

**Tennessee State University
Board of Trustees**



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

8:30 a.m. CST
Thursday, September 26, 2019

Tennessee State University – Main Campus
McWherter 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 June 13, 2019, Executive Committee Meeting Minutes
- IV. Report on Institution's Strategic Plan-Priorities and Goals
- V. Report on President's Annual Performance Review Process
- VI. Report on Board Self-Assessment Process
- VII. Secretary's Report
- VIII. Adjournment

**Tennessee State University
Board of Trustees**



**Approval of the
June 13, 2019
Executive Committee
Meeting Minutes**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: September 26 , 2019

ITEM: Approval of the June 13, 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 June 13, 2019, Executive Committee meeting is included in the September 26, 2019, Board materials.

MOTION: To approve the minutes from the Board of Trustees' June 13, 2019, Executive Committee meeting, as contained in the Board materials for the Board's September 26, 2019, meeting.

**Tennessee State University Board of Trustees
Executive Committee Meeting. June 13, 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, Lewis, Freeman, 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 9:50 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 FEBRUARY 21, 2019, EXECUTIVE COMMITTEE MEETING MINUTES

Chair Walker introduced the first order of business — the approval of the February 21, 2019, Executive Committee meeting minutes. Chair Walker informed the Committee that the minutes for the Executive Committee’s February 21, 2019, meeting were included in the Board materials for the June 13, 2019, Board meeting.

Chair Walker moved to recommend to the full Board the approval of the February 21, 2019, Executive Committee meeting minutes, as contained in the Board materials for the June 13, 2019, Board meeting. Trustee Cole seconded the motion. With there being no discussion, Chair Walker called for a vote. The motion carried unanimously.

IV. APPROVAL OF AN AMENDMENT TO ARTICLE III OF THE BOARD’S BYLAWS

Chair Walker introduced the next item on the agenda – approval of an amendment to Article III of the Board’s bylaws. Chair Walker asked Secretary and General Counsel Pendleton to address this agenda item.

Secretary Pendleton addressed the basis for the amendment. He stated that the amendment to Board Bylaw III.2A is recommended out of an abundance of caution to ensure compliance with

accreditation requirements related to mission review. The amendment provides more specification as to the timing of the Board's mission review.

Chair Walker moved to recommend to the full Board the approval of an amendment to Article III of the Board's bylaws, as contained in the Board materials for the June 13, 2019, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Walker called for a vote. The motion carried unanimously.

V. APPROVAL OF AN AMENDMENT TO ARTICLE VII OF THE BOARD'S BYLAWS

Chair Walker introduced the next item on the agenda – approval of an amendment to Article VII of the Board's bylaws. Chair Walker asked Secretary and General Counsel Pendleton to address this agenda item.

Secretary Pendleton addressed the basis for the amendment. He stated that 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.

Secretary Pendleton clarified that under the proposed amendment, individuals can request to appear before the board no later than five days prior to the board meeting, and the Chair has the discretion to permit an individual to request to appear before the board up to the day of the board meeting.

Chair Walker moved to recommend to the full Board the approval of an amendment to Article VII of the Board's bylaws, as contained in the Board materials for the June 13, 2019, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Walker called for a vote. The motion carried unanimously.

VI. REPORT ON BOARD COMMITTEE ASSIGNMENTS

Chair Walker indicated that the Board Committee Assignments would remain the same. He commended the Committee Chairs and the Committees for their great work in conducting the Committees' business and aiding the full board in the review and consideration of important board matters. He noted the Committees' momentum and indicated that he did not want to disturb that momentum with any changes to the current committees.

VII. REPORT ON PRESIDENT’S ANNUAL PERFORMANCE REVIEW PROCESS

Chair Walker asked Secretary Pendleton to provide a report on the President’s annual performance review process.

Secretary Pendleton provided information to the Committee on the performance evaluation procedures. He indicated that Chair Walker and the Executive Committee would be moving forward to commence the process.

VIII. SECRETARY’S REPORT

Chair Walker asked Secretary Pendleton to provide a report to the Board. Secretary Pendleton addressed Board member terms. He indicated that Governor Lee has yet to make any announcements on board appointments or reappointments.

Secretary Pendleton reminded the Executive Committee 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 noted the THEC sponsored professional development sessions in Memphis on August 15-16, and THEC is encouraging board members to attend, if possible.

Secretary Pendleton also noted the passage of Public Chapter 507, which regulates legalized online sports gambling in the state. He stated that the new law prohibits trustees from directly or indirectly placing a wager or bet on a sporting event in this state. He noted that violations of the law are subject to criminal prosecution.

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

IX. ADJOURNMENT

Chair Walker opened the floor for any additional business. With no further business, 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**



**Report on Institution's
Strategic Plan-Priorities
and Goals**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

INFORMATION ITEM

DATE: September 26 , 2019

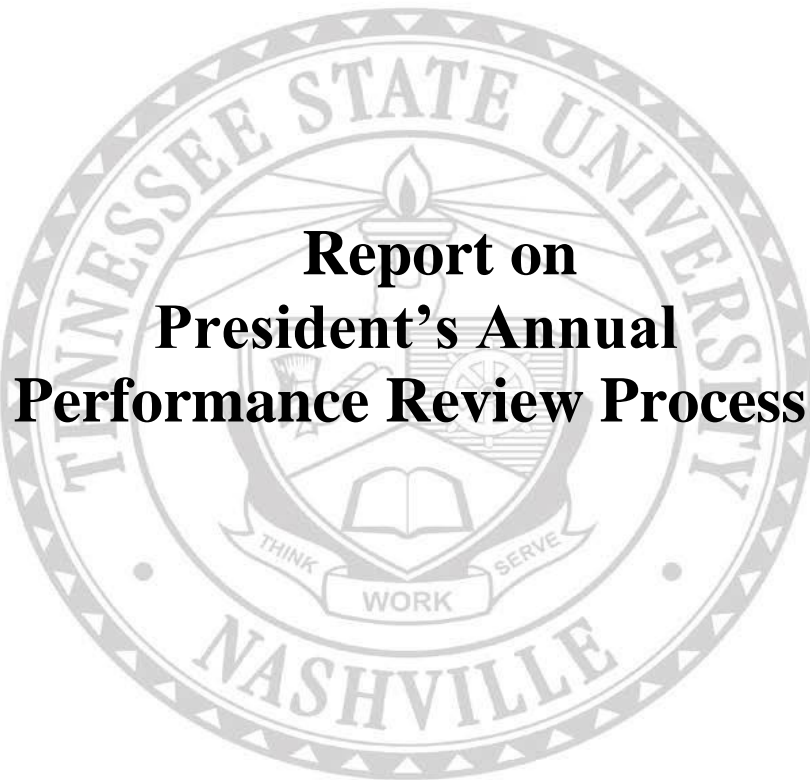
ITEM: Report on Institution's Strategic Plan – Priorities and Goals

RECOMMENDED ACTION: None

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

The President and her designee will provide a report on Strategic Plan – Priorities and Goals.

**Tennessee State University
Board of Trustees**



TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

INFORMATION ITEM

DATE: September 26 , 2019

ITEM: Report on President's Annual Performance Review Process

RECOMMENDED ACTION: None

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

The Board Chair or his designee will provide a report on the status of the President's Annual Performance Review Process.

See Attachment.

Tennessee State University Board Executive Committee Procedures Governing the President's Annual Performance Review

I. Purposes

- A. General Purpose.** The procedures and process described herein are implemented to establish the method by which the Board shall evaluate the President's performance on an annual basis. The procedures/process set forth below allow the Board the opportunity to provide input into the President's annual evaluation while affording the President the same level of confidentiality enjoyed by all other Tennessee State University employees.
- B. Specific Purposes.** The specific purposes of the annual performance review are:
1. To enable the President and the Tennessee State University Board of Trustees ("Board") to set mutually agreeable goals in connection with the President's performance of her/his responsibilities/duties;
 2. To assess the President's progress and achievement on the established goals;
 3. To assist the Board in determining whether the President's performance is effective;
 4. To enable the President to enhance his or her performance and leadership;
 5. To promote good communications and strong working relationships between the President, the Board, and Tennessee State University constituencies;
 6. To assist the Board on decisions on compensation and other terms of employment for the President.

II. Responsibility

- A.** Pursuant to TSU Policy 004 (Selection, Evaluation, and Retention of the President), the Board is responsible for assessing the President's annual performance.
- B.** Pursuant to TSU Policy 004, the Board has delegated to the Executive Committee the responsibility for organizing and conducting an annual performance review of the President.

III. *Process for the President's Annual Performance Review*

- A.** The President shall prepare a confidential written self-assessment statement in a format and according to a timetable mutually agreed upon by the President and the Executive Committee. The confidential statement shall include the following:
1. Progress toward meeting goals and expectations previously agreed upon¹ by the President and the Board,
 2. Assessment of Tennessee State University's strategic directions pertaining to its mission and vision statements,

¹ This requirement is not applicable to the President's evaluation in fiscal year 2018 or in the first year of any subsequent President's tenure. In those cases, the President shall identify reasonable goals in writing and submit them to the Executive Committee and Board for approval.

3. Assessment of contributions to the overall academic quality of Tennessee State University, including its achievements and accomplishments,
 4. Assessment of Tennessee State University's financial status,
 5. Identification of significant institutional challenges faced over the prior year, and a prospective statement of challenges and opportunities facing Tennessee State University in the upcoming year, and
 6. Goals proposed by the President for the coming year.
- B. After receipt of the President's confidential self-assessment statement, the Executive Committee will confidentially share the President's self-assessment with the Board and solicit confidential feedback from the Board members on the President's statement.
 - C. The Executive Committee may, in its sole discretion or at the request of the Board, solicit confidential feedback from faculty, administrators, or staff, as needed.
 - D. The Chair of the Board or a member of the Executive Committee designated by the Chair (either of whom hereinafter referred to as "the Executive Committee Representative") will summarize the comments from the Board and others invited by the Executive Committee to provide feedback, and share the summary with the Executive Committee for its review.
 - E. Based on the summary of the materials received, the Executive Committee Representative will meet with the President concerning the President's self-assessment statement, feedback received, and the President's goals and expectations for the coming year.
 - F. Based on the President's self-assessment statement, feedback received, and the meeting with the President, the Executive Committee Representative will prepare a confidential draft written assessment of the President's performance, and share this assessment with the President and the Board, who may offer confidential written comments concerning this assessment. The Executive Committee Representative will incorporate these comments as appropriate.
 - G. The Executive Committee Representative will provide a copy of the final confidential written assessment to the Board and the President.
 - H. The Executive Committee may, in its sole discretion, vary the requirements of the annual performance review process.

IV. *Periodic Comprehensive Review of the President's Performance*

- A. The President shall also be subject to a comprehensive performance review every five years.
- B. When a comprehensive review is performed, it is to be incorporated into the annual review process, with such adjustments to the schedule as may be necessary.
- C. At the discretion of the Executive Committee or by request of the Board, the comprehensive review may be performed with the assistance of one or more outside,

independent consultants to be chosen by the Executive Committee.

- D.** The specific details for a comprehensive review will be determined by the Executive Committee in consultation with the consultant, if one is utilized, and the President.
- E.** The comprehensive review shall include input from the University administration, faculty, staff and students, and may include input from others, including alumni leadership and community members.

Adopted March 15, 2018.

**Tennessee State University
Board of Trustees**

**Report on Board's Self-Assessment
Process**



TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
INFORMATION ITEM

DATE: September 26 , 2019

ITEM: Report on Board's Self-Assessment Process

RECOMMENDED ACTION: None

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

The Board Chair or his designee will provide a report on the Board's self-assessment process.

Tennessee State University Board of Trustees

Policy No. 005: Board Self-Assessment and Trustee Orientation

I. Board Self-Assessment

A. Purpose

Tennessee State University's accrediting body, the Southern Association of Colleges and Schools Commission on Colleges ("SACSCOC"), requires that TSU's governing board conduct regular self-assessments to evaluate board effectiveness. This section of the policy establishes the mechanism by which the Board shall conduct a self-assessment of its performance as a governing body.

B. Timing of Self-Assessment

Commencing in fiscal year 2019-20, the Board of Trustees shall conduct a self-assessment to evaluate its performance, responsibilities and expectations. Following the initial Board self-assessment, the Board shall conduct a self-assessment on a regular basis, which shall mean no longer than every three years in frequency, and may also conduct a self-assessment at the request of the Board Chair or a majority of the Board.

C. Self-Assessment Process

1. The Executive Committee of the Board shall be responsible for reviewing potential self-evaluation instruments and recommending the instrument (s), procedure (s), and timeline for conducting the self-assessment.
2. The Board will have the opportunity to review and approve the Executive Committee's recommendations for conducting the self-assessment.
3. The Board Chair shall be responsible for receiving the information developed in connection with the self-assessment and sharing the results with the Board.

II. Board Trustee Orientation

A. Purpose

The purpose of this section of the policy is to set forth the Board's orientation program, with the primary goal of providing sufficient information to new Trustees to enable them to carry out their fiduciary duties in an effective manner.

B. New Trustee Orientation Program

1. All new Trustees shall participate in an orientation session within sixty days prior to or following their first meeting as a new Board member.
2. The Board Chair shall designate a Trustee to participate in a scheduled orientation session. The President and the Board Secretary shall also participate in the orientation session, and the President may designate other University personnel to participate in the orientation session.
3. The orientation staff shall conduct, and the Trustee shall participate in, the orientation session in person, or via a video or an audio orientation session.
4. The orientation session shall include, but is not limited to, the distribution of materials summarizing the institution's history, mission, operations, student body makeup, strategic priorities, organizational chart, leadership team members, and the laws and policies that govern a Trustee's, governing, fiduciary and ethical duties. The orientation session may also include the dissemination of other pertinent information to assist the new Trustee in carrying out the responsibilities as a Trustee.

C. Orientation Sessions for Existing Board Trustees

1. Current members of the Board of Trustees are expected to attend Tennessee Higher Education Commission sponsored orientation/educational sessions.
2. The Board Chair may also schedule an orientation or educational session for Trustees to attend.

Citation of Authority for Policy: SACSCOC, Principles of Accreditation, Section 4.2.g

Document History:

- Adopted by the Board of Trustees: September 20, 2018.

**Tennessee State University
Board of Trustees**



Secretary's Report

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
INFORMATION ITEM

DATE: September 26, 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.