

**Tennessee State University Board of Trustees
Executive Committee Meeting –June 16, 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 9:35 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 MARCH 17, 2022, EXECUTIVE COMMITTEE MEETING MINUTES

Chair Cole introduced the first order of business — the approval of the March 17, 2022, Executive Committee meeting minutes. Chair Cole informed the Committee that the minutes for the Executive Committee’s March 17, 2022, meeting are included in the Board materials for the June 16, 2022, Board meeting.

Chair Cole moved to recommend to the full Board the approval of the March 17, 2022, Executive Committee meeting minutes, as contained in the Board materials for the June 16, 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 was distributed to the Board members.

V. APPROVAL OF SALARY ADJUSTMENT PAYMENT FOR PRESIDENT

Chair Cole move to the next item on the agenda – the approval of a salary adjustment payment for President Glover. Chair Cole noted that under President Glover's employment agreement, the Board may approve salary adjustments for the President. Chair Cole commented that the Board approved across-the-board salary percentage adjustments for all University employees, except President Glover, from July 1, 2019, through July 1, 2021. Chair Cole also noted that during the two year 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.

Chair Cole stated that 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.

Chair Cole moved to recommend to the full Board the approval of a salary adjustment payment for President Glover in the amount of \$19,740, as contained in the Board materials for the June 16, 2022, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Cole called for a roll call vote, and the motion carried unanimously.

VI. APPROVAL OF DELEGATION OF AUTHORITY TO THE BOARD CHAIR TO EXECUTE AMENDMENT NO. 1 TO THE PRESIDENT'S EMPLOYMENT AGREEMENT.

Chair Cole moved to the next item on the agenda – approval of delegation of authority to the Board Chair to execute Amendment No. 1 to the President's employment agreement.

Chair Cole provided a background regarding President Glover's employment agreement. Chair Cole noted that in 2018, the Board authorized then Board Chair, Trustee Walker, to execute an employment agreement with President Glover. Chair Cole also noted that the employment agreement included a five-year term, salary provision, and automobile allowance provision, among other terms. Chair Cole commented that the employment agreement expires on June 30, 2023.

Chair Cole noted 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. With the recognition that the Board had not taken any action with respect to President Glover's agreement, Chair Cole informed the Board that she 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.

In examining possible amendments to President Glover's employment agreement, Board Chair Cole stated that she and the other members of the Executive Committee focused on the term, salary, and automobile allowance provisions in the current employment agreement. She commented that 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.

Chair Cole indicated that the first amendment provides for a five year extension to the employment agreement. She noted that multiple year contracts 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, Chair Cole indicated that 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. She further commented that 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.

Chair Cole then shared that the final proposed amendment involves the employment agreement's automobile allowance, increasing the President Glover automobile allowance from \$8,400 to \$12,000, and expanding 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. Chair Cole noted that President Glover has not previously utilized the automobile allowance, as she has maintained her own personal vehicle.

Chair Cole indicated that 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.

Trustee Lewis commented on his participation in the process for developing the amendments. He also commented that it is critical that Dr. Glover's compensation be comparable to other Presidents at universities in Tennessee. He further noted the history of TSU Presidents not being compensated on the same level of other university Presidents.

Trustee Martin concurred with Trustee Lewis' comments and noted Dr. Glover's accomplishments and the need for the Board to bring her contract in line with other university Presidents.

Secretary Pendleton commented about the institutions reviewed in determining the amendments for President Glover's agreement.

Trustee William Johnson inquired as to the option of basing contract amendments on performance goals or metrics established between the Board and President Glover. Trustee

Martin stated that the Board and President Glover had already established goals through the evaluation process, and the evaluation process allows for additional increases in President Glover's salary and other compensation.

Chair Cole asked if any of the Trustees had any further comments on this agenda items and no additional comments were provided. Chair Cole then moved to recommend to the full Board the approval of delegation of authority to the Board Chair to execute Amendment No. 1 to the President's employment agreement, as contained in the Board materials for the June 16, 2022, Board meeting. Trustee Martin seconded the motion. With there being no discussion, Chair Cole called for a roll call vote, and the motion carried unanimously.

VII. SECRETARY'S REPORT

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

Secretary Pendleton noted that terms for Trustee Martin and Trustee Corbeil officially expire June 30, 2022. However, under the FOCUS Act, trustee terms continue until reappointment or a new appointment. The pattern thus far has been action by the Governor's office the year following the expiration of the term.

Secretary Pendleton also noted that the current Student Trustee's term expires on June 30, 2022. Pursuant to the FOCUS Act, the Board is charged with appointing a TSU student to serve a one-year term as the Student Trustee. Secretary Pendleton indicated that the Board would be voting on the appointment of a new Student Trustee at its full Board meeting later that day.

Secretary Pendleton commented on legislation that passed by the General Assembly, including the divisive concepts bill, the bill regarding eligibility to participate in women's sports based on biological gender, and legislation increasing the Hope Scholarship allocation to students.

Chair Cole thanked Secretary Pendleton for his report.

VIII. 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 10:05 a.m. CDT.