint a successor. This requirement does not apply to the non-voting Student Trustee or Faculty Trustee. The Secretary shall maintain an accurate attendance record for each Board member and shall report attendance data to the full Board annually.

1.11 Removal

A Board member may be removed for a material violation of the Board's Code of Ethics and Conflicts of Interest Policy by a two-thirds (2/3) vote of the full voting membership of the Board after the member has been afforded written notice and an opportunity to respond. Removal for attendance failure shall be governed by Section 1.10 and applicable law. Nothing in this section limits the authority of the Governor or either Speaker to remove their respective appointees pursuant to applicable law.

ARTICLE II POWERS, RESPONSIBILITIES, AND DUTIES OF THE BOARD

2.1 General Powers

The Board governs the University by exercising all powers, responsibilities, and duties expressly conferred upon the Board by law. Among those powers, the Board has authority to:

- Select, employ, annually evaluate, and, when necessary, remove the President of the University;
- Confirm the appointment of administrative personnel, faculty, and other employees of the University, their salaries, and terms of office, as reported to the Board by the President pursuant to Section 4.2(c);
- Approve curricula, academic programs, and requirements for diplomas and degrees;
- Review and approve the operating budget and set fiscal policies;
- Set tuition rates and mandatory fees within statutory parameters;

- Establish policies governing campus life, student conduct, housing, parking, and safety;
- Grant tenure and promotion to eligible faculty upon the positive recommendation of the President;
- Define residency requirements within statutory parameters;
- Receive donations of money, securities, and property;
- Purchase and convey real property subject to applicable state regulations;
- Name or rename University buildings, grounds, and other physical features;
- Delegate to the President such powers and duties as are necessary for the efficient administration of the University, subject to limitations expressly set forth in law or these Bylaws; and
- Exercise any other power granted by statute or necessary to promote the sound governance of the University.

2.2 Responsibilities of the Board

The Board is responsible for:

- Determining and periodically reviewing the mission of the University to ensure alignment with the goals of public higher education in Tennessee and TSU's unique identity as an HBCU;
- Ensuring the University's fiscal integrity and protecting its assets for posterity;
- Ensuring the educational quality of the University's academic programs and preserving academic freedom and institutional autonomy;
- Engaging regularly with the University's major constituencies — students, faculty, staff, and alumni;
- Adopting and maintaining governance policies that reflect the highest standards of public trust; and
- Ensuring the currency of Board governance policies and practices, and periodically assessing the performance of the Board, its committees, and its members.

2.3 Duties of Individual Trustees

Each Board member is bound to:

- Act in the best interest of Tennessee State University as a whole, not in the interest of any appointing authority, external constituency, or individual constituent group;
- Be free from undue influence from political, religious, or other external bodies and protect the University from such influence;
- Disclose actual or potential conflicts of interest and recuse from related deliberations and votes;
- Direct matters of administration or executive action through the President, not directly to University employees or officers;
- Refrain from speaking on behalf of the Board or the University unless expressly authorized by the Board or the Board Chair;
- Participate in all Board meetings and events, absent good cause, and meet the attendance threshold established by Section 1.10; and

- Conduct all Board business with transparency, in compliance with applicable open meetings and public records laws.

ARTICLE III OFFICERS OF THE BOARD

3.1 Officers

The officers of the Board shall be a Chair and a Vice Chair. The Board may by resolution establish additional officers as it deems appropriate. Officers shall be elected from among the voting membership of the Board by a majority of the full voting membership.

3.2 Terms and Elections

Each officer shall serve a two (2) year term commencing July 1 and expiring June 30 of the second year following election, until a successor is elected or a vacancy occurs. This commencement date aligns officer transitions with the University's fiscal year, ensuring that budget adoption and other fiscal-year obligations are completed under the outgoing officers' stewardship before the transition occurs. Officer elections shall take place at the regular Board meeting immediately preceding July 1. Officers may serve consecutive terms. An officer whose term expires shall serve until a successor is duly elected. To be eligible for election as an officer, a member must have attended at least one (1) regular Board meeting prior to the election. This requirement ensures that no member may be elevated to Board leadership before having participated in the Board's governance as a voting member.

3.3 Prohibition on Dual Roles

No Board member who serves as an officer of the Board may simultaneously serve as the chair of any standing or special committee of the Board. This prohibition prevents the concentration of institutional power in a single trustee and ensures independent committee oversight. It applies regardless of the identity of the officer or the committee involved.

3.4 Responsibilities of the Chair

The Board Chair shall:

- Preside at all meetings of the Board and have the right to vote on all questions;
- Serve as the primary spokesperson for the Board on matters voted on and approved by the Board;
- Act on behalf of the Board to acknowledge or affirm the Board's governance authority and responsibilities relating to compliance with federal and state law, accreditation standards, and governmental commitments;
- Serve as an ex officio voting member of all standing committees of the Board;
- Appoint all members and chairs of standing and special committees, subject to ratification by a majority of the full voting membership at the next regular Board meeting. Committee chairs shall not be officers of the Board;
- Prepare or direct preparation of the agenda for each Board meeting, in consultation with the President and the Secretary; and
- Perform such other duties as may be prescribed by the Board or by law.

3.5 Responsibilities of the Vice Chair

The Vice Chair shall perform such duties as may be prescribed by the Board. In the absence or incapacity of the Chair, the Vice Chair shall perform the duties of the Chair for that meeting or matter only. The Vice Chair does not assume the Chair's permanent authority absent a formal vacancy and election. In the absence of both the Chair and Vice Chair, the Board may by majority vote of those present temporarily designate a presiding member for that meeting only.

3.6 Removal of Officers

An officer may be removed from office at any time by a two-thirds (2/3) vote of the full voting membership of the Board. If a motion to remove the Chair is duly made and seconded, the Chair shall immediately transfer control of the meeting to the Vice Chair for the duration of the discussion and vote on that motion. If the Vice Chair is absent, the Board shall designate a presiding member by majority vote of those present. If the motion to remove is unsuccessful, the Chair shall resume presiding.

3.7 Vacancies in Officer Positions

If a vacancy occurs in an officer position due to death, resignation, removal, or loss of Board membership, the Board shall elect a successor at the next regular or special meeting for the remainder of the unexpired term.

ARTICLE IV OFFICERS OF THE UNIVERSITY

4.1 University Officers Supporting Board Activities

The officers of the University designated to support Board activities are the President, the Secretary of the Board, the Chief Audit Executive, and such other officers as the Board or the President may determine are necessary. These officers shall have such powers and duties as set forth in applicable law, these Bylaws, and as the Board or the President prescribes.

4.2 President

The President is the chief executive and governing officer of the University, appointed by and serving at the pleasure of the Board.

(a) **Authority.** The President shall have authority and responsibility to supervise, direct, and manage the affairs and operations of the University, subject to the powers retained by the Board and any powers specifically delegated by the Board to other University officers. The President may delegate authority to University staff as deemed appropriate.

(b) **Liaison.** The President shall serve as the official liaison between the University community and the Board. The President shall have direct access to the Board and shall attend all Board and committee meetings except as otherwise directed by the Board Chair.

(c) **Personnel Actions.** The President is authorized, consistent with applicable law and Board policies, to appoint, determine compensation and duties of, promote, demote, suspend, or terminate other officers and employees of the University. The President shall report all such actions to the Board annually for confirmation at a regularly scheduled meeting.

(d) Reporting. The President shall report to the Board all significant matters within the President's knowledge affecting the University, including any matter that should reasonably be brought to the Board's attention in fulfillment of its governance responsibilities.

(e) Evaluation. The Board shall conduct a formal annual performance evaluation of the President in accordance with Board Policy No. 004 and procedures established by the Governance and Personnel Committee.

4.3 Secretary of the Board

The Secretary of the Board shall be appointed by the President, subject to Board ratification. The Secretary shall be responsible for: providing required notices of Board meetings; preparing agendas in consultation with the Chair and the President; taking and maintaining minutes of all Board and committee meetings; serving as custodian of the official records of the Board; maintaining accurate Board attendance records; advising on the University's governing documents; and performing such other duties as assigned by the Chair or the Board.

4.4 Chief Audit Executive

The Chief Audit Executive ("CAE") shall be appointed by the President upon the recommendation of the Audit Committee, subject to Board approval. When a vacancy occurs in the CAE position, the Chair of the Audit Committee shall lead the candidate identification process, may convene an advisory search committee, and shall recommend a candidate to the Audit Committee. If the Audit Committee concurs, it shall recommend the candidate to the full Board for approval.

(a) Reporting Structure. The CAE reports administratively to the President and functionally to the Board through the Audit Committee. The CAE shall have direct and unrestricted access to the Chair of the Audit Committee at all times.

(b) Independence. The CAE may be removed only for cause, by a two-thirds (2/3) vote of the full voting membership of the Board — currently eight (8) of eleven (11) voting members. No administrative action by the President or University leadership may circumvent this provision. This supermajority requirement is consistent with Section 7.2 and ensures that no coordinated faction may remove the CAE without genuine Board consensus.

(c) Annual Report. The CAE shall present a comprehensive report on the internal audit function to the Board through the Audit Committee at a stated meeting each year, including the annual audit plan, audits completed and in progress, follow-up reviews, and audits scheduled but not completed.

(d) Scope. The internal audit function exists to provide independent, objective assurance to the Board regarding the University's governance, risk management, and internal controls. The CAE reports audit findings through the Audit Committee — not through administration. The internal audit function's scope expressly includes the University's financial transactions with, and obligations arising from, affiliated entities and foundations — including compliance with any memoranda of understanding governing those relationships — to the extent necessary to fulfill the Board's fiduciary oversight of University assets. This provision confers no authority over the internal governance or operations of any affiliated entity.

(e) Compensation. The initial and subsequent compensation of the CAE shall be reviewed and approved by the Audit Committee before taking effect. The President may not unilaterally adjust CAE compensation without prior Audit Committee approval. This provision protects the CAE's functional independence by ensuring that compensation decisions rest with the Board's oversight body, not with the officer whose activities the CAE audits.

ARTICLE V COMMITTEES OF THE BOARD

5.1 Authority to Establish Committees

Subject to statutory requirements, the Board may establish such standing and special committees as it deems appropriate. All committees are advisory to the full Board — no committee may take final action on behalf of the Board unless expressly authorized by these Bylaws, Board policy, or a specific Board resolution.

5.2 Committee Appointments

The Board Chair shall appoint all members and chairs of standing and special committees, subject to ratification by a majority of the full voting membership at the next regular Board meeting. No officer of the Board may simultaneously serve as the chair of any committee. The Board Chair serves as an ex officio voting member of all standing committees.

5.3 Standing Committees

The Board shall maintain the following standing committees at minimum:

- **Audit Committee:** Responsible for oversight of the University's financial reporting, internal controls, external audit relationship, and internal audit function. Shall consist entirely of non-University-employee trustees. The CAE reports functionally to this Committee. Shall have a written charter approved by the full Board.
- **Finance and Administration Committee:** Responsible for reviewing and recommending the operating budget, fiscal policies, capital expenditures, and significant financial transactions for full Board action. All Finance Committee actions are recommendatory — final authority on budget, fees, and capital expenditures rests with the full Board.
- **Academic Affairs Committee:** Responsible for oversight of academic programs, curriculum, faculty matters, and the University's educational quality and accreditation status.
- **Governance and Personnel Committee:** Responsible for Board governance practices, trustee orientation and continuing education, Board self-assessment, policy modernization oversight, attendance tracking, and senior personnel matters including the presidential performance evaluation process.

5.4 Quorum and Voting in Committees

A majority of the voting members of a committee shall constitute a quorum. Committee action requires a majority of the quorum present. No committee action shall be presented to the full Board as a recommendation without a quorum present at the committee meeting at which the vote was taken.

5.5 Committee Reports

Each committee shall report its recommendations and significant findings to the full Board at each regular Board meeting. Committee reports are advisory. The full Board retains final authority on all matters within the Board's reserved powers.

5.6 Executive Committee

(a) Establishment. The Board shall maintain an Executive Committee. The Executive Committee shall consist of the Board Chair, who shall serve as its chair, the Vice Chair, and one (1) at-large member appointed by the Chair. The Board Chair serves as an ex officio voting member pursuant to Section 5.2.

(b) Chair's Discretion to Convene. The Board Chair may convene the Executive Committee at any time, for any matter the Chair determines requires action between regular Board meetings. No petition, threshold number of members, or predicate condition is required before the Chair may call the Executive Committee into session. The Chair retains full discretion to bring any matter directly to the full Board at a regular or special meeting rather than to the Executive Committee, regardless of whether the Executive Committee could have acted on it.

(c) Authority. Between regular meetings of the Board, the Executive Committee may act for the full Board on matters requiring action before the next regular meeting when the Chair determines that convening a special meeting of the full Board is not practicable. Actions taken by the Executive Committee shall be reported to the full Board at the next regular meeting and, where appropriate, submitted for ratification. Executive Committee actions are subject to the same open meetings requirements as full Board meetings.

(d) Full Board Primacy. Nothing in this section limits the authority of the full Board to act on any matter at any regular or special meeting. The Executive Committee is a tool of governance efficiency, not a required procedural step. The Chair's decision to bring a matter of urgency directly to the full Board rather than to the Executive Committee is expressly within the Chair's authority and shall not be the basis for any challenge to the validity of Board action.

(e) Excluded Matters. The Executive Committee may not take action on any matter requiring a supermajority vote under Article VII. Those matters are reserved to the full Board regardless of urgency or circumstance.

ARTICLE VI MEETINGS OF THE BOARD

6.1 Open Meetings

All Board meetings for which a quorum is required to make a decision or deliberate toward a decision are open to the public, except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et seq. Meetings shall be available for public viewing by livestream from the University's website. Archived recordings shall be made available within a reasonable period following each meeting.

6.2 Regular Meetings

The Board shall meet at least four (4) times each fiscal year on dates and at times specified by the Chair. The Chair may call additional meetings as needed or upon written request of a majority of the voting members.

6.3 Special Meetings

The Chair, Vice Chair, or President may call a special meeting at any time by submitting written notice to the Secretary. A special meeting may also be called upon the written request of any three (3) or more voting Board members submitted to the Secretary. The call for every special

meeting shall state the business to be considered; business transacted shall be limited to matters stated in the call.

6.4 Notice

(a) Regular Meetings: At least five (5) days' written notice shall be provided to all Board members by the Secretary. Notice may be provided by any reasonable means.

(b) Special Meetings: At least forty-eight (48) hours' notice shall be provided to the public and to Board members. In genuine emergency circumstances, notice may be shortened to the extent permitted by the Tennessee Open Meetings Act.

6.5 Quorum

A quorum shall consist of a majority of the voting Board members. The non-voting Student Trustee does not count toward quorum. No Board business may be transacted without a quorum. If a quorum is not present, attending members may adjourn to a future date.

6.6 Agendas

The Secretary shall prepare an agenda for every meeting in consultation with the Chair and the President. The agenda shall list each matter to be considered and shall be posted publicly at least forty-eight (48) hours prior to the meeting. Matters not appearing on the agenda may be considered only upon an affirmative vote of a majority of those present and voting.

6.7 Consent Agenda

The Chair, in consultation with the President and the Secretary, may designate routine and non-controversial items for a consent agenda. Any item unanimously approved by a committee may be placed on the consent agenda by the Chair. Any member may request removal of an item from the consent agenda by written notice to the Secretary prior to the meeting; the request requires approval of a majority of those present and voting. The Chair may remove any item at any time.

6.8 Conduct of Business

All votes shall be by public vote, public ballot, or public roll call as defined by T.C.A. § 8-44-104(b). No secret votes, secret ballots, or proxy votes are permitted. The Board may permit telephonic or electronic participation, provided the meeting is audible to the public at the noticed location and all participants can hear and be heard. Parliamentary procedure is governed by Section 6.11.

6.9 Requests to Address the Board

Anyone wishing to address the Board must submit a written request to the Secretary at least five (5) days prior to the scheduled meeting, including the requestor's name, contact information, and subject matter limited to items germane to the agenda. The Chair shall review requests and either place the item on the agenda or notify the requestor in writing of the basis for declining. Scheduled speakers must be physically present and may not send substitutes.

6.10 Minutes

The Secretary shall take minutes at each meeting of the Board and its committees. Approved minutes constitute the official record. Minutes need not be verbatim but shall provide adequate basis upon which implementing actions may be taken or permanent policies may be extracted.

6.11 Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board and its committees to the extent applicable and not inconsistent with these Bylaws, applicable law, or any special rules of order adopted by the Board.

ARTICLE VII SUPERMAJORITY REQUIREMENTS

7.1 Purpose

The Board consists of eleven (11) voting members. A simple majority of a quorum could allow as few as four (4) trustees to take consequential action on behalf of the institution. To protect against governance capture and ensure that major institutional decisions reflect genuine Board consensus, the following supermajority requirements apply. All supermajority thresholds are calculated against the full voting membership of the Board, not merely against the quorum present.

7.2 Actions Requiring a Supermajority

The following actions require the affirmative vote of two-thirds (2/3) of the full voting membership of the Board (currently eight (8) of eleven (11) voting members):

- Adoption, amendment, or repeal of these Bylaws;
- Adoption, amendment, or repeal of any Board-level policy;
- Approval of the annual operating budget;
- Approval of any increase in tuition or mandatory fees;
- Approval of any capital expenditure exceeding a threshold established by Board resolution;
- Appointment or removal of the President;
- Removal of a Board member for ethics violations or attendance failures;
- Removal of a Board officer;
- Removal of the Chief Audit Executive;
- Authorization of any transaction between the University and any entity in which a trustee has a disclosed financial interest; and
- Any action to suspend, waive, or override a provision of these Bylaws.

7.3 Rationale

These supermajority requirements protect against governance capture by a coordinated faction, ensure major institutional decisions reflect the Board's authentic collective mandate, and provide the President and University leadership with the assurance that significant directives carry genuine Board support. As the Board's composition evolves under SB 933 to include appointments from multiple authorities, the supermajority threshold ensures no single appointing authority's bloc can unilaterally direct the institution.

ARTICLE VIII ETHICS, CONFLICTS OF INTEREST, AND INSTITUTIONAL INDEPENDENCE

8.1 Code of Ethics

The Board shall adopt and maintain a Code of Ethics and Conflicts of Interest Policy applicable to all trustees and officers. Each trustee and officer shall review and acknowledge the Code annually in writing. The Code shall be a public document.

8.2 Conflicts of Interest

Each trustee shall promptly disclose to the Secretary any actual or potential conflict of interest. A trustee with a disclosed conflict shall recuse from deliberations and shall not vote on the matter. Recusal shall be noted in the minutes.

8.3 Institutional Independence

The Board and each of its members shall actively protect the University from undue external influence — whether political, religious, commercial, or otherwise. Trustees appointed through a political process serve the institution upon appointment; they do not represent the interests of their appointing authority in Board deliberations. No trustee shall use Board service as a vehicle to advance external interests at the expense of the University.

8.4 Intra-Board Conduct

Trustees shall engage with one another and with University leadership with honesty, respect, and institutional purpose. The use of Board positions, committee roles, or governance processes to harass, intimidate, retaliate against, or undermine the President, other trustees, or University employees is inconsistent with the duties of trusteeship and may constitute a material ethics violation subject to Section 1.11.

ARTICLE IX TRUSTEE ORIENTATION AND BOARD SELF-ASSESSMENT

9.1 Orientation

Each newly appointed trustee shall complete a structured orientation program before or promptly following their first Board meeting, coordinated by the Secretary in consultation with the Governance and Personnel Committee. Orientation shall include, at minimum: an overview of the University's mission, strategic plan, and financial condition; a review of these Bylaws and Board policies; the Code of Ethics and Conflicts of Interest Policy; TSU's accreditation status and obligations; and the respective roles of the Board, the Chair, the President, and University administration.

Consistent with T.C.A. § 49-8-201(f)(9), as amended by SB 933, all members appointed by the Governor, the Speaker of the Senate, and the Speaker of the House of Representatives shall attend orientation seminars coordinated and administered by the Tennessee Higher Education Commission.

9.2 Continuing Education

The Board shall engage in continuing governance education on a regular basis, including training on the legal duties of public university trustees, best practices in higher education governance,

and matters specific to TSU's governance context. The Governance and Personnel Committee shall identify and coordinate continuing education opportunities.

9.3 Board Self-Assessment

The Board shall conduct a formal self-assessment of its performance, governance practices, and effectiveness no less than once every two (2) years, coordinated by the Governance and Personnel Committee. Results shall be discussed at a regular Board meeting and used to inform governance improvements.

ARTICLE X ADOPTION AND AMENDMENT

10.1 Adoption

These Bylaws shall be effective upon adoption by two-thirds (2/3) vote of the full voting membership of the Board at a regular or special meeting called for that purpose.

10.2 Amendment

These Bylaws may be amended at any regular or special meeting by a two-thirds (2/3) vote of the full voting membership, provided that a copy of the proposed amendment is furnished to each Board member in writing at least ten (10) days in advance of the meeting. Any Board member may propose an amendment by submitting a written request to the Secretary; the Board will vote at the next regular or special meeting.

10.3 Suspension

Any provision of these Bylaws may be temporarily suspended for a specific matter by a two-thirds (2/3) vote of the full voting membership, provided the suspension is stated on the agenda and the need explained in the meeting record.

10.4 Survivability

Any determination that a provision of these Bylaws is inapplicable, invalid, or otherwise ineffective shall not affect or invalidate any other provision.

10.5 Governing Law and Currency

These Bylaws shall be interpreted consistent with applicable Tennessee law, including the FOCUS Act (T.C.A. § 49-8-101 et seq.), T.C.A. § 49-8-201 (as amended), and the Tennessee Open Meetings Act (T.C.A. § 8-44-101 et seq.). In the event of conflict between these Bylaws and applicable law, the law shall control. The Board shall review these Bylaws no less than every three (3) years to ensure continued alignment with applicable law and current governance best practices.

DOCUMENT HISTORY

Adopted by the Board of Trustees: April 13, 2017

Revised by the Board of Trustees: June 13, 2019

Revised by the Board of Trustees: September 14, 2023

Amended and Restated by the Board of Trustees: _____, 2026

DRAFT — For Discussion Purposes Only

DRAFT