



Board of Trustees Materials

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

1:30pm CST
Thursday, April 13, 2017

Tennessee State University – Main Campus – Hankal Hall
3500 John A. Merritt Blvd. – Nashville, TN

ORDER OF BUSINESS

- I. Call to Order
- II. President Glenda Glover’s Opening Remarks/Introductions
- III. Roll Call/Declaration of a Quorum
- IV. Review and Adoption of Bylaws
- V. Election of Board Chair and Vice Chair
- VI. Appointment of Secretary to the Board
- VII. Selection and Appointment of Student Trustee
- VIII. Approval of Board Policies:
 - A. Code of Ethics and Conduct/Conflicts of Interest
 - B. Committees of the Board of Trustees – Executive; Audit; Academic Affairs and Student Affairs; and Finance and Budget
 - C. Delegation of Authority to the President
- IX. President’s Report
- X. Approval of Calendar for Upcoming Meetings of the Board of Trustees:
 - A. June 15, 2017
 - B. August 24, 2017
 - C. November 16, 2017
 - D. March 15, 2018
- XI. Adjournment



BILL HASLAM
GOVERNOR
STATE OF TENNESSEE

March 7, 2017

Dr. Glenda Baskin Glover
Tennessee State University, President
Cope Administration Building, 204
3500 John A. Merritt Boulevard
Nashville, Tennessee 37209
gglover@tnstate.edu

Dear President Glover:

In accordance with Tennessee Code Annotated, Section 49-8-201(f)(7), by this letter I hereby call the first meeting of the state university board for Tennessee State University on Thursday, April 13, 2017, in order for the board to assume responsibility for the management and governance of the institution.

In the event I am unable to attend, I ask that you call the meeting to order and preside until the members of the board have duly elected a chair.

Thank you for your leadership and support in this historic effort.

Respectfully,

Bill Haslam
Governor

CC: Mike Krause, Tennessee Higher Education Commission, Executive Director

**Tennessee State University
Board of Trustees**



Bylaws

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: April 13, 2017
ITEM: Adoption of Bylaws
RECOMMENDED ACTION: Approval
PRESENTED BY: Glenda Glover, President

Pursuant to the Focus on College and University Success Act (FOCUS Act), T.C.A. § 49-8-101 et. seq., Tennessee State University is now governed by a Board of Trustees (“Board”). Under the FOCUS Act, T.C.A. 49-8-201 (f) (8) (B), the Board shall adopt bylaws and rules for the organization in order to conduct its business.

The Bylaws contained herein set forth the process and structure under which the Board of Trustees shall conduct its business in the governance of Tennessee State University.

Article I references the governance and statutory authority of the Board.

Article II reflects provisions in the FOCUS Act governing the organization of the Board, including its membership, terms of Trustees, vacancies, eligibility to serve, and removal of members.

Article III states the powers, responsibilities and duties of the Board.

Article IV relates to the Officers of the Board, including establishing a Chair and a Vice Chair of the Board, the officers’ election and terms of office, the responsibilities of the officers, and the removal of officers.

Article V identifies the Officers of the University, referencing the President of the University and the Secretary to the Board, and sets forth their respective general authority and responsibilities.

Article VI establishes the Board's authority to establish committees of the Board to assist the Board in fulfilling its responsibilities.

Article VII creates the terms and conditions associated with meetings of the Board, including the application of the Open Meetings Act to Board meetings, public access requirements, and the convening of regular and special meetings. Article VII also contains provisions regarding meeting notice requirements, quorum requirements, the development of meeting agendas, and the conducting of board meetings,

Article VIII establishes how the Bylaws are adopted and amended.

[Attached: Bylaws]

MOTION: For the Board of Trustees to adopt the Bylaws in their entirety, as written and attached hereto.

**BYLAWS OF
THE BOARD OF TRUSTEES OF TENNESSEE STATE UNIVERSITY**

ARTICLE I: The Board of Trustees

- 1.1 Governance.** 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.
- 1.2 Authority.** The Board is vested, by law, including the FOCUS Act, with the power and authority to govern the University and to exercise all powers and authority of the University.

ARTICLE II: Organization of the Board

2.1 Membership.

- A.** In accordance with the FOCUS Act, the membership of the Board shall consist of ten (10) members, of which nine (9) members shall be voting members and one (1) member shall be a non-voting member.
- B.** Of the nine (9) voting members, at least six (6) shall be residents of the state of Tennessee.
- C.** Eight (8) of the voting Board members will be appointed by the Governor of the State of Tennessee, with at least three (3) members being alumni of the University.
- D.** A University faculty member shall serve as one (1) voting Board member to be selected by the University’s Faculty Senate.
- E.** The non-voting member shall be a TSU student to be appointed by the Board.

2.2 Terms of Trustees.

- A.** The initial terms of the members appointed by the Governor to the Board shall be three (3), four (4), and six (6) years. Three (3) members shall serve a three-year term; three (3) members shall serve a four-year term; and two (2) members shall serve a six-year term.
- B.** As the initial terms of the initial Board members expire, successors shall be appointed for six (6) year terms.

- C. The University faculty member to be appointed by the Faculty Senate shall serve a two (2) year term and the non-voting student member shall serve a one (1) year term.
- D. The members appointed by the Governor and who have served two (2) full terms in succession as a member of the Board shall be ineligible for re-appointment for a period of four (4) years.

2.3 Vacancies.

- A. Whenever any vacancy shall occur in the membership of the Board among those appointed by the Governor, it shall be the duty of the Secretary to the Board to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the vacancy.
- B. Whenever any vacancy occurs among those elected by the Board or the Faculty Senate, it shall be the duty of the Secretary to the Board to inform the respective party of the vacancy. The Board, in the case of a Student Trustee vacancy, or the Faculty Senate, in the case of the Faculty Trustee vacancy, shall appoint a person to fill the position for the remainder of the term.
- C. If a vacancy occurs by reason of expiration of term, the Board member whose term is expiring shall serve until a successor is appointed.

2.4 Eligibility. The following individuals are prohibited from serving as a member of the Board: employees of any public institution of higher education, except those faculty members elected to the Board; elected or appointed officials; state employees; or, members of a governing body for any institution of higher education.

2.5 Removal. A board member may be removed for a material violation of the Board's Code of Ethics and Conduct/Conflicts of Interest policy by a two-thirds (2/3) vote of the voting members of the Board after being afforded due process.

ARTICLE III: Powers, Responsibilities, and Duties of the Board

3.1 General. The Board governs the University by exercising and carrying out all of the powers, responsibilities, and duties that are expressly conferred upon the Board by law, implied by law, or incident to such powers, responsibilities, and duties.

3.2 Powers of the Board. Among the powers of the Board, as set forth in statute or herein, the Board has the power to:

- A. Determine the mission of the University and ensure that the mission is kept current and aligned with the goals and mission of public higher education in Tennessee;

- B.** Select, employ and annually evaluate the chief executive officer (“President”) of the University, and confirm the appointment of administrative personnel, faculty and other employees of the University and their salaries and terms of office;
- C.** Approve curricula, which includes academic programs, and approve and prescribe requirements for diplomas and degrees;
- D.** Establish policies regarding the academic affairs of the University;
- E.** Review and approve the operating budget and set fiscal policies;
- F.** Establish policies and regulations regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety;
- G.** Assume general responsibility for the operation of the University, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of the University and its programs;
- H.** Grant tenure and promotion to eligible members of the faculty upon the positive recommendation of the President;
- I.** Define and set in-state and out-of-state residency requirements within the parameters outlined in statute;
- J.** Set tuition rates for resident and non-resident undergraduate and graduate students within the parameters set by statute;
- K.** Receive donations of money, securities, and property from any source on behalf of the University, which gifts shall be set in accordance with the conditions set by the donor;
- L.** Purchase land subject to the terms and conditions of state regulations, to condemn land, and erect and equip buildings for the University subject to the requirements of the state building commission, and to the terms and conditions of legislative appropriations. The Board shall be vested with title to property so purchased or acquired;
- M.** Delegate to the President and provide for the further delegation of any and all powers and duties, subject to limitations expressly set forth in law;
- N.** Exercise any power granted by statute; and
- O.** Perform and exercise all other powers, not otherwise prescribed by law, necessary to promote the sound governance of the University within the parameters of state law.

3.3 Responsibilities of the Board. The Board is responsible for:

- A.** Providing insight and guidance to the University's strategic direction and charging the President with leading the strategic planning process;
- B.** Ensuring the University's fiscal integrity; overseeing the University's financial resources and other assets; reviewing and approving annual University budgets; and preserving and protecting the University's assets for posterity;
- C.** Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University's autonomy, academic freedom, and the public purposes of higher education;
- D.** Engaging regularly, in concert with senior administration, with the university's major constituencies;
- E.** Refraining from directing or interfering with any employee, officer, or agent of the University; and
- F.** Adopting a Code of Ethics and Conduct/Conflicts of Interest policy, and such other policies as it deems necessary to carry out the Board's powers, responsibilities, duties and authority.

3.4 Duties of the Board. Board members are dutifully bound to:

- A.** Be free of any contractual, employment, or personal or familial financial interest in the University, except as provided by statute;
- B.** Be free from undue influence from political, religious, or other external bodies and protect the University from such influence;
- C.** Be transparent in all Board actions to the extent required by the law;
- D.** Direct matters of administration or executive action to or through the President;
- E.** Represent the interest of the entire University rather than any single constituent party;
- F.** Refrain from speaking on behalf of the University or the Board unless authorized to do so by the Board or the Board Chair;
- G.** Participate in all Board meetings and events, absent good cause;
- H.** Conduct the Board's business in an exemplary manner, adhering to the highest ethical standards, complying with applicable open meeting and public records

laws; ensuring the currency of Board governance policies and practices; and periodically assessing the performance of the Board, its committees and its members; and

- I. Stay informed, to the extent practical, about the education and business affairs of the University.

ARTICLE IV: Officers of the Board

4.1 Officers of the Board.

- A. The officers of the Board shall be a Chair and a Vice Chair. The Board may establish additional officers of the Board as it deems appropriate.
- B. The officers shall be elected from among the voting membership of the Board by a majority of those present and voting. Each officer shall serve a two (2) year term until successors are elected or a vacancy occurs.
- C. The officers shall have such powers and duties as set forth in these bylaws, and as may be prescribed by the Board or by law.
- D. Except for the Faculty Trustee, officers of the Board are not employees of the University by virtue of these Bylaws and are not, as such, agents of the University or authorized to bind the University.

4.2 Election and Term of Office.

- A. The Chair and Vice Chair shall be elected by the Board by a majority vote of those present and voting.
- B. Each Board officer shall hold office for two (2) years, or until a successor has been duly appointed and qualified or until the officer's death, resignation or removal.
- C. The Chair and Vice Chair may serve a maximum of two (2) full consecutive terms.
- D. In the event of a vacancy or expired term, a successor shall be elected at the next meeting of the Board.

4.3 Responsibilities of the Board Chair.

- A. The Board Chair shall preside at all Board meetings, has the right to vote on all questions, and shall serve as a spokesperson for the Board.
- B. The Board Chair is also authorized to 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, regulations and commitments, and accreditation standards and requirements.

C. The Board Chair serves as an ex officio member of all standing committees of the Board.

4.4 **Responsibilities of the Vice Chair.** The Vice Chair shall perform such duties as may be prescribed by the Board. In the absence of the Chair, or in the event the Board Chair is unable to act, the Vice Chair shall perform the duties of the Board Chair, and when so acting, has the powers of and is subject to all the restrictions upon the Board Chair.

4.5 **Removal of Officers.** An officer may be removed at any time by a two-thirds (2/3) vote of the Board members eligible to vote.

ARTICLE V: Officers of the University

5.1 **Officers of the University.** The officers of the University designated to support Board activities are the President, a Board Secretary appointed by the President, and such other officers, assistant officers, and other Board staff, as the President or Board deems necessary to provide support to the Board. The officers shall have such powers and duties as set forth in the law, these Bylaws, and as the Board or the President prescribes.

5.2 **President of the University.**

- A. The President is the chief executive and governing officer of the University, and is appointed by, and serves at the pleasure of, the Board.
- B. The President shall have the authority and responsibility to supervise, direct and manage the affairs and operations of the University, subject to any statutory powers retained by the Board, or any powers specifically delegated by the Board to other University officers. The President may delegate such authority to staff as deemed appropriate. The President shall perform such other duties as assigned by the Board.
- C. The President is authorized, consistent with the law, to appoint, determine compensation and duties of, promote, demote, suspend, or terminate other officers and employees of the University, and shall report such actions to the Board annually for confirmation.
- D. The President shall be the official liaison between the University community and the Board.
- E. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board.

F. The Board shall prescribe the President's compensation, terms, and conditions of employment. The Board is responsible for the evaluation, reappointment, and removal of the President.

5.3 **Secretary.** The Secretary shall be responsible for supporting the Board and its committees, including, but not limited to, providing required notices of meetings of the Board, in consultation with the Board Chair and the President, preparing agendas for Board meetings, and preparing minutes of meetings of the Board.

ARTICLE VI: Committees of the Board

6.1 **Committees of the Board.** Subject to statutory requirements, the Board may establish such committees as it deems appropriate to fulfill its responsibilities, and shall define their memberships and duties.

ARTICLE VII: Meetings of the Board

7.1 **Meetings Subject to the Tennessee Open Meeting Act.** All Board meetings for which a quorum is required to make a decision or to 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.

7.2 **Public Access.** Meetings of the Board shall be made available for viewing by the public over the internet by streaming video accessible from the University's web site. Archived videos of the Board meetings shall also be available to the public through the University's website within a reasonable period of time following each meeting.

7.3 **Regular Meetings.** The Board shall meet at least four (4) times each fiscal year on such dates and at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Board members then in office.

7.4 **Special Meetings.**

A. Subject to the notice requirement contained in these Bylaws, the Board Chair, Board Vice Chair, or the President may call special meetings of the Board at any time by submitting written notification to the Secretary. A special meeting may also be called in the event at least three (3) Board members eligible to vote submit a written notification to the Secretary.

B. The call for every special meeting shall state the business to be considered, and the business transacted shall be confined to the matters stated in the call.

7.5 **Notices.**

A. **Regular Meetings.** At least five (5) days' written notice of the stated regular meetings of the Board shall be sent by the Secretary or President to all Board members. The written notice may be provided by any reasonable means.

- B. **Special Meetings.** Special meetings of the Board may be called on less than five (5) days' notice and if said meeting is of an emergency nature, by telephone, facsimile transmission, or electronic mail to each Board member, who must be advised of the purpose(s) of the meeting.
- C. **Public Notice.** Notice of all regular public meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of special meetings of the Board that are public meetings shall be given to the general public at least forty-eight (48) hours prior to the hour of the meeting. Notice of an emergency public meeting shall be such as is appropriate to the circumstance(s).

7.6 **Quorum.**

- A. The Board must have a quorum to conduct business. A quorum shall consist of a majority of voting Board members. If a quorum is not present, the Board members in attendance may adjourn any regular or special meeting until a quorum is established.
- B. If the meeting agenda does not include items for action or on which a vote may be taken, the meeting may continue even without a sufficient quorum for voting.

7.7 **Agendas.**

- A. An agenda for every meeting of the Board shall be prepared by the Secretary, in consultation with the Board Chair and the President. The agenda shall list each matter to be considered at the meeting.
- B. When feasible, a copy of the agenda and copies of all reports and other materials to be presented shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Board members before the meeting date.
- C. Notwithstanding any provision in these Bylaws to the contrary, after consulting with the appropriate committee chair, the President and the Secretary, the Board Chair may designate agenda items for deliberation and action at the full Board meeting without prior review and recommendation of a committee.
- D. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote of a majority of those present and voting.
- E. **Consent Agendas.**
 - 1. The Chair, in consultation with the President, the Secretary, or committee chair, as appropriate, may designate items to be presented to the Board on a consent calendar.

2. Any item unanimously approved by a committee may be designated by the Chair for unanimous consent at the full Board meeting.
3. Such items shall be separately identified on the Board agenda as a consent agenda and shall be voted on by a single motion.
4. Any member may request to remove an item from the consent agenda by notifying the Secretary in writing prior to the meeting. The request must be approved by a majority of those present and voting.
5. Any item may be removed from the consent agenda at the discretion of the Chair at any time.

F. Requests to Address the Board.

1. Anyone wishing to address the Board must submit a written request to the Board Secretary at least fifteen (15) days prior to the scheduled meeting of the Board. The request must include the requestor's contact information and subject matter to be addressed.
2. The Board Chair shall review the request, and after appropriate consultation, may direct the Secretary to place the requested item on the agenda or notify the requestor in writing of the reason for declining the request. The Board Chair or Secretary shall, as soon as practicable, notify other members of the Board of the request and the disposition of the matter.

7.8 Conduct of Business.

- A. **Public Vote.** All votes of the Board shall be by public vote as defined by Tennessee Code Annotated Section 8-44-104(b), public ballot, or public roll call. No secret or proxy votes, secret ballots, or secret roll calls shall be allowed.
- B. **Board Action.** The action of a majority of the quorum of Board members eligible to vote and present at any meeting shall be the action of the Board, except as otherwise prescribed by the Bylaws.
- C. **Telephonic/Electronic Communication.** The Board may permit any or all members to participate in a meeting by, or conduct the meeting through, use of any means of telephonic or electronic communication. If such a meeting occurs:
 1. The meeting must be audible to the public at the location specified in the notice of the meeting as the location of the meeting;
 2. All participating members must be able to both hear all members and speak to all members during the meeting;

3. Any member participating by telephone or electronically shall identify the persons present in the location from which the member is participating;
4. Any member who participates in a meeting covered by this provision shall be deemed “present” at the meeting; and
5. A public roll call vote is required on all matters.

D. Roll Call Votes. A public roll call vote of the Board is required on all motions regarding budget approval, fees or tuition increases, capital expenditures, revision, adoption, or repeal of bylaws, or in any case required by law or deemed desirable in the judgment of the chair. Upon request of any member present, a public roll call vote may be called for on any matter, provided the member requests a public roll call vote before announcement of the public vote previously taken.

E. Adjournment. The Board may adjourn any regular or special meeting to any future date. If a quorum is not present, the members in attendance may adjourn any regular or special meeting until a quorum is present.

7.9 Minutes. The Secretary shall take minutes at each meeting of the Board and maintain approved minutes as the official record of such meeting. Minutes need not be a verbatim record of a meeting but should provide adequate basis upon which implementing actions may be taken or permanent policies be extracted therefrom.

7.10 Parliamentary Rules. General parliamentary rules shall be observed in conducting the business of the Board, except as may be modified by policies or resolutions adopted by the Board. Procedural disputes are to be resolved by reference to Roberts’s Rules of Order, Newly Revised, 11th (or most current) Edition, as interpreted by the Board Chair.

ARTICLE VIII: Adoption and Amendment

8.1 Adoption. These Bylaws shall be effective upon adoption.

8.2 Amendment.

- A.** The Bylaws may be modified by amendment, by adoption of a new bylaw or by repeal of an existing bylaw at any regular meeting of the Board, or at a special meeting called for that purpose, by a two-thirds (2/3) vote of the Board members eligible to vote, provided that a copy of the amendment or new bylaw to be offered, or notation of the bylaw to be repealed shall be furnished to each Board member in writing at least ten (10) days in advance of the meeting.
- B.** Any Board member may propose to alter, amend, restate, or repeal a bylaw by submitting a written request to the Secretary at any regular or special meeting. The Board will vote on any such request at the next regular or special meeting.

C. These Bylaws shall be deemed superseded by the enactment of state laws affecting the terms and provisions contained in these Bylaws.

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

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

Document History:

- Adopted by the Board of Trustees: April_____, 2017

**Tennessee State University
Board of Trustees**



**Election of Board
Chair and Vice Chair**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: April 13, 2017
ITEM: Election of Board Chair and Vice Chair
RECOMMENDED ACTION: Approval
PRESENTED BY: Glenda Glover, President

Article IV of the Bylaws establishes two specific board officers: a Chair and a Vice Chair.

The officers shall be elected from among the voting membership of the Board by a majority of those present and voting. Each officer shall serve a two year term until successors are elected or a vacancy occurs.

President Glover will open the floor for nominations for the Chair. Once the Chair is elected, he/she will assume control of the meeting.

The Board Chair will proceed to the nomination and election of the Vice Chair.

MOTION: To nominate _____ to serve as Chair of the Board of Trustees

MOTION: To nominate _____ to serve as Vice Chair of the Board of Trustees

**Tennessee State University
Board of Trustees**



**Appointment of Secretary
to the Board**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

INFORMATION ITEM

DATE: April 13, 2017

ITEM: Appointment of Secretary to the Board

RECOMMENDED ACTION:

PRESENTED BY: Glenda Glover, President

Per Article V of the Bylaws adopted by the Board of Trustees, the Secretary to the Board is appointed by the President. President Glover has appointed Laurence Pendleton, University Counsel, to serve as Secretary.

**Tennessee State University
Board of Trustees**



**Selection and Appointment
of Student Trustee**

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: April 13, 2017
ITEM: Selection and Appointment of Student Trustee
RECOMMENDED ACTION: Approval
PRESENTED BY: Chair, Board of Trustees/Glenda Glover, President

Pursuant to the FOCUS Act, T.C.A. § 49-8-201 (f), a Tennessee State University student shall serve as a non-voting student member of the Board. The Board shall appoint the non-voting student member to serve a term of one (1) year.

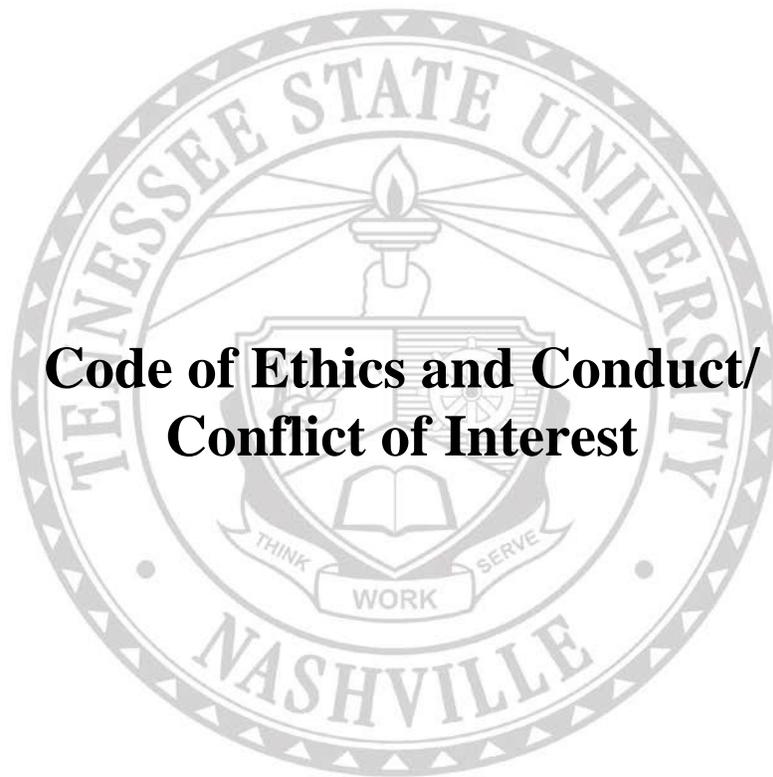
To assist the Board in making this appointment, President Glover asked the University Counsel to work with the Tennessee State University Student Government Association (“SGA”) to develop candidate criteria and solicit applications from students who may be interested in serving as the Student Trustee. As part of the SGA selection and recommendation process, the SGA reviewed candidate applications, conducted interviews of the applicants, and forwarded recommended candidates to President Glover for further consideration.

Next, Cabinet members reviewed the student member candidate information. A committee consisting of two Cabinet members – the University Counsel and the Chief of Staff, along with the Dean of Students, interviewed Student Trustee candidates and recommended finalists to President Glover. Dr. Glover then conducted interviews of the finalists.

The Board’s appointment of the Student Trustee comes as a recommendation from the President and the Committee based on the selection and recommendation process referenced above.

MOTION: For the Board of Trustees to approve the appointment of _____ to serve as the Student Trustee on the Tennessee State University Board of Trustees.

**Tennessee State University
Board of Trustees
Policy No. 001**



**Code of Ethics and Conduct/
Conflict of Interest**

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: April 13, 2017

ITEM: Adoption of Board Policy 001: Code of Ethics and
Conduct/Conflicts of Interest

RECOMMENDED ACTION: Approval

PRESENTED BY: Chair, Board of Trustees

Pursuant to the FOCUS Act, T.C.A. 49-8-201 (f) (8) (B), and Article III of the Board's Bylaws, the Board shall adopt rules/policies for the organization in order to conduct its business. The policies of the board set forth the processes and structure under which the Board shall conduct its business in the governance of Tennessee State University.

Under the FOCUS Act, T.C.A. § 49-8-204, the board shall establish and adopt a code of ethics, which shall govern the conduct of all appointed members of the Board. The FOCUS Act additionally outlines the process by which the Board may remove any appointed member for a material violation of the code of ethics. This process is also outlined in the Code of Ethics and Conduct/Conflicts of Interest Policy.

In addition, pursuant to the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), the regional accrediting body for Tennessee State University and the other higher education institutions in the southern United States, the University's governing board is required to adopt policies that address conflicts of interest for board members and procedures whereby members can be dismissed for appropriate reasons by a fair process (SACSCOC standards 3.2.3 and 3.2.5).

The Code of Ethics and Conduct/Conflicts of Interest policy meets the requirements established under the FOCUS Act and the University's accrediting body. The policy establishes certain requirements related to each Trustee's obligation to conduct the business of the Board in an ethical manner and consistent with statutory requirements related to conflicts of interest. The requirements are also derived from principles established under Governor Haslam's Executive Order No. 20 related to ethics in conducting state business.

[Attached: Code of Ethics and Conduct/Conflicts of Interest Policy]

MOTION: For the Board of Trustees to adopt the Code of Ethics and Conduct/Conflicts of Interest Policy, as written and attached hereto.

Tennessee State University Board of Trustees

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;

- 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 on or before January 15, to the University Counsel.
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 _____, 2017

**Tennessee State University
Board of Trustees
Policy No. 002**



**Committees of the
Board of Trustees**

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: April 13, 2017

ITEM: Adoption of Board Policy 002: Committees of the Board of Trustees

RECOMMENDED ACTION: Approval

PRESENTED BY: Chair, Board of Trustees

Article VI of the Board's Bylaws authorizes the Board to establish committees as it deems appropriate to fulfill its responsibilities.

The Committees of the Board Policy establishes four initial committees of the Board:

1. Executive
2. Audit
3. Academic Affairs and Student Affairs
4. Finance and Budget

The Committees of the Board policy also authorizes the establishment of special/ad hoc committees of the Board.

The initial establishment of four committees is consistent with the number of committees established by the other local governing boards of the former Tennessee Board of Regents universities.

Under the Committees of the Board policy, the Board Chair is granted authority to make appointments to the standing and special/ad hoc committees. The Board Chair is also authorized to designate each standing committee's Chair and Vice Chair, or may authorize each committee to select its committee Chair and Vice Chair.

In addition, the Committees of the Board Policy contains the committees' membership structure and responsibilities for each committee in conducting its business.

[Attached: Committees of the Board Policy]

MOTION: For the Board of Trustees to adopt the proposed Committees of the Board Policy, as written and attached hereto.

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 and Conduct/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. Making nominations to the Board for Board officers; and
 - i. 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 to the President 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 to the President 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 to the President policy;

- 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 to the President policy;
 - 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 to the President policy;
 - h. Reviewing and approving policies related to finance and institutional advancement matters, consistent with the Board Delegation of Authority to the President policy;
 - i. Reviewing and approving policies related to finance, compensation, and facilities, consistent with Board Delegation of Authority to the President policy;
 - 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).

Document History:

- Adopted by the Board of Trustees: April_____, 2017

**Tennessee State University
Board of Trustees
Policy No. 003**



**Delegation of Authority
to the President**

TENNESSEE STATE UNIVERSITY BOARD OF TRUSTEES

ACTION ITEM

DATE: April 13, 2017

ITEM: Adoption of Board Policy 003: Delegation of Authority to the President

RECOMMENDED ACTION: Approval

PRESENTED BY: Chair, Board of Trustees

Pursuant to the FOCUS Act, T.C.A. § 49-8-203, and Articles III and V of the Board’s Bylaws, the Board shall delegate to the “chief executive officer of each respective institution such powers and duties as are necessary and appropriate for the efficient administration of the institution and its programs.” Article V of the Board’s Bylaws also provides that “[t]he President shall have the authority and responsibility to supervise, direct and manage the affairs and operations of the University, subject to any statutory powers retained by the Board, or any powers specifically delegated by the Board to other University officers.”

The policy governing the Delegation of Authority to the President sets for the parameters of the Board’s delegation of authority to the President by clarifying powers and responsibilities reserved for the Board, articulating the delegation of general authority to the President, and detailing the delegation of specific authorities to the President.

MOTION: For the Board of Trustees to adopt the proposed Delegation of Authority to the President policy, as written and attached hereto.

Tennessee State University Board of Trustees

Policy No. 003: Delegation of Authority to the President

The Tennessee Code Annotated § 49-8-203 outlines the powers and duties of the Board of Trustees (“Board”) of Tennessee State University (the “University” or “TSU”). As provided in the Focus on Colleges and University Success (FOCUS) Act, and stated in the Board’s Bylaws, the Board may delegate to the “chief executive officer of each respective institution such powers and duties as are necessary and appropriate for the efficient administration of the institution and its programs.”

I. Purpose. This policy sets forth the Board’s express retained authority, provides the general parameters for the President’s authority in the operation of the University, and delegates specific authorities to the President.

II. Board’s Retained Authority.

A. General Board Authority. The Board retains approval authority for any actions or responsibilities that that specifically require the Board to act upon.

B. Specific Reserved Board Powers. The Board’s reserved powers include, but are not limited to:

1. Approval of any matter that specifically requires board approval, pursuant to law, rules, or governmental directives;
2. Approval of the budget;
3. Approval of tuition and fees;
4. Purchase, sale, exchange, or gifts of real property, except as provided herein;
5. Personnel matters directly involving the President; and
6. Designation of a name for University buildings or facilities.

III. Delegation of Authority to the President. The Board delegates to the President the following authority:

- A.** Carry out the day-to-day operations, management, and control of the University, including all actions incidental thereto;
- B.** Make necessary expenditures, personnel decisions, including the hiring and termination of personnel, and execute contractual and other obligations on behalf of the University, except as expressly reserved for the Board;

- C.** Approve the granting of honorary degrees;
- D.** Establish and approve policies and procedures for the educational program and other operations of the University, except the Board reserves exclusive authority to approve the following policies:
1. Policies that directly involve the Board, including the Board of Trustees Code of Ethics and Conduct/Conflict of Interest policy, and Standing Committees policy;
 2. Policies related to student fees, refunds, or deferred payment plans;
 3. Policies related to capital projects;
 4. Policies related to banking, depository, or investment contracts;
 5. Policies related to academic freedom, faculty roles and responsibilities, faculty dismissal, faculty appointments, and faculty tenure and promotion;
 6. Policies related to notification requirements for academic actions, establishing new academic programs, modification of existing programs, or establishing new academic units or new off-campus instructional sites;
 7. Policies related to admission requirements, residency requirements, degree requirements, academic retention standards, grading and examination, confidentiality of student records, and honorary degrees;
 8. Policies related to student academic misconduct and disciplinary action; and
 9. Policies related to distance education and online degree programs and requirements.
- E.** As to Tennessee Board of Regents (TBR) policies, which, by law, are expressly deemed to be University policies, unless revised or rescinded by the Board, the President is authorized to approve and carry out such duties and responsibilities reserved for the Chancellor under said policies, except as to matters expressly reserved for the Board.

Citation of Authority for Policy: T.C.A. § 49-8-201(f) (8) (B); T.C.A. § 49-8-203 (a) (1) (E).

Document History:

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

**Tennessee State University
Board of Trustees**



President's Report

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

INFORMATION ITEM

DATE: April 13, 2017
ITEM: President's Report
RECOMMENDED ACTION: Information
PRESENTED BY: Glenda Glover, President

To be presented by President Glover at the Tennessee State University Board of Trustees meeting.

**Tennessee State University
Board of Trustees**



**Approval of Calendar
for
Upcoming Meetings**

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: April 13, 2017
ITEM: Approval of Calendar for Upcoming Meetings
RECOMMENDED ACTION: Approval
PRESENTED BY: Chair, Board of Trustees

The FOCUS Act requires the Tennessee State University Board of Trustees to meet a minimum of four times per year. The following calendar is proposed for the next four (4) meetings of the Board of Trustees.

Board of Trustees Meetings:

Thursday, June 15, 2017
Thursday, August 24, 2017
Thursday, November 16, 2017
Thursday, March 15, 2018

The Board may schedule other regular and special meetings in the manner prescribed under its Bylaws and Board policies.

MOTION: For the Board of Trustees to set the following dates for its next four meetings: June 15, 2017; August 24, 2017; November 16, 2017; and March 15, 2018.