

**Tennessee State University  
Board of Trustees**



**EXECUTIVE  
COMMITTEE  
REPORT**

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

11:00 a.m. CST  
Thursday, September 20, 2018

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 21, 2018, Executive Committee Meeting Minutes
- IV. Approval of the August 15, 2018, Executive Committee Meeting Minutes
- V. Approval of an Amendment to Board Policy 002: Committees of the Board Policy
- VI. Approval of Board Policy 005: Board Self-Assessment and Trustee Orientation Policy
- VII. Update on Status of President’s Annual Performance Review
- VIII. Adjournment

**Tennessee State University  
Board of Trustees**



**Approval of the  
June 21, 2018,  
Executive Committee  
Meeting Minutes**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: September 20, 2018

ITEM: Approval of the June 21, 2018, 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 21, 2018, Executive Committee meeting is included in the September 20, 2018, Board materials.

**MOTION: To approve the minutes from the Board of Trustees' June 21, 2018, Executive Committee meeting, as contained in the Board materials for the Board's September 20, 2018, meeting.**

**Tennessee State University Board of Trustees  
Executive Committee Meeting. June 21, 2018  
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 Steve Corbeil, Bill Freeman, Edith Peterson Mitchell, and Dr. Ali Sekmen.

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

**I. CALL TO ORDER**

Chair Walker called the meeting to order at 12:25 p.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 MARCH 15, 2018 EXECUTIVE COMMITTEE MEETING MINUTES**

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

Chair Walker moved to recommend to the full Board the approval of the March 15, 2018, Executive Committee meeting minutes, as contained in the Board materials for the June 21, 2018, 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 THE EXECUTIVE COMMITTEE’S RECOMMENDED EMPLOYMENT AGREEMENT FOR PRESIDENT GLOVER AND DELEGATION OF AUTHORITY TO THE BOARD CHAIR TO EXECUTE THE AGREEMENT**

Chair Walker introduced the second order of business— the approval of the Executive Committee’s recommended employment agreement for President Glover and delegation of

authority to the Board Chair to Execute the agreement. Chair Walker noted that the draft employment agreement was included in the Board materials for the June 21, 2018, Board meeting.

Chair Walker noted that according to the American Council on Education, the majority of university presidents throughout the country serve their respective institutions under an employment contract. He also noted the Board's authority to set the President's compensation terms and conditions of employment.

Chair Walker further commented that the Executive Committee had conferred and consulted with University Counsel Pendleton in developing the employment agreement, and that each Executive Committee member had reviewed the agreement. Chair Walker asked University Counsel Pendleton to provide an overview of the agreement.

University Counsel Pendleton discussed some of the terms of the agreement including the provisions governing the President's salary, housing, term, and termination. He also commented that the agreement reflects terms common in many President's contracts, including the Presidents at Tennessee Tech University and the University of Tennessee system.

Chair Walker asked President Glover if she had any comments on the employment agreement. President Glover indicated that she had reviewed the agreement and is fine with the terms of the agreement.

Trustee Cole noted that she had reviewed the agreement and spoke to University Counsel Pendleton about the agreement's terms.

Chair Walker asked if there was any further discussion.

Trustee Sekmen stated that as the Faculty Trustee, he believes the campus community sometimes views the Board as disengaged from the University's current status. He also commented that he is at the university daily and has a clear understanding of TSU's current status and issues. He further noted that he works closely with Dr. Glover to help her address important issues.

Trustee Sekmen then turned his attention to national rankings. He noted that according to Forbes, TSU ranked 658 in the country, compared to other LGI institutions, with TTU having the highest rank at number 551. He also noted TSU's ranking among HBCUs (#22). Trustee Sekmen commented that TSU is bottom ranked among Tennessee LGIs, and expressed concern that TSU is not worried about its rankings.

Trustee Sekmen also commented about the anticipated significant budget cuts and noted what he viewed as TSU's low graduation and retention rates, including in comparison to MTSU. He remarked about TSU's inability to attract students from Community Colleges. He also commented on the ineffectiveness of the institution's financial aid office, and the Nursing School's impending loss of its accreditation.

Trustee Sekmen then relayed his discussions with faculty members who have expressed concerns about what they viewed as large salary increases among some members of the upper

administration, small salary increases for faculty members, and the credentials of some top administrators.

Trustee Sekmen also stated that given the current state of the University, a five-year contract for the President will not be viewed positively by the campus community. He recommended that the Board not move forward with the proposed contract and revisit it in the upcoming years based on the items previously mentioned.

Trustees Cole and Martin noted the agreement allows the President to be under a standard contract, as the President is currently operating under more of an appointment form. Secretary Pendleton confirmed the President's current contractual status and commented on the termination provisions in the proposed agreement grants the Board the ability to address performance related issues in an employment agreement context moving forward.

Chair Walker proceeded to a vote on the employment agreement.

Chair Walker moved for the Executive Committee to recommend to the full Board the approval of the Executive Committee's recommended employment agreement for President Glover and delegation of authority to the Board Chair to execute the agreement. Trustee Cole seconded the motion. Chair Walker called for a vote. The motion carried unanimously.

## **V. DISCUSSION OF EXECUTIVE COMMITTEE'S PROCEDURES GOVERNING THE PRESIDENT'S ANNUAL PERFORMANCE REVIEW**

Chair Walker moved to the next agenda item – a discussion of the Executive Committee's procedures governing the President's annual performance review.

Chair Walker noted that pursuant to Board Policy No. 004, the Board shall evaluate the President's job performance on an annual basis. Under Board Policy No. 004, the Board has delegated to the Executive Committee the authority to organize and conduct an annual performance review of the President, in accordance with procedures adopted by the Executive Committee and approved by the Board.

Chair Walker asked Secretary Pendleton to provide information on the performance evaluation procedures. Secretary Pendleton reminded the Executive Committee that the procedures give the Executive Committee flexibility in administering the performance evaluation. He noted that the first item for consideration would be to develop a rough timeline for the Executive Committee to proceed under the procedures.

The Executive Committee discussed possible dates for meetings and deadlines. The Executive Committee asked President Glover to submit her confidential written assessment to the Executive Committee members by July 31, 2018, and discussed a tentative meeting on August 15, 2018, to go over the next steps in the annual performance review procedures.

## **VI. ADJOURNMENT**

Chair Walker opened the floor for any additional business. After seeing none, 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 12:55 p.m.



**Tennessee State University  
Board of Trustees**



**Approval of the  
August 15, 2018,  
Executive Committee  
Meeting Minutes**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: September 20, 2018

ITEM: Approval of the August 15, 2018, 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 August 15, 2018, Executive Committee meeting is included in the September 20, 2018, Board materials.

**MOTION: To approve the minutes from the Board of Trustees' August 15, 2018, Executive Committee meeting, as contained in the Board materials for the Board's September 20, 2018, meeting.**

**Tennessee State University Board of Trustees  
Executive Committee Meeting. August 15, 2018  
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 Bill Freeman (phone) and Edith Peterson Mitchell (phone).

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

**I. CALL TO ORDER**

Chair Walker called the meeting to order at 9:10 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. DISCUSSION OF EXECUTIVE COMMITTEE’S PROCEDURES GOVERNING THE PRESIDENT’S ANNUAL PERFORMANCE REVIEW**

Chair Walker introduced the first order of business — the discussion of the Executive Committee procedures governing the President’s annual performance review. Chair Walker noted that at the last Executive Committee meeting, the Executive Committee discussed the annual performance review procedures and a broad outline as to how the Executive Committee may want to proceed in moving forward under the procedures.

Chair Walker commented that in accordance with the annual performance review procedures, the Executive Committee asked President Glover to submit her confidential written self-assessment statement to the Executive Committee by July 31, 2018. Chair Walker noted that President Glover submitted her statement to the Executive Committee on July 31, 2018.

Chair Walker further commented that in accordance with the Annual Performance Review procedures, the next step is for the Executive Committee to confidentially share the President’s confidential statement with the Board and solicit confidential feedback from the Board on the President’s confidential statement.

Chair Walker asked Secretary Pendleton to provide additional pertinent information related to the tasks and decision-making matters under the performance review procedures.

Secretary Pendleton walked the Executive Committee through the steps in the annual performance review procedures. He commented that the Executive Committee will need to determine how it wishes to carry out its responsibilities under the procedures, with the first step developing the mechanism for soliciting feedback from the Board on the President's confidential written assessment, deciding whether to solicit information from anyone other than the board, and developing an overall timeline to complete the process.

Chair Walker thanked Secretary Pendleton for his presentation.

#### **IV. APPROVAL OF ACTION ITEMS TO IMPLEMENT EXECUTIVE COMMITTEE PROCEDURES GOVERNING THE PRESIDENT'S ANNUAL PERFORMANCE REVIEW**

Chair Walker introduced the second order of business—the approval of action items to implement the Executive Committee procedures governing the President's Annual Performance Review.

Chair Walker announced that pursuant to the authority granted to him under the annual performance review procedures, he was designating Dr. Deborah Cole, Vice Chair, to administer the annual performance review procedures on behalf of the Executive Committee.

Chair Walker indicated that Dr. Cole will be responsible for administering the procedures moving forward, including, but not limited to, submitting the President's Statement to the Board and other invitees to solicit feedback, summarizing the feedback and sharing the summary with the Executive Committee, meeting with the President to go over the President's statement and the feedback received, and preparing a confidential written assessment of the President's performance.

Chair Walker then moved for the Executive Committee, through its designated member, to submit the President's confidential written self-assessment to the Board by August 17, 2018, and for the Board members to submit written individual feedback on the President's written confidential self-assessment statement by August 27, 2018. Trustee Martin seconded the motion.

Chair Walker then reiterated the confidentiality of the annual performance review process. The Executive Committee will be soliciting the Trustees individual feedback. Pursuant to state law, annual performance evaluations, including performance evaluation related materials, are deemed to be confidential. Therefore, I am asking each Board member not to share the President's written confidential self-assessment statement or their feedback with anyone other than the Executive Committee member designated to receive the feedback, and to not solicit feedback from anyone else.

With there being no further discussion, Chair Walker called for a vote. The motion carried unanimously.

Chair Walker then moved to the solicitation of feedback from other individuals. Chair Walker commented that the Executive Committee needs to decide if there are other individuals from whom the Committee wants to solicit feedback, and if so, the specific persons to be solicited.

Chair Walker also emphasized the Executive Committee and the Trustees should keep in mind this performance review will be the first annual performance review for the President, so how the Executive Committee chooses to proceed with this first evaluation may differ from annual evaluations in the future once the Board has the opportunity to review and evaluate the President's performance under her first written self-assessment statement.

Chair Walker moved that the Executive Committee solicit feedback from the current Faculty Senate Executive Committee members, Deans Corrine Jackson, Michael Harris, and Millicent Lownes-Jackson, and the members of the President's Cabinet as part of the feedback solicitation under the Annual Performance Review procedures. Trustee Cole seconded the motion.

Chair Walker reiterated the confidentiality of the performance review process. He indicated that the Executive Committee will be soliciting feedback individually from the selected invitees with appropriate instructions to ensure the confidentiality of the process and compliance with state law.

With there being no further discussion, Chair Walker called for a vote. The motion carried unanimously.

Chair Walker next moved to a timeline for soliciting feedback from the selected invitees. Chair Walker moved for the Executive Committee, through its designated member, to submit the President's confidential written self-assessment to the selected invitees by August 17, 2018, and for the selected invitees to submit written individual feedback on the President's written confidential self-assessment statement by August 27, 2018. Trustee Cole seconded the motion.

With there being no discussion, Chair Walker called for a vote. The motion carried unanimously.

Chair Walker turned to setting a timeframe for Dr. Cole to complete the other tasks set forth in the annual performance review procedures. He noted that the Executive Committee went over these tasks earlier in the meeting and the tasks are included in the Executive Committee's annual performance review procedures, with the final task comprised of Dr. Cole providing a copy of the final confidential written assessment to the Board and the President.

Chair Walker moved that the Executive Committee set September 30, 2018, as the timeframe for Dr. Cole to complete the procedural tasks reflected in the Executive Committee procedures, with Dr. Cole possessing the authority to request an extension of the timeframe, and the Chair authorized to grant an extension. Trustee Martin seconded the motion.

With there being no discussion, Chair Walker called for a vote. The motion carried unanimously.

## **V. ADJOURNMENT**

Chair Walker opened the floor for any additional business. After seeing none, 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 9:50 a.m.

**Tennessee State University  
Board of Trustees**



**Approval of an  
Amendment to  
Board Policy 002:  
Committees of the  
Board Policy**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: September 20, 2018

ITEM: Approval of an Amendment to Board Policy  
002: Committees of the Board Policy

RECOMMENDED ACTION: Approval

PRESENTED BY: Board Chair, Joseph Walker, III

Pursuant to the FOCUS Act, all policies of the Tennessee Board of Regents are deemed to be the policies of the state university board and their respective institutions, unless the Board or institution revises or rescinds a particular policy. The TSU grievance policy authorizes appeals of the President’s decision under applicable circumstances. The TBR appeals policy authorizes individuals to submit a petition seeking a review of the President’s grievance decision. The TBR appeals policy provides that an appropriate standing committee of the Board shall review a petition for appeal and determine whether to grant the petition. The TBR appeals policy does not specify the “appropriate standing committee” to review the petition.

The proposed amendment to the Committees of the Board policy specifies that the Executive Committee shall be deemed the appropriate standing committee to review a petition to appeal the President’s grievance decision to the Board. The amendment also authorizes the Board Chair, as Chair of the Executive Committee, to assign the petition to a member of the Executive Committee for review and a determination as to whether to grant the petition, taking into consideration the factors reflected in the TBR appeals policy.

In the event a petition is granted, the Executive Committee shall hear the appeal and make recommendations on the appeal to the Board of Trustees.

**MOTION: To approve the Amendment to Board Policy 002: Committees of the Board Policy, as contained in the Board materials for the Board’s September 20, 2018, meeting.**



## Tennessee State University Board of Trustees

### **Policy No. 002: Committees of the Board of Trustees of Tennessee State University**

- I. **Purpose.** As provided in the Bylaws, the Board of Trustees (the “Board”) of Tennessee State University (the “University” or “TSU”) may establish standing and special committees, as it deems appropriate, to fulfill its legal obligations and responsibilities. This Board policy establishes the committees of the board, and defines their membership and duties.
  
- II. **Committees**
  - A. **Standing Committees.**
    1. The standing committees of the Board shall be comprised of the:
      - a. Executive Committee
      - b. Audit Committee
      - c. Academic Affairs and Student Affairs Committee
      - d. Finance and Budget Committee
    2. **Authority of Standing Committees.** The authority of the standing committees shall be subject to action by the entire Board. The committees’ actions must be authorized and approved by the Board before becoming effective unless the Board delegates to the committee the authority to act on its own behalf.
  - B. **Special/Ad Hoc Committees.** The Board Chair may create special/ad hoc committees with such functions, powers, and authority as deemed appropriate.
  
- III. **Appointment of Committees.**
  - A. The Board Chair shall determine the composition of, and shall make appointments to, standing committees and special/ad hoc committees.
  - B. The Board Chair shall designate each standing committee’s Chair and Vice Chair, or may authorize the committee to select its committee Chair and Vice Chair. The Board Chair shall designate the chair and vice chair of any Special/Ad Hoc Committee. When feasible, all committee members shall receive at least five (5) days written notice of the meeting, including the purpose of the meeting.

**IV. Membership and Structure.**

- A. Each standing committee shall have at least three (3) voting members who shall each serve a two-year term.
- B. Each standing committee shall have a Chair and a Vice-Chair who shall serve for one-year terms.
- C. Members of the standing committees, with the exception of the Executive Committee, shall be appointed by the Board Chair.
- D. The Board Chair shall serve as an ex officio member of all standing committees, and entitled to vote.
- E. The President of the University and the Secretary to the Board shall be ex officio, non-voting members of all committees except the Audit Committee. Each committee shall have designated administrators of the University to assist with its work.

- V. **Setting Committee Meetings.** The Executive Committee shall meet as often as necessary to carry out its responsibilities. All other standing committees shall meet at the call of the Committee Chair, Board Chair, or the President. Special/ad hoc committees shall meet as deemed necessary.

**VI. Notice of Committee Meetings and Agenda**

- A. When feasible, committee members shall receive at least five (5) days' notice of meetings to include the purpose of the meeting. The notice may be delivered by any reasonable means.
- B. When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.
- C. Matters not appearing on the agenda of a standing or special committee meeting may be considered only upon a majority vote of the entire committee.

- VII. **Quorum.** A quorum shall be comprised of a majority of the voting members of each standing or special committee. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

- VIII. **Minutes.** Minutes shall be made of all standing and special committee meetings and provided to the Board Chair, the President, and the Secretary to the Board.

- IX. **Open Meetings.** All meetings of standing and special committees shall be open to the public except as authorized by a statutorily or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. §8-44-101, et. seq.

X. **Standing Committee Duties/Charge.**

A. **Executive Committee.**

1. **Composition.** The Executive Committee shall be composed of the Chair and Vice Chair of the Board, and at least one other at-large voting member elected by the Board. The Chair of the Board shall be the chair of this committee.
2. **Executive Committee Responsibilities.** The Executive Committee shall ensure the integrity of the Board and is responsible for:
  - a. Establishing and maintaining standards of Board conduct;
  - b. Assessing the performance of the Board and Board members by monitoring compliance with Board policies, including the Board's Code of Ethics/Conflicts of Interest policy;
  - c. Ensuring an effective orientation and ongoing professional development for Board members;
  - d. Periodically reviewing and ensuring compliance with the Board Bylaws and other Board policies, and recommending amendments when appropriate;
  - e. Reviewing the committee structure of the Board for continued effectiveness;
  - f. Overseeing the work of the other standing committees;
  - g. Overseeing and monitoring the University's standards of conduct and internal control structure to ensure key risk, compliance, and regulatory requirements are met;
  - h. **To review petitions to appeal the President's decision on institutional grievances to the Board. In such cases, the Chair of the Executive Committee may authorize the entire Executive Committee to review the petition or assign the petition to an Executive Committee member for review and a determination on whether to grant the petition, taking into consideration the factors enumerated in Tennessee Board of Regents' appeals policy (TBR Policy 1:02:11:00). A decision not to grant a petition shall be deemed the final decision of the Board. In the event a petition is granted, the Executive Committee shall hear the appeal and make recommendations on the appeal to the full Board.**
  - i. Making nominations to the Board for Board officers; and

- j. Others areas as directed by the Board.
3. **Authority.** The Executive Committee may act for the Board between regular Board meetings on emergency matters, except the following, which shall be reserved to the Board:
- a. Presidential selection, evaluation, and dismissal;
  - b. Amendments to the Board Bylaws;
  - c. Sale or disposition of real estate;
  - d. Tenure decisions;
  - e. Maintenance fees, tuition, and other student fees;
  - f. Capital budget requests prepared for submission to the Tennessee Higher Education Commission for consideration and inclusion in the Governor's budget proposal;
  - g. Adoption of the annual budget; and
  - h. Conferral of degrees.
4. **Staff.** The Secretary to the Board is responsible for providing staff support to the Executive Committee.

**B. Audit Committee.**

1. **Purpose.** The Audit Committee is established to assist the Board in its oversight, compliance, and audit functions and requirements.
2. **Audit Committee Responsibilities.** The Audit Committee is responsible for and shall make recommendations to the Board related to:
- a. Audit engagements with the Tennessee Comptroller's Office, including the integrity of financial statements and compliance with legal and regulatory requirements;
  - b. Audit engagements with external auditors;
  - c. Internal audit activities and reports;
  - d. Internal audit administration;
  - e. Internal controls and compliance with laws, regulations, and other requirements;

- f. Risk and control assessments;
  - g. Fraud, waste, and abuse prevention, detection, and reporting;
  - h. The review and approval of policies related to audit, compliance, finance, compensation, and facilities matters, consistent with the Board is Delegation of Authority policy;
  - i. Monitoring the University’s financial performance and reporting to the Board;
  - j. Participating in the annual audit planning risk assessment process and approving the annual audit plan;
  - k. Conducting or authorizing any investigation appropriate to fulfill its purpose and oversight responsibilities; and
  - l. Establishing procedures for handling anonymous submissions, and gathering and evaluating information about questionable financial practices based upon those anonymous submissions.
3. **Authority.** The Audit Committee shall have the authority to direct the University’s management to initiate and address specific audit and compliance issues within the mandate of the Audit Committee. It may conduct, authorize, or facilitate any audit or investigation appropriate to fulfill its oversight responsibilities.
  4. **Staff.** The Director of the Internal Audit Department is responsible for providing staff support to the Audit Committee.

C. **Academic Affairs and Student Affairs Committee.**

1. **Purpose.** The Academic Affairs/Student Affairs Committee (the “Committee”) is established to assist the Board in its oversight of the teaching, research, and public service missions of, and student life enhancement at, the University.
2. **Committee Responsibilities.** The Committee is responsible for:
  - a. Reviewing and approving proposals for new academic programs and the significant revision of existing programs;
  - b. Assisting the Board in ensuring and protecting, within the context of faculty-shared governance, Tennessee State University’s educational quality and its academic programs;
  - c. Approving admission, progression, retention, and graduation standards;

- d. Conducting institutional accreditations, program accreditations, and program reviews;
  - e. Promoting the welfare of students attending Tennessee State University;
  - f. Reviewing and approving policies related to academic and student affairs consistent with Board Delegation of Authority policy;
  - g. Oversight of programs seeking to extend University's scientific, technological, commercialization, and educational expertise to communities, counties, agencies, and organizations in the state, nationally, and globally;
  - h. Monitoring progress towards the University's achievement compact and other academic performance measures;
  - i. Reviewing and recommending to the Board major changes to the academic programs of the University, educational policy, including admissions requirements, enrollment strategies, instruction, curriculum, educational technology, distance learning, public services activities, and the establishment and disestablishment of educational and research organizational units;
  - j. Overseeing the University's engagement with accrediting bodies;
  - k. Overseeing University policies governing research, outreach and extension;
  - l. Overseeing University policies governing institutional advancement and TSU Foundation matters;
  - m. Overseeing University policies regarding student life and conduct and faculty and academic affairs; and
  - n. Assisting the Board in such other matters as may be referred to it by the Board.
3. **Staff.** The Vice Presidents for the Divisions of Academic Affairs, Research, and Student Affairs shall provide staffing to the Committee.

**D. Finance and Budget Committee**

1. **Purpose.** The Finance and Budget Committee (the "Finance Committee") is established to assist the Board in its oversight of the integrity of the University's financial operations, long-term economic health, allocation of resources, facility, and the continued development and advancement, of the University.

2. **Finance and Budget Committee Responsibilities.** The Finance Committee is responsible for:
- a. Reviewing and approving policies related to finance, compensation, and facilities matters, consistent with Board Delegation of Authority;
  - b. Monitoring the University's financial performance and reporting to the Board;
  - c. Reviewing and recommending student tuition rates and fees;
  - d. Reviewing and recommending capital improvement plans, including long-range capital, the facilities master plan, maintenance budgets, issuance of debt, and investment policies, and advocating for new structures or the rehabilitation or removal of older structures;
  - e. Recommending appropriate action with regard to the acquisition and disposition of real property;
  - f. Acting on matters related to personnel, including faculty and staff compensation, consistent with Board Delegation of Authority;
  - g. Exercising oversight of the University's programs related to private gifts, alumni support, public relations, and communications and marketing, consistent with Board Delegation of Authority;
  - h. Reviewing and approving policies related to finance and institutional advancement matters, consistent with the Board Delegation of Authority;
  - i. Reviewing and approving policies related to finance, compensation, and facilities, consistent with Board Delegation of Authority;
  - j. Reviewing proposed construction projects;
  - k. Supporting the mission and responsibility of the University Foundation, as the University's key fundraising support entity;
  - l. Representing the University's core interest in advancing the mission, needs and resource requirements to government officials at appropriate levels and time; and
  - m. Aiding in such other matters as may be referred to it by the Board.
3. **Staff.** The Vice President for the Division of Business and Finance and the Associate Vice President for Institutional Advancement are responsible for providing staff support to the Committee. The President may designate other staff members to assist the Committee.

**Citation of Authority for Policy:** T.C.A. § 49-8-201 (f) (8) (B).



**Approval of  
Board Policy 005:  
Board Self-Assessment and  
Trustee Orientation Policy**



TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: September 20, 2018

ITEM: Approval of Board Self-Assessment and Trustee Orientation Policy

RECOMMENDED ACTION: Approval

PRESENTED BY: Chair, Board of Trustees, Joseph Walker, III

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 policy, in part, establishes the mechanism by which the Board shall conduct a self-assessment of its performance as a governing body.

With the potential appointment of new Trustees next year, this policy also establishes a Trustee orientation policy and program for ensuring that new Trustees are appropriately oriented to the institution's mission and operations, and Board policies and applicable laws governing their role as trustees.

**MOTION: To approve Board Policy 005: Board Self-Assessment and Trustee Orientation, as contained in the September 20, 2018, Board materials.**

## 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: \_\_\_\_\_

TENNESSEE STATE UNIVERSITY  
BOARD OF TRUSTEES  
INFORMATION ITEM

DATE: September 20, 2018

ITEM: Update on Status of President's Annual Performance Review

RECOMMENDED ACTION: None

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