

**Inaugural Regular Meeting of the Tennessee State University
Board of Trustees
April 13, 2017
Tennessee State University – Main Campus – Hankal Hall
3500 John A. Merritt Blvd., Nashville, Tennessee**

MINUTES

Board Members Present: Deborah Cole, Stephen Corbeil, Richard Lewis, Pamela Martin, Obie McKenzie (by phone), Edith Peterson Mitchell, Joseph W. Walker, III, Ali Sekmen, and Sydnie Davis (joined after appointment).

Convener: Governor Bill Haslam

Guests: Tennessee Higher Education Commission Executive Director, Mike Krause, Tennessee General Assembly Rep. Harold Love

I. CALL TO ORDER

President Glenda Glover called the meeting to order at 1:31 p.m.

II. PRESIDENT GLENDA GLOVER’S OPENING REMARKS/INTRODUCTIONS

President Glover opened the meeting by commenting on the establishment of the Board of Trustees under the FOCUS Act and thanking everyone for attending the first meeting of the Tennessee State University Board of Trustees. She then asked Mr. Frank Stevenson to give the invocation. After the invocation, President Glover welcomed Governor Bill Haslam to the meeting.

President Glover asked that each Board member introduce themselves. Each of the Board members in attendance offered introductory statements. President Glover then recognized the President’s cabinet, the elected officials that were in attendance, and the Executive Director of the Tennessee Higher Education Commission (THEC), Mike Krause. President Glover also recognized the current Student Government Association President, Aarian Forman, and the future SGA President (2017-2018), JerMilton Woods. President Glover then yielded the floor to Governor Haslam for remarks.

Governor Haslam provided a brief overview of the FOCUS Act’s purpose and the establishment of the Board of Trustees. Governor Haslam thanked the Board of Trustees for agreeing to serve TSU. He also offered a reminder that while the Board of Trustees is an independent Board, and its focus is on TSU, the Board is still a part of the Tennessee Higher Education family and network, and is still a part of the budget of the State of Tennessee. He further remarked that the board is not a totally independent entity. Rather, the board is connected to the State’s “bigger mission.” He emphasized that there will be times, whether a funding request or expanding the scope of the institution’s mission, when the Board may not always agree with a THEC recommendation or the Tennessee General Assembly. However, the Board should know that it is a part of a larger family

and the board is now running this unit of the family. Governor Haslam thanked the Board again and yielded the floor back to President Glover.

President Glover thanked Governor Haslam. She then stated that the first meeting of the Board of Trustees was organizational in nature. President Glover announced that she will preside over the Board meeting until the Board elects a Chair, at which time, she will turn the meeting over to the Chair to lead the members through the remaining Board agenda items.

III. ROLL CALL/DECLARATION OF A QUORUM

President Glover asked the University Counsel, Laurence Pendleton, to call the roll. The following members were present: Dr. Deborah Cole; Mr. Stephen Corbeil; Mr. Richard Lewis; Ms. Pam Martin; Mr. Obie McKenzie (via phone); Dr. Edith Peterson Mitchell; Dr. Ali Sekmen; and Dr. Joseph Walker, III.

University Counsel Pendleton announced the presence of a quorum.

IV. REVIEW AND ADOPTION OF BYLAWS

President Glover provided an overview of the Bylaws, which was included in the Board of Trustees' materials. President Glover noted that the Bylaws follow the best practices as outlined by the Association for Governing Boards and are modeled after the Bylaws adopted by other university governing boards in the state and throughout the country. President Glover provided an overview of the Bylaws by summarizing each Bylaw article, as reflected in the written board materials. President Glover's overview reflected that:

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 states 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.

Trustee Cole moved to adopt the Bylaws in their entirety as written. Trustee Walker seconded the motion. With there being no discussion, President Glover asked University Counsel Pendleton to call the roll. Mr. Pendleton called the roll and the motion carried unanimously ((8 Ayes/0 Nays).

The Bylaws were adopted in their entirety as written.

V. ELECTION OF BOARD CHAIR AND VICE CHAIR

Election of the Board Chair

President Glover opened the floor for nominations of the Board Chair.

Trustee Martin moved to nominate Trustee Joseph Walker, III, as Chair of the Board of Trustees. Trustee Lewis seconded the motion. With there being no discussion, President Glover asked University Counsel Pendleton to call the roll to appoint Trustee Walker as the Chair of the Board of Trustees. University Counsel Pendleton called the roll and the motion carried unanimously (8 Ayes/ 0 Nays).

Trustee Joseph Walker, III, was appointed as Chair of the Board of Trustees.

President Glover turned the meeting over to the newly elected Board Chair, Trustee Walker.

Chairman Walker thanked the Board for his appointment to serve as Chairman of the Board of Trustees. He also thanked Governor Haslam for appointing him as a Trustee.

Election of the Vice Chair

Chairman Walker opened the floor for the nomination of Vice Chair of the Board of Trustees. Trustee Corbeil nominated Trustee Deborah Cole to serve as Vice Chair. Trustee Sekman seconded the nomination. With there being no discussion, Chairman Walker asked University Counsel Pendleton to call the roll. University Counsel Pendleton called the roll and the motion carried unanimously (8 Ayes/ 0 Nays).

Chairman Walker announced Trustee Cole's appointment as Vice Chair of the Board of Trustees. Trustee Cole thanked the Board members for their vote.

VI. APPOINTMENT OF SECRETARY OF THE BOARD

Trustee Walker yielded the floor to President Glover to discuss the appointment of the Secretary to the Board. President Glover noted that the Bylaws, which had been adopted by the board, grants the President the authority to appoint the Board Secretary. President Glover stated that she has appointed University Counsel, Laurence Pendleton, to serve as Board Secretary and provided a brief background of Mr. Pendleton's background and experience.

VII. SELECTION AND APPOINTMENT OF STUDENT TRUSTEE

Chairman Walker yielded the floor to President Glover to discuss the selection process and the appointment of the student trustee. President Glover described the selection process, including the University Counsel's work with the TSU Student Government Association (SGA) in developing candidate criteria.

President Glover noted that the SGA solicited applications from students who may be interested in serving as the Student Trustee. She stated that students were evaluated on their academic achievement, activities, board or committee related experience, and their stated interest in serving as the Student Trustee. She also noted that 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.

President Glover stated that Cabinet members reviewed the student member candidate information. She commented that 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 the finalists to the President. President Glover also stated that she interviewed the finalists.

President Glover then recommended to the Board the appointment of Sydnie Davis to serve as the board's first Student Trustee. President Glover provided a description of Ms. Davis' background. She noted that Ms. Davis is concluding her freshman year at TSU, while majoring in Communications. She also noted that Ms. Davis arrived at TSU from high school as a fifth generation TSU student, and had already earned eighteen college academic credits prior to her arrival. She further noted that Ms. Davis currently has a 4.0 GPA, is a member of the Honors College, and has been active in Student Government, including serving as Ms. Freshman.

Trustee Cole moved to appoint Sydnie Davis to serve as the Student Trustee on the Tennessee State University Board of Trustees. Trustee Lewis seconded the motion. With there being no discussion, Chairman Walker asked Secretary Pendleton to call the roll. Secretary Pendleton called the roll and the motion carried unanimously (8 Ayes/ 0 Nays).

Chairman Walker invited Ms. Davis to join the Board at the table, and Ms. Davis was recognized and congratulated as she took her seat at the table.

VIII. APPROVAL OF BOARD POLICIES:

A. Code of Ethics and Conduct/Conflicts of Interest

Chairman Walker recognized Board Secretary, Laurence Pendleton, who provided a brief overview of the Code Ethics and Conduct/Conflicts of Interest. Secretary Pendleton stated that the proposed 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.

Chairman Walker moved to adopt the Code of Ethics and Conduct/Conflicts of Interest policy as written. Trustee Lewis seconded the motion. With there being no discussion, Chairman Walker asked Secretary Pendleton to call the roll. Secretary Pendleton called the roll and the motion carried unanimously (8 Ayes/ 0 Nays).

The Board adopted the Code of Ethics and Conduct/Conflicts of Interest policy.

B. Committees of the Board of Trustees – Executive; Audit; Academic Affairs and Student Affairs; and Finance and Budget

Chairman Walker recognized President Glover to give an overview of the Committees of the Board policy. President Glover provided a brief overview of the various committees of the Board. She noted that Article VI of the Board's Bylaws authorizes the Board to establish committees as it deems appropriate to fulfill its responsibilities.

President Glover also noted that 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.

President Glover stated that under the Committees of the Board policy, the Board Chair is granted authority to make appointments to the standing and special/ad hoc committees, except for the Executive Committee. She also commented that the Board Chair is authorized to designate each standing committee's Chair and Vice Chair, or may authorize each committee to select its committee Chair and Vice Chair.

President Glover also noted that the Committees of the Board policy contains the committees' membership structure and responsibilities for each committee in conducting its business. She further noted that the Board's approval of the proposed Board committees does not preclude the Board from modifying or adding committees in the future.

Chairman Walker moved that the Board adopt the Committees of the Board policy as written. Trustee Cole seconded the motion. With there being no discussion, Chairman Walker asked Secretary Pendleton to call the roll. Secretary Pendleton called the roll and the motion carried unanimously (7 Ayes/ 0 Nays).

The Board adopted the Committees of the Board policy.

C. Delegation of Authority to the President

Chairman Walker recognized President Glover to give an overview of the Delegation of Authority to the President policy. President Glover provided a brief overview of the Delegation of Authority to the President policy. She commented that the policy sets forth 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.

Chairman Walker moved to adopt the Delegation of Authority to the President policy as written. Trustee Mitchell seconded the motion. With there being no discussion, Chairman Walker asked Secretary Pendleton to call the roll. Secretary Pendleton called the roll and the motion carried unanimously (7 Ayes/ 0 Nays).

The Board adopted the Delegation of Authority to the President policy.

IX. PRESIDENT'S REPORT:

Chairman Walker yielded the floor to President Glover to give her report. The president provided an overview of TSU, Enrollment Management, Accreditation, Students, Business and Finance, and Strategic Planning.

President Glover's overview included some of the following information involving TSU, including its programs, students, operations, and planning. In general, President Glover noted that:

- TSU is comprised of over 8,7600 students from 46 states and 50 countries
- TSU has eight individual colleges, offering 40 undergraduate degrees, 23 graduate, and 7 doctoral degrees
- TSU enjoys several national rankings and is consistently listed in the *U.S. News & World report's* "Guide to America's Best Colleges"
- TSU holds status as both an HBCU and a land grant institution
- Fourth largest HBCU in the nation; and only public HBCU in the State of Tennessee

In the area of Enrollment Management, President Glover offered the following information regarding TSU's activities:

- TSU has streamlined the recruitment process to include a greater focus on magnet schools, and high achieving students
- TSU targeted specific student populations including community colleges and nontraditional students
- TSU developed partnerships with School Superintendents in major cities, including Birmingham, Memphis, Nashville, and Chicago

With respect to accreditation matters, President Glover noted the following:

- TSU's Fifth Year Accreditation Report was accepted by SACSCOC in 2016
- Follow-up report was submitted for distance education and institutional effectiveness of educational programs
- Decennial report due September 2019
- Program Accreditations (including site visits for 2016-2017) was presented

President Glover provided the following information regarding TSU's efforts in the area of Student Affairs:

- TSU implemented additional modules to assist student in obtaining internships and permanent placements
- TSU implemented crime prevention and safety tips, including domestic violence, and Student Safety
- All 9 National Panhellenic organizations are active this year
- Aristocrats of Bands performed on the White House Lawn in connect with the opening of the *National Museum of African American History and Culture*

With respect to Business and Finance, President Glover commented that:

- TSU ensured that it remains in sound financial condition
- TSU ensured compliance with university, state and federal regulations, as well as with standard accounting procedures

President Glover also commented on the institution's Strategic Planning efforts, including the following activities:

- TSU has worked to review and revise its Mission Statement, Vision Statement, Goals, Objective, Key priorities
- The institution conducted a comprehensive process to analyze the academic and other operations of the University in order to position the institution for sustainability and growth
- Through the Strategic Planning process, the institution is redeveloping and revising its strategic priorities

X. APPROVAL OF CALENDAR

Chairman Walker turned to the next agenda item –the approval of the Board's meeting calendar for the next four meetings. Chairman Walker noted that the calendar encompasses the remaining academic year and the 2017-2018 academic year. The Chair recognized President Glover, who stated that the FOCUS ACT requires the Board of Trustees to meet a minimum of four times a year. She also stated that the Board may schedule other regular and special meetings in the manner prescribed under its Bylaws and Board policies.

President Glover informed the Board that the proposed Board of Trustees meetings are:

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

The Board Chair moved to adopt the Calendar, as written in the board materials, reflecting the next four meetings to be: Thursday, June 15, 2017; Thursday, August 24, 2017; Thursday, November 16, 2017; and Thursday, March 15, 2018. Trustee Mitchell seconded the motion. With there being no discussion, Chairman Walker asked Secretary Pendleton to call the roll. Secretary Pendleton called the roll and the motion carried unanimously (7 Ayes/ 0 Nays).

XI. ADJOURNMENT

Chairman Walker moved that the meeting be adjourned, noting there is no further business. Trustee Martin seconded the motion. With there being no discussion, Chairman Walker asked Secretary Pendleton to call the roll. Secretary Pendleton called the roll and the motion carried unanimously (7 Ayes/ 0 Nays). The Board of Trustees meeting adjourned at 2:11 p.m.

Approved: June 15, 2017.