

**Tennessee State University Board of Trustees
Executive Committee Meeting. February 21, 2019
Tennessee State University – Main Campus – McWherter Administration Building,
President’s Conference Room – 3500 John A. Merritt Blvd., Nashville, Tennessee**

MINUTES

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

Other Board Members Present: Trustees Mitchell, Sekmen, Simpson, and Corbeil.

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

I. CALL TO ORDER

Chair Walker called the meeting to order at 9:45 a.m. He then proceeded to the second item on the agenda.

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, and Martin.

Secretary Pendleton announced the presence of a quorum.

III. APPROVAL OF THE NOVEMBER 15, 2018, EXECUTIVE COMMITTEE MEETING MINUTES

Chair Walker introduced the first order of business — the approval of the November 15, 2018, Executive Committee meeting minutes. Chair Walker informed the Committee that the minutes for the Executive Committee’s November 15, 2018, meeting were included in the Board materials for the February 21, 2019, Board meeting.

Chair Walker moved to recommend to the full Board the approval of the November 15, 2018, Executive Committee meeting minutes, as contained in the Board materials for the February 21, 2019, Board meeting. Trustee Cole seconded the motion. With there being no discussion, Chair Walker called for a vote. The motion carried unanimously.

IV. REPORT ON BOARD AND COMMITTEE OFFICER TERMS

Chair Walker asked Secretary Pendleton to provide a report to the Board on terms of Board and Committee Officers. Secretary Pendleton reminded the Board on the terms for each board member. He noted that the Governor's office has informed the institutions that the three year terms will end on July 1, 2019. Secretary Pendleton stated that the Governor's office has indicated that the new Governor will address board member reappointments. He noted that under the FOCUS Act, board members continue to serve in their position until they are reappointed or replaced.

Secretary Pendleton noted that the faculty senate will be conducting an election for the next Faculty Trustee. The election will occur sometime before the end of the spring semester and the next Faculty Trustee will be seated for the June 13, 2019, board meeting. Secretary Pendleton also noted that the Student Trustee selection process had commenced and the President will be coming forward with a recommendation to the Board at the June 13, 2019, board meeting.

V. SECRETARY'S REPORT

Chair Walker asked Secretary Pendleton to provide a report to the Board. Secretary Pendleton addressed Board member terms. He noted that Board officers serve for a two-year term, or until a successor has been duly appointed and qualified. Secretary Pendleton also noted that the Chair and Vice Chair may serve a maximum of two full consecutive terms.

Secretary Pendleton informed the Committee that TSU, along with the other LGIs, participated in its first sunrise hearing on December 19, 2018, in front of the General Assembly's Joint Government Operations Committee. The Committee voted to recommend to the Senate and House a two-year extension of the TSU Board, as well as the other LGI boards.

Secretary Pendleton then addressed the Board's bylaws and code of ethics and conflict of interest policy and reiterated some of the provisions contained in those documents, including board communications with personnel and student, conduct affecting the board, and protocol for raising board matters.

Secretary Pendleton finally noted his attendance and speaking engagement at the National Association of Colleges and Universities' General Counsel Institute in February.

Secretary Pendleton concluded his report. Chair Walker thanked Secretary Pendleton for his report.

VII. ADJOURNMENT

Chair Walker opened the floor for any additional business. The Committee members and other Board members then engaged in a discussion regarding the proper role of board members, the importance of the Board's committees, and the protocol for raising items pertaining to the agenda through the committee structure. The members also stressed the need to speak with one voice once the Board makes a decision, but to ensure that every board member has a sufficient opportunity to voice his or her position on agenda related items.

After discussion, Chair Walker moved for adjournment. Trustee Martin seconded the motion.

With there being no discussion, Chair Walker called for a vote. The motion carried unanimously. Chair Walker adjourned the meeting at 10:30 a.m.