

**Tennessee State University
Board of Trustees**



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

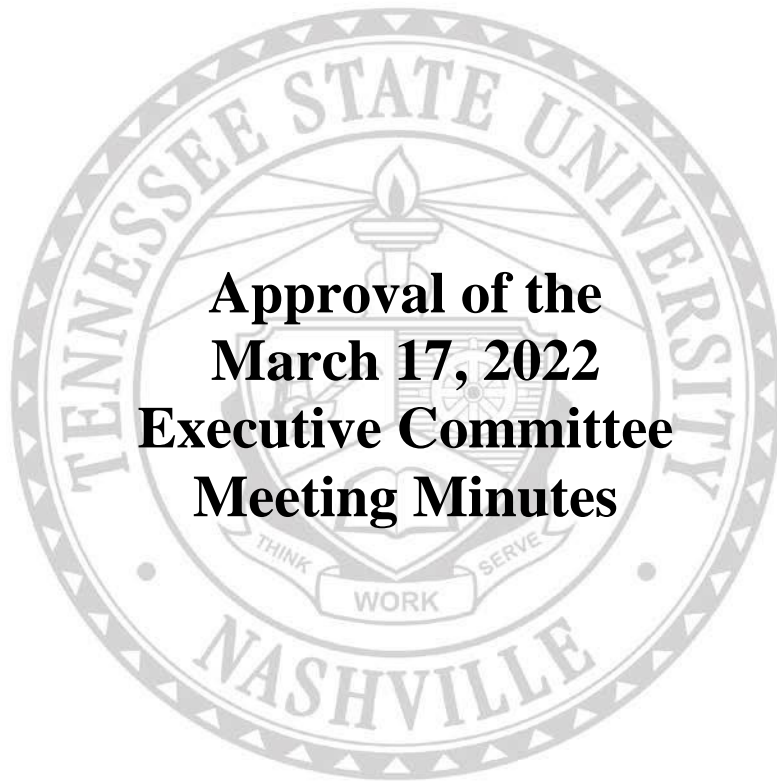
9:30 a.m. CDT
Thursday, June 16, 2022

Tennessee State University – Main Campus
Via Zoom link:
<http://www.tnstate.edu/board/livestream.aspx>

ORDER OF BUSINESS

- I. Call to Order
- II. Roll Call/Declaration of a Quorum
- III. Approval of the March 17, 2022, Executive Committee Meeting Minutes
- IV. Report on President’s Annual Performance Review Process
- V. Approval of Salary Adjustment Payment for President
- VI. Approval of Delegation of Authority to the Board Chair to Execute Amendment
No. 1 to the President’s Employment Agreement
- VII. Secretary’s Report
- VIII. Adjournment

**Tennessee State University
Board of Trustees**



**Approval of the
March 17, 2022
Executive Committee
Meeting Minutes**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: June 16, 2022

ITEM: Approval of the March 17, 2022, Executive Committee Meeting Minutes

RECOMMENDED ACTION: Approval

PRESENTED BY: Chair of the Executive Committee,
Board Chair Deborah Cole

The document reflecting the minutes from the March 17, 2022, Executive Committee meeting is included in the June 16, 2022, Board materials.

MOTION: To approve the minutes from the Board of Trustees' March 17, 2022, Executive Committee meeting, as contained in the Board materials for the Board's June 16, 2022, meeting.

**Tennessee State University Board of Trustees
Executive Committee Meeting – March 17, 2022**

MINUTES

Executive Board Members Present: Trustees Deborah Cole, Richard Lewis, Joseph Walker, III, and Pam Martin.

Other Board Members Present: Trustees Corbeil, William Johnson, Andre Johnson, Pinnock, and Thomas.

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

I. CALL TO ORDER

Chair Cole called the Executive Committee meeting to order at 9:55 a.m. CDT. Chair Cole moved to make certain findings on the record regarding the necessity for conducting the meeting electronically without a physical quorum present due to the coronavirus pandemic. Chair Cole indicated that the Board is scheduled to take up important and timely matters. Participation by electronic means is necessitated by the COVID-19 pandemic and accompanying guidance from the Center for Disease Control (“CDC”) and the State of Tennessee to limit face-to-face contact whenever possible. Electronic participation for the Board meeting is necessary for the safety of Board members, staff, and guests. Trustee Martin seconded. Secretary Pendleton called the roll and the motion carried unanimously.

II. ROLL CALL/DECLARATION OF A QUORUM

Chair Cole asked the Board Secretary, Mr. Laurence Pendleton, to call the roll. The following Executive Committee Trustees were noted as present: Trustees Cole, Lewis, Walker and Martin.

Secretary Pendleton announced the presence of a quorum.

Chair Cole asked the committee members to state now if any of the committee members cannot hear or speak with each other. No committee members answered in the affirmative. Chair Cole also asked the committee members to indicate if someone is present with them from the location in which they are calling. No committee members indicated there was anyone present.

III. APPROVAL OF THE NOVEMBER 18, 2021, EXECUTIVE COMMITTEE MEETING MINUTES

Chair Cole introduced the first order of business — the approval of the November 18, 2021, Executive Committee meeting minutes. Chair Cole informed the Committee that the minutes for the Executive Committee’s November 18, 2021, meeting are included in the Board materials for the March 17, 2022, Board meeting.

Chair Cole moved to recommend to the full Board the approval of the November 18, 2021, Executive Committee meeting minutes, as contained in the Board materials for the March 17, 2022, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Cole called for a roll call vote. Secretary Pendleton called the roll. The motion carried unanimously.

IV. REPORT ON PRESIDENT’S ANNUAL PERFORMANCE REVIEW PROCESS

Chair Cole provided a report on the President’s Annual Performance Review Process. She noted that the Executive Committee administers the review by appointing a member to carry out the process with the President. Chair Cole noted that the evaluation had been completed and would be distributed to the Board members.

V. SECRETARY’S REPORT

Chair Cole asked Secretary Pendleton to provide a report to the Board.

Secretary Pendleton noted that the General Assembly was considering various pieces of legislation, including protecting students from expressing political viewpoints and limiting the communication of divisive concepts, and requiring that THEC issue a report addressing issues of food insecurity on college campuses. Secretary Pendleton also noted that for over ten years, TSU has had Tiger Pantry, with several community partners, including Kroger, that contribute to the pantry.

Secretary Pendleton commented that the University had undertaken the process for presenting a recommendation on the selection of the next Student Trustee.

Chair Cole thanked Secretary Pendleton for his report.

VI. ADJOURNMENT

Chair Cole opened the floor for any additional business. With no further business, Chair Cole moved for adjournment. Trustee Martin seconded the motion. With there being no discussion, Chair Cole called for a roll call vote. Secretary Pendleton called the roll and the motion carried unanimously. Chair Cole adjourned the meeting at 10:20 a.m. CDT.

Tennessee State University

Board of Trustees



**Report on
President's
Annual
Performance
Review Process**

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
INFORMATION ITEM

DATE: June 16, 2022

ITEM: Report on President's Annual Performance Review Process

RECOMMENDED ACTION: None

PRESENTED BY: Chair of the Executive Committee,
Board Chair Deborah Cole

Chair Cole will provide a report on the President's annual performance review process.

**Tennessee State University
Board of Trustees**



**Approval of
Salary Adjustment Payment
for President**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: June 16, 2022

ITEM: Approval of Salary Adjustment Payment for President

RECOMMENDED ACTION: Approval

PRESENTED BY: Chair of the Executive Committee,
Board Chair Deborah Cole

President Glover's employment agreement commenced on July 1, 2018. Under the agreement, the Board may approve salary adjustments for the President. The Board approved across-the-board salary percentage adjustments for all University employees, except President Glover, from July 1, 2019, through July 1, 2021. However, during that period, President Glover mistakenly received across-the-board salary adjustments, totaling \$19,740, from the University through the University's Banner system, which applied the Board approved salary percentage adjustments to all University employees, including the President.

The Board's approval of the salary adjustment payment of \$19,740 operates to ratify the across-the-board salary adjustment payment that President Glover received through the University.

MOTION: To approve a \$19,740 salary adjustment payment for President Glover, as contained in the materials for the June 16, 2022, Board meeting.

**Tennessee State University
Board of Trustees**



**Approval of
Delegation of Authority
to the Board Chair
to Execute Amendment No. 1
to the President's
Employment Agreement**

TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

ACTION ITEM

DATE: June 16, 2022

ITEM: Approval of Delegation of Authority to the Board Chair to Execute Amendment No. 1 to the President's Employment Agreement

RECOMMENDED ACTION: Approval

PRESENTED BY: Chair of the Executive Committee,
Board Chair Deborah Cole

At its June 21, 2018, meeting, the Board approved an employment agreement for President Glover. The Board also authorized then Board Chair, Trustee Walker, to execute the employment agreement with President Glover. The employment agreement included a five-year term, salary provision, and automobile allowance provision, among other terms. The employment agreement expires on June 30, 2023.

During the last several weeks, Board Chair Cole commenced a review of President Glover's employment agreement, approached President Glover about possible amendments to her employment agreement, and asked General Counsel Pendleton to confer with other members of the Executive Committee on possible amendments to President Glover's employment agreement. Board Chair Cole recognized that the Board had not addressed or discussed the President's employment agreement, including any discussion of a salary increase, since the Board executed the employment agreement in June 2018.

In examining possible amendments to President Glover's employment agreement, Board Chair Cole and the other members of the Executive Committee focused on the term, salary, and automobile allowance provisions in the current employment agreement. In developing amendments to the agreement, General Counsel Pendleton shared comparative data involving other HBCU Presidents and Presidents at some other former Tennessee Board of Regents universities.

As to the amendment related to the term of the employment agreement, the proposed amendment provides for a five year extension to the employment agreement. Multiple year University-based employment agreements, including agreements involving Presidents and athletic coaches, are often extended a year or two prior to the expiration of the agreement.

With respect to the salary provision, the proposed amendment provides a new proposed annual salary of \$425,000 for President Glover based on a consideration of the average salaries among HBCU Presidents and Presidents at some former TBR Universities. The proposed amendment

to the salary provision also provides for an annual \$25,000 retention payment to be paid to President Glover as long as she is President on June 30, 2023, and on June 30 of each year during the remaining term of the extended agreement. The proposed amendment would also authorize the Board to approve additional salary raises based on President Glover's meritorious performance, as evaluated through the annual performance evaluation process.

The final proposed amendment involves the employment agreement's automobile allowance. The proposed amendment increases President Glover automobile allowance from \$8,400 to \$12,000 and expands the automobile allowance provision to allow the President to use the automobile allowance to purchase a vehicle or to cover cost and expenses for private transportation related to her role as President. President Glover has not previously utilized the automobile allowance, as she has maintained her own personal vehicle.

This action item delegates Board authority to Board Chair Cole to execute an Amendment No. 1 to the President's employment agreement to reflect the proposed amendments described above.

MOTION: To approve delegation of authority to the Board Chair to execute Amendment No. 1 to the President's employment agreement, as contained and reflected in the materials for the June 16, 2022, Board materials.

**Tennessee State University
Board of Trustees**



Secretary's Report

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
INFORMATION ITEM

DATE: June 16, 2022
ITEM: Secretary's Report
RECOMMENDED ACTION: None
PRESENTED BY: Chair of the Executive Committee,
Board Chair Deborah Cole

Secretary Pendleton will provide a report.