

# **Board of Trustees**

## **EXECUTIVE COMMITTEE REPORT**

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

9:30 a.m. CST  
Thursday, September 24, 2020

Tennessee State University – Via Zoom Link:

**ORDER OF BUSINESS**

- I. Call to Order
- II. Roll Call/Declaration of a Quorum
- III. Approval of the June 18, 2020, Executive Committee Meeting Minutes
- IV. Approval of an Amendment to Board Policy 001 (Code of Ethics and Conduct/Conflicts of Interest)
- V. Discussion of President's Annual Performance Review Process
- VI. Secretary's Report
- VII. Adjournment

**Tennessee State University  
Board of Trustees**

**Approval of the  
June 18, 2020  
Executive Committee  
Meeting Minutes**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: September 24, 2020

ITEM: Approval of the June 18, 2020, 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 18, 2020, Executive Committee meeting is included in the September 24, 2020, Board materials.

**MOTION: To approve the minutes from the Board of Trustees' June 18, 2020, Executive Committee meeting, as contained in the Board materials for the Board's September 24, 2020, meeting.**

**Tennessee State University Board of Trustees  
Executive Committee Meeting – June 18, 2020  
Via Zoom Link**

**MINUTES**

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

**Other Board Members Present:** Trustees Johnson, Sekmen, Simpson, McKenzie and Lewis.

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

**I. CALL TO ORDER**

Chair Walker called the Executive Committee meeting to order at 10:03 a.m. Chair Walker moved to make certain findings on the record regarding the necessity for conducting the meeting electronically without a physical quorum present due to the coronavirus pandemic. The Board is scheduled to take up important and timely matters. Participation by electronic means is necessitated by the COVID-19 pandemic and accompanying guidance from the Center for Disease Control (“CDC”) and the State of Tennessee to limit face-to-face contact whenever possible. Electronic participation for the Board meeting is necessary for the safety of Board members, staff, and guests. Trustee Martin seconded. Secretary Pendleton called the roll and the motion carried unanimously.

**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, Martin, and Corbeil.

Secretary Pendleton announced the presence of a quorum.

**III. APPROVAL OF THE MARCH 12, 2020, EXECUTIVE COMMITTEE MEETING MINUTES**

Chair Walker introduced the first order of business — the approval of the March 12, 2020, Executive Committee meeting minutes. Chair Walker informed the Committee that the minutes for the Executive Committee’s March 12, 2020, meeting were included in the Board materials for the June 18, 2020, Board meeting.

Chair Walker moved to recommend to the full Board the approval of the March 12, 2020, Executive Committee meeting minutes, as contained in the Board materials for the June 18, 2020, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Walker called for a roll call vote. Secretary Pendleton called the roll. The motion carried unanimously.

**IV. REPORT ON PRESIDENT’S ANNUAL PERFORMANCE REVIEW**

Chair Walker asked Vice Chair Cole to provide a report on the President's annual performance review process.

Vice Chair Cole provided information to the Committee on the performance evaluation procedures. She indicated the process had been completed and the performance evaluation had been signed by President Glover. She expressed an interest in moving some dates associated with the Annual Performance Review Process.

## **V. REPORT ON BOARD SELF-ASSESSMENT**

Chair Walker discussed the Board Self-Assessment and thanked the Board members for their participation in the board self-assessment process.

Chair Walker discussed the summary of results from the self-assessment. He noted the Board has been in existence a little over three years. Chair Walker stated that overall, the Board agreed or strongly agreed that the board was operating effectively. He indicated that efforts would be made to improve board members' contribution of time to support the institution and effectively promote the University's image. He stated that he will endeavor to develop measures in these areas for the Board's consideration.

## **VI. 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, noting the ending terms of Trustees Freeman, McKenzie and Walker.

Secretary Pendleton also commented on the legislative session. He indicated that the General Assembly had reconvened following the suspension of the legislative session due to COVID-19 related concerns. Secretary Pendleton indicated that the General Assembly was considering legislation to provide liability protection for COVID-19 related claims. He also noted potential cuts in funding related to the change in the state's financial position due to COVID-19 pandemic issues.

Secretary Pendleton commented on the ongoing Sunset Audit. He noted that State Audit staff had interviewed some board members and University personnel and requested numerous documents in connection with the audit. He explained that State Audit will ultimately draft a report that will be submitted for review.

Walker thanked Secretary Pendleton for his report.

## **VII. 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 roll call vote. Secretary Pendleton called the roll and the motion carried unanimously. Chair Walker adjourned the meeting at 10:20 a.m.

**Tennessee State University  
Board of Trustees**

**Approval of an Amendment  
to Board Policy 001  
(Code of Ethics and  
Conduct/Conflicts of  
Interest)**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: September 24, 2020

ITEM: Approval of the June 18, 2020, Executive Committee Meeting Minutes

RECOMMENDED ACTION: Approval

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

The document reflecting the amendment to Board Policy 001 is included in the September 24, 2020, Board materials.

The Board approved a Code of Ethics and Conduct/Conflicts of Interest policy at its inaugural meeting on April 13, 2017. One of the requirements of the policy pertains to the annual submission of conflict of interest policy acknowledgment forms (section V). The amendment moves the annual submission date to from January 15 to the Board's summer board meeting date, to better coordinate the submission of the forms. The amended language is in bold in the attached policy.

**MOTION: To approve the amendment to Board Policy 001, as contained in the materials for the Board's September 24, 2020, meeting.**

**Policy No. 001: Board Code of Ethics and Conduct/Conflicts of Interest Policy**

I. **Purpose.** This policy of the Tennessee State University Board of Trustees (“Board”) sets the minimum standards for ensuring that Board members conduct themselves with a high degree of professionalism and in a manner that will not violate the public trust.

II. **Definitions.**

A. **Conflict of Interest.** A conflict of interest exists when a Board member's personal interests, whether financial or otherwise, actually or potentially diverge from the Board member's professional obligations to, and the best interests of, Tennessee State University.

B. For the purposes of this policy, a conflict of interest with a vendor or contractor also creates a conflict of interest with a related sub-vendor or sub-contractor.

III. **Code of Ethics and Standards of Conduct.**

A. **Actions.** Each Board member shall avoid any action, whether or not specifically prohibited by statute, regulation, or this policy, that might result in or create the appearance of:

1. The Board member's use of his/her position for personal gain;
2. Impeding Board efficiency or economy;
3. Losing independence or impartiality;
4. Making a Board decision outside of official channels;
5. Failing to satisfactorily perform the responsibilities of the Board as defined in the Board’s bylaws; and
6. Adversely affecting the confidence of the public in the integrity of the Board.

B. **Use of Information.** No Board member shall:

1. Directly or indirectly use, disclose, or allow the use of information that was obtained through or in connection with the Board's business and that has not been made available to the general public for the purpose of furthering the personal profit of any person, including the Board member; or
2. Engage in a financial transaction as a result of, or primarily relying upon,

information obtained through service as a Board member.

C. **Use of Government Property.** No Board member shall make use of Tennessee State University's facilities, equipment, personnel, or supplies for private use or gain, except to the extent that such use is incidental, de minimis, or is lawfully available to the general public.

D. Interaction and Communication with Tennessee State University Employees.

1. Except for the purpose of inquiry or information, a Board member shall not give direction to or interfere with any employee, officer, or agent under the direct or indirect supervision of the President.
2. If a member of the public, or a University employee, student, or contractor, brings a University related matter to the attention of a Board member, and the Board member believes the matter warrants inquiry or follow up, the Board member shall communicate with the Board Chair regarding the matter, and the Board Chair shall communicate with the President on the matter. Board members shall not communicate directly with a University employee on such matters.

E. Gifts.

1. No Board member shall solicit or accept, directly or indirectly, on behalf of himself/herself or any member of the Board member's household, any gift, including but not limited to any gratuity, service, favor, food, entertainment, lodging, transportation, loan, loan guarantee or any other thing of monetary value, from any person or entity that: (i) has, or is seeking to obtain, contractual or other business or financial relations with Tennessee State University; or (ii) has interests that may be substantially affected by the performance or nonperformance of the Board member's official duties.
2. The prohibition on accepting gifts does not apply in the following circumstances:
  - a. A gift given by Board member's immediate family, or by an individual, if the gift is given for a non-business purpose and is motivated by a close personal relationship and not by the Board member's position;
  - b. Information materials in the form of books, articles, periodicals, other written materials, audiotapes, videotapes, or other forms of communication;
  - c. Sample merchandise, promotional items, and appreciation tokens, if they are routinely given to customers, suppliers or potential

customers or suppliers in the ordinary course of business;

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- d. Unsolicited tokens or awards of appreciation, honorary degrees, or bona fide awards in recognition of public service in the form of a plaque, trophy, desk item, wall memento, and similar items; provided that any such item shall not be in a form which can be readily converted to cash;
- e. Food, refreshments, foodstuffs, entertainment, or beverages provided as part of a meal or other event, if the value of such items does not exceed fifty dollars (\$50.00) per occasion;
- f. Food, refreshments, meals, foodstuffs, entertainment, beverages or interstate travel expenses that are provided in connection with an event where the Board member is a speaker or part of a panel discussion at a scheduled meeting of an established or recognized membership organization with regular meetings;
- g. Loans from an established financial institution made in the ordinary course of business on usual and customary terms, so long as there are no guarantees or collateral provided by any Board members; and
- h. There may be circumstances where refusal or reimbursement of a gift, such as a lunch or dinner, may be awkward and contrary to the larger interest of Tennessee State University. In such circumstances, the Board member is to use his/her best judgement and disclose the gift, including a description, estimated value, the person or entity providing the gift, and any explanation necessary within fourteen (14) days, to the Board Chair.

#### IV. Unlawful Conflicts of Interest.

##### A. Conflicts of Interest Prohibition.

- 1. It is unlawful for any Board member:
  - a. To be financially interested in any contract or transaction affecting the interests of Tennessee State University, or
  - b. To procure, or to be a party in any way to procuring, the appointment of any relative to any position of financial trust or profit connected with Tennessee State

University.

2. A member who violates the provisions stated in Section IV. A shall be subject to removal by the Governor or the Board.

V. Acknowledgment and Disclosures.

1. **Each Board member shall submit a Board disclosure form within thirty (30) days following the first seating of the Board, and annually thereafter to the General Counsel by no later than the Board's summer meeting date, except that the Board Chair may grant an extension to the submission date, as deemed warranted.**
2. Any time a Board member believes a conflict of interest or ethical violation may exist with any Board member(s), including himself/herself, the Board member shall immediately submit a written disclosure of the facts and circumstances surrounding the situation to the Chair with a copy to University Counsel.
3. The Board or a duly appointed committee shall evaluate the disclosure and determine what, if any, action is necessary. Under no circumstance shall a member who is involved in a potential or alleged violation of this policy vote on the disposition of such matter.
4. When a Board member is in doubt as to the proper interpretation of this policy or whether a disclosure is required, the Board member is expected to seek the advice of the Chair or his/her designee, or the University Counsel.

VI. Penalty for Material Violations of this Policy.

1. By a two-thirds (2/3) vote of its membership, the Board may remove any member of the Board for a material violation of this policy.
2. A Board vote to remove one of its members shall only be taken:
  - a. After the accused member has been afforded a due process contested case hearing in accordance with the Uniform Administrative Procedures Act, Tennessee Code Annotated Title 4, Chapter 5; and
  - b. A finding has been made that the member violated this policy.

**VII. Interpretation.**

The Board Chair has the final authority to interpret the terms of this policy.

**Citation of Authority for Policy:** T.C.A. § 49-8-204.

**Document History:**

- Adopted by the Board of Trustees: April 13, 2017

**Tennessee State University  
Board of Trustees**

**Discussion of President's  
Annual Performance  
Review Process**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

DISCUSSION ITEM

DATE: September 24, 2020

ITEM: Discussion of 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 for discussion of the President's Annual Performance Review Process.

**Tennessee State University  
Board of Trustees**

**Secretary's Report**

TENNESSEE STATE UNIVERSITY  
BOARD OF TRUSTEES  
INFORMATION ITEM

DATE: September 24, 2020  
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.