

MINUTES OF THE TRUSTEESHIP COMMITTEE
BOARD OF TRUSTEES
THE UNIVERSITY OF TENNESSEE

January 21, 2011
Nashville, Tennessee

The Trusteeship Committee of the Board of Trustees of The University of Tennessee met at 9:00 a.m. CDT on Friday, January 21, 2011, in the offices of Bradley Arant Boult Cummings, Suite 700, 1600 Division Street, Nashville, Tennessee.

I. CALL TO ORDER

Chair Andrea J. Loughry, Chair, called the meeting to order.

II. ROLL CALL

Secretary Catherine S. Mizell called the roll, and the following members were present:

Anne Holt Blackburn
William Y. Carroll
Joseph A. DiPietro
Andrea J. Loughry
James L. Murphy, III

The Secretary announced the presence of a quorum of the Committee. Other Trustees and members of the President's Staff were also present.

III. APPROVAL OF MINUTES OF PRIOR MEETING

Chair Loughry called for corrections or additions to the minutes of the September 10, 2010 meeting of the Trusteeship Committee. There being no corrections or additions, Trustee Murphy moved approval of the minutes, and Trustee Blackburn seconded. The motion carried unanimously.

IV. OPENING REMARKS BY COMMITTEE CHAIR

Chair Loughry stated that Ms. Mizell would be demonstrating the Diligent Boardbooks online board portal and noted that the meeting materials could be viewed on the projection screen. She announced that Diligent would be sending a representative to the Winter Meeting in Chattanooga to provide a demonstration for the full Board.

V. UPDATE ON IMPLEMENTATION OF BOARD PORTAL--DILIGENT BOARDBOOKS

Ms. Mizell updated the Committee on the time line for implementation of the board portal. She explained that after the demonstration at the Winter Meeting, individual web-based training sessions will be scheduled for the Trustees and, if applicable, his or her administrative assistant. She noted that the training will be completed in time to allow the portal to be used for the first time at the Annual Meeting in June. She added that Trustees who have a laptop or iPad will need to bring those devices to the June meeting. The University will provide a laptop for use during the meeting for Trustees who cannot bring one to the meeting.

Trustee Murphy asked about the print features. Ms. Mizell explained that the whole book, selected pages, or only notes can be printed. She then demonstrated the note taking and highlighting functions and explained that notes are viewable only to the creator of the note.

Chair Loughry commented that the benefits for the long term will be well worth the training effort, including significant savings in staff time and efficiency to assemble meeting materials and to archive the materials. Ms. Mizell then mentioned the search function and demonstrated its use.

Ms. Mizell noted that staff and Trustee contact information is available on the site, and Trustees can edit their own contact information. She also demonstrated the calendar pages, noting that all scheduled meetings of the Board and committees will be posted on the calendar, and the calendar can be synched with an Outlook calendar. Chair Loughry noted that Trustees are invited to many University functions other than Board and committee meetings, and it would be helpful to capture all of them on this calendar. Ms. Mizell then demonstrated the resources library and discussed some of the materials that could be archived in the library.

VI. PROFESSIONAL DEVELOPMENT FOR TRUSTEES

Chair Loughry commented that it is more and more becoming common practice for corporate boards to have professional development requirements for their directors. She called for a discussion about having some type of required professional development for Trustees over a two year period. As an example, she mentioned the presentation by Jim Geringer of Western Governors University on the subject of online education, which was scheduled as part of a regular Board meeting and which provided insight into matters being addressed by other higher education boards. She also noted that some Trustees are attending AGB meetings, and the Board has already established the practice of holding a retreat or workshop at least every two years, which is a form of professional development. She then recommended that Trustees be required to engage in a professional development activity at least every two year.

Trustee Murphy stated that he agreed with having an aspirational goal but added that the real challenge is finding enough worthwhile opportunities available to the

Trustees. Chair Loughry responded that one option would be the online webinars provided by the *Chronicle of Higher Education* and by AGB. Trustee Murphy suggested that this should be self-regulated and included in the individual Trustee self-assessment every two or three years. Chair Loughry then noted that sometimes it is more beneficial to fulfill the requirement as a group because you can benefit from participation and feedback by others. Trustee Murphy stated that the Trusteeship Committee should be tasked with identifying resources and opportunities for professional development. Chair Loughry suggested that the Committee also needs to examine the costs and benefits of online access to the *Chronicle of Higher Education* and determine if access should be made available to the full Board. Ms. Mizell agreed to obtain information on the cost of online access.

It was the consensus of the Committee that two years was a reasonable time period to complete a professional development requirement. Chair Loughry asked Ms. Mizell to prepare some draft language to express the Committee's intention without imposing a requirement for a set number of hours.

VII. STATUS OF STUDENT TRUSTEE OPTION FOR AN INDEPENDENT STUDY COURSE ON BOARD GOVERNANCE

Chair Loughry discussed the status of a student Trustee option for an independent study course on board governance. She noted that she would like to drop the word student from the title because it may be possible that another Trustee would be interested in a continuing education activity. She referred the Committee to the materials prepared by Dr. Katie High and Student Trustee Carey Smith. She stated that after consulting with the campus Chief Academic Officers and several faculty members, Dr. High has concluded that an independent study course could be modeled after the Independent Study Honors Courses offered by the campuses. Trustees interested in pursuing this option would consult with Dr. High about possible topics for study and then would be responsible for identifying a faculty member to "teach" the course and be responsible for awarding a grade. The faculty member would work closely with Dr. High to evaluate proposed topics for study.

The Chair referred to the meeting materials for this item, including a list of possible study topics and activities developed by Dr. High and Trustee Smith. She noted that former student Trustees Tyler Forrest and Anna York have also provided input. She stated that this item does not require Committee action, but she is pleased to provide an update on the status and report that it continues to move forward. She asked the Committee to keep this course in mind and bring to Dr. High's attention any ideas they may have. Ms. Mizell explained that new Student Trustees would be made aware of this option, and President DiPietro noted that Dr. High's office could coordinate with the campus Provost to identify a faculty member in the selected area of interest.

Chair Loughry closed the discussion by stating that the ongoing review of this

independent study option should be moved to the Academic Affairs and Student Success Committee.

VIII. REVISED RESOLUTION ON UT KNOXVILLE ATHLETICS BOARD

Chair Loughry stated that after the Board of Trustees approved the change in reporting structure for intercollegiate athletics at UT Knoxville, Chancellor Cheek and his staff undertook a review of the "Board Resolution on Organization and Mission of the Athletics Board," last adopted by the Board of Trustees on October 24, 2008, to identify needed revisions resulting from the change in reporting structure. She called on Dr. Cheek to present this action item to the Committee.

Dr. Cheek explained that a revised Resolution was presented to and approved by the Athletics Board in Fall 2010 and is presented to this Committee for review and recommendation to the full Board. He reported that most of the proposed revisions are editorial or technical in nature, primarily to recognize the change in reporting structure, but he called the Committee's attention to the following changes:

- The Vice Chancellor for Student Affairs has been added as an ex officio member, reflecting the important role of athletics in student life on the campus.
- Up to three non-alumni members, rather than just one, may be appointed by the Chancellor.
- Vice Chancellor for Finance and Administration for UT Knoxville replaces the University's Chief Financial Officer as a member of the Executive Committee of the Athletics Board, reflecting the change in reporting structure from University-wide Administration to UT Knoxville. However, the CFO remains a member of the Athletics Board.

Trustee Murphy, a member of the UT Knoxville Athletics Board, noted that the revision to add up to three non-alumni members was raised by the Athletics Board.

Chair Loughry called for a motion. Trustee Murphy moved approval of the revised Resolution on Organization and Mission of the Athletics Board for The University of Tennessee, Knoxville (Exhibit 1). Trustee Carroll seconded the motion, and it carried unanimously.

IX. OTHER BUSINESS

The Chair asked if there were any other business to come before the Committee. There was none.

President DiPietro mentioned the recent workshop facilitated by the Institute for Public Service for newly elected Legislators. He reported that the workshop was very beneficial, and he had an opportunity to meet each of the newly elected legislators.

X. ADJOURNMENT

There being no further business to come before the Committee, the meeting was adjourned.

Catherine S. Mizell, Secretary