

**Tennessee State University Board of Trustees  
Executive Committee Meeting – September 24, 2020  
Via Zoom Link**

**MINUTES**

**Executive Board Members Present:** Trustees Joseph Walker, III, Deborah Cole, Pam Martin, and Steve Corbeil.

**Other Board Members Present:** Trustees Johnson, Sekmen, Simpson, McKenzie and Lewis.

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

**I. CALL TO ORDER**

Chair Walker called the Executive Committee meeting to order at 10:10 a.m. Chair Walker 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. 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 Walker asked the Board Secretary, Mr. Laurence Pendleton, to call the roll. The following Executive Committee Trustees were noted as present: Trustees Walker, Cole, Martin, and Corbeil.

Secretary Pendleton announced the presence of a quorum.

Chair Walker 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 Walker 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 JUNE 18, 2020, EXECUTIVE COMMITTEE MEETING MINUTES**

Chair Walker introduced the first order of business — the approval of the June 18, 2020, Executive Committee meeting minutes. Chair Walker informed the Committee that the minutes for the Executive Committee’s June 18, 2020, meeting are included in the Board materials for the September 24, 2020, Board meeting.

Chair Walker moved to recommend to the full Board the approval of the June 18, 2020, Executive Committee meeting minutes, as contained in the Board materials for the September 24, 2020, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Walker called for a roll call vote. Secretary Pendleton called the roll. The motion carried unanimously.

#### **IV. APPROVAL OF AMENDMENT OF BOARD POLICY 001 (CODE OF ETHICS AND CONDUCT/CONFLICT OF INTEREST)**

Chair Walker moved to the next item on the agenda – the approval of an amendment to of Board Policy 001 (Code of Ethics and Conduct/Conflict of Interest).

Chair Walker asked Secretary Pendleton provide information related to this agenda item.

Secretary Pendleton indicated that the amendment was being requested to move the date for the submission of the conflict of interest policy acknowledgment forms from January of each year to the Board's spring meeting each year. This move would enhance the Board's compliance with the annual submission requirement. Secretary Pendleton noted that while the Board members had, for the most part, submitted annual acknowledgment forms, the forms had not been submitted in compliance with the timing requirement. Secretary Pendleton noted the specific amendment was reflected in the Board materials for today's meeting.

Chair Walker moved to recommend to the full Board the approval of an amendment of Board Policy 001, as contained in the Board materials for the September 24, 2020, Board meeting. Trustee Cole seconded the motion. With there being no discussion, Chair Walker called for a roll call vote. Secretary Pendleton called the roll. The motion carried unanimously.

#### **V. REPORT ON PRESIDENT'S ANNUAL PERFORMANCE REVIEW**

Chair Walker asked Vice Chair Cole to provide a report on the President's annual performance review process.

Vice Chair Cole provided information to the Committee on the performance evaluation procedures. She indicated the process had been completed and the performance evaluation had been signed by President Glover. She indicated that the Board will need to address the administering of the next evaluation as part of the Annual Performance Review Process.

#### **VI. SECRETARY'S REPORT**

Chair Walker asked Secretary Pendleton to provide a report to the Board. Secretary Pendleton addressed Board member terms. He noted a communication that had been submitted to the Board regarding a personnel matter and how the institution was addressing it internally.

Secretary Pendleton also indicated that Governor Lee has yet to make any announcements on board appointments or reappointments, noting the ending terms of Trustees Freeman, McKenzie and Walker.

Secretary Pendleton commented on the ongoing state sunset audit process and the projected sunset hearing in November 2020. Secretary Pendleton also indicated that the General Assembly held a special session to address a few items, including COVID-19 liability protections. He indicated that

the legislation had passed and would make it more difficult to bring a legal action and to be successful with a legal action involving institutions of higher education.

Chair Walker thanked Secretary Pendleton for his report.

## **VII. ADJOURNMENT**

Chair Walker opened the floor for any additional business. With no further business, Chair Walker moved for adjournment. Trustee Martin seconded the motion.

With there being no discussion, Chair Walker called for a roll call vote. Secretary Pendleton called the roll and the motion carried unanimously. Chair Walker adjourned the meeting at 10:31 a.m.