

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;

- i. 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).

Document History:

- Adopted by the Board of Trustees: April 14, 2017.
- Amended: September 20, 2018.