

THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE EXECUTIVE AND COMPENSATION COMMITTEE

January 28, 2013  
Nashville, Tennessee

The Executive and Compensation Committee of The University of Tennessee Board of Trustees met at 11:00 a.m. CST, Monday, January 28, in the offices of Bradley Arant Boult Cummings in Nashville, Tennessee.

**I. CALL TO ORDER**

Chair Don C. Stansberry, Jr. called the meeting to order.

**II. ROLL CALL**

Secretary Catherine S. Mizell called the roll, and the following members of the Executive and Compensation Committee were present:

Don C. Stansberry, Jr., Chair  
Charles C. Anderson  
George E. Cates  
Joseph A. DiPietro  
Spruell Driver, Jr.  
D. Crawford Gallimore  
James L. Murphy, III  
Charles E. Wharton

The Chair announced the presence of a quorum of the Committee. Other Trustees and members of the administration were also present.

**III. APPROVAL OF MINUTES OF PRIOR MEETING**

Chair Stansberry asked for any corrections to the minutes of the November 8, 2012 meeting of the Committee. Trustee Driver moved approval of the minutes. Trustee Wharton seconded the motion, and it carried unanimously.

#### **IV. COMMITTEE CHAIR'S REMARKS**

Chair Stansberry informed the Committee that the Trusteeship Committee has assumed responsibility for working with the administration to plan the Summer Workshop. He reported that in the Trusteeship meeting immediately prior to this meeting, discussion about possible topics for this year's workshop ultimately focused on implementation of key parts of the System Administration Strategic Plan. Trusteeship Chair Murphy added that Trusteeship members will suggest to President DiPietro key aspects of the Plan that might form an agenda for the workshop. Further discussion will occur at the May 13 Trusteeship meeting, with the goal of finalizing the workshop topic at that time. Dr. DiPietro reiterated his desire to engage Trustees in a deep dive and significant discussion about critical issues. Trustee Anderson mentioned his interest in a long range consideration of the correlation between enrollment and tuition at each campus. Trustee Driver mentioned student success of student-athletes and all students. Dr. DiPietro agreed that student success is a topic that needs to be delved into for each campus. Trustee Cates mentioned more effective use of the summer term, and President DiPietro agreed that the issue relates not only to economic efficiency but also to retention. Chair Stansberry asked all members of the Committee to review the Strategic Plan goals, identify key aspects of the Plan that could be a topic for the workshop, and communicate those to the President.

#### **V. PRESIDENT'S REMARKS**

President DiPietro reported that Governor Haslam has appointed UTK alumnus Randy Boyd as special advisor for higher education, and also appointed President DiPietro, Rich Rhoda, and John Morgan as a working group with Mr. Boyd. The group will work on processing the information gleaned from the Governor's 2012 higher education listening sessions.

The President then provided updates on the current executive searches underway:

- UTC Chancellor - Five strong candidates were identified during on-campus interviews earlier in January. The search committee will narrow to three who will interview in Knoxville the first week of February and meet with the Governor in Nashville. A selection is expected by the March 1 Board meeting.
- Vice President for Communications - The search committee will conduct first round interviews with nine or ten candidates in mid-February and then narrow the pool for on-campus interviews in Knoxville.

The President also reported that he has appointed Dr. Katie High as Vice President for Academic Affairs and Student Success following her outstanding service in the position on an interim basis for almost two years. He noted that the Chancellors were in full support of the appointment.

The President closed by stating that he expects the Governor's upcoming State of the State address to include support for some important University projects, including the supercomputer re-compete and the St. Jude collaboration. He also mentioned the possibility of a six percent ceiling on tuition increases in exchange for full funding of THEC's funding recommendation for higher education.

#### **VI. PROGRESS REPORT ON SYSTEM ADMINISTRATION STRATEGIC PLAN**

President DiPietro presented a summary of progress toward the five goals of the System Administration Strategic Plan (Exhibit 1). In response to a question from Trustee Wharton about concrete results, President DiPietro noted the following examples: (1) the Enhancing Education Excellence team has developed an inventory of existing online and blended course offerings; and (2) the Expanding Research Capacities team has formed a System Research Committee, which represents the first system-wide collaboration in research. Dr. Keith Carver added that detailed reports of implementation actions are available on the Strategic Plan website.

#### **VII. PRESIDENT'S PLANS FOR A COMPREHENSIVE PERFORMANCE REVIEW OF CHANCELLORS EVERY FOUR YEARS**

Dr. DiPietro presented proposed guidelines for a comprehensive performance review of Chancellors (Exhibit 2). The review will allow evaluation of longer term performance and gather 360-degree feedback. Dr. DiPietro noted that this comprehensive review would be in addition to each Chancellor's annual review. Trustee Driver urged the President to be sure there is an emphasis on the Effectiveness and Efficiency goals in this comprehensive performance review process. Trustee Anderson asked about measureable goals, and President DiPietro asked to move into the next agenda item to address that issue.

## VIII. PERFORMANCE AND RETENTION PLAN FOR EXECUTIVE OFFICERS

### A. Performance and Retention Plan

President DiPietro referred to the Committee's action on October 2, 2012 to approve for recommendation to the Board of Trustees a Performance and Retention Plan for executive officers. He explained that the Committee must now review and make a recommendation to the Board on the performance goals the Participants will seek to achieve by June 30 of the final year of the retention period and on the retention amount for each Participant.

### B. Performance Goals

The Committee reviewed and discussed the Objective Goals and Subjective Goals proposed for President DiPietro and for the other Participants. Trustee Driver asked for further explanation of the numeric goals for six-year graduation rates, total degrees awarded, alumni giving, and fundraising. Trustee Wharton suggested that athletics performance and financial goals be added to the Subjective Goals for the Chancellors, where applicable, and that improvement in employee satisfaction be added to the Subjective Goals for all Participants.

Trustee Murphy moved that the performance goals proposed by Participants in the Performance and Retention Plan for executive officers (Exhibit 3) be recommended for approval by the Board of Trustees, as amended to include athletics performance and financial goals in the Subjective Goals for the Chancellors, where applicable, and as further amended to include improvement in employee satisfaction in the Subjective Goals for all Participants and that the amended goals be submitted to the Committee for approval at the February 28, 2013 meeting. The motion was seconded by Trustee Driver and carried unanimously.

### C. Retention Amounts

President DiPietro stated that the Performance and Retention Plan calls for the Committee to recommend to the Board of Trustees a retention amount for each Participant not exceeding "the sum of fifteen percent (15%) of the base salary of the Participant as of July 1 of the first year of the retention period, multiplied by the number of years in the retention period." The proposed retention amounts for President DiPietro and the other Participants were reviewed.

Trustee Murphy moved that the proposed retention amounts for Participants in the Performance and Retention Plan for executive officers be recommended to the Board of Trustees for approval (Exhibit 4). Trustee Wharton seconded the motion, and it carried unanimously.

**IX. TENTATIVE SCHEDULE AND AGENDA FOR THE WINTER MEETING**

The Secretary presented the tentative schedule of events and tentative list of agenda items for the Winter Meeting in Chattanooga on February 28 and March 1, 2013 (Exhibit 5). Chair Stansberry asked each committee chair to carefully review the agenda and determine whether other items should be added to the agenda.

**X. GRANT OF TENURE TO THREE UT KNOXVILLE FACULTY MEMBERS UNDER EXPEDITED PROCEDURES**

President DiPietro stated that Chancellor Jimmy Cheek has recommended that the following members of the UT Knoxville faculty be granted tenure by the Committee under the expedited procedures authorized by the Tenure Policy: Dr. Stephen Magnum, Dean of the College of Business Administration and Professor of Management; Dr. Anthony Mezzacappa, Director of the Joint Institute of Computational Sciences (JICS) and Professor of Physics; and Dr. Rhonda Piland, Professor of Management in the College of Business Administration.

The President explained that all steps in the normal review process have been completed for these faculty members, and all have received strong support at each level of review. He fully concurs with Chancellor Cheek and recommends that the Committee grant tenure to these outstanding faculty members. He noted that the grant of tenure to Dr. Magnum and Dr. Mezzacappa would be only in their faculty appointments, not in their administrative appointments.

Trustee Driver moved that (1) tenure be granted to Dr. Stephen Mangum in his faculty appointment in the College of Business Administration at The University of Tennessee, Knoxville; (2) tenure be granted to Dr. Anthony Mezzacappa in his faculty appointment in the Department of Physics at The University of Tennessee, Knoxville; and (3) tenure be granted to Dr. Rhonda Piland in her faculty appointment in the College of Business Administration at The University of Tennessee, Knoxville (Exhibit 6). Trustee Gallimore seconded, and the motion carried unanimously.

**XI. GRANT OF TENURE TO A UTC FACULTY MEMBER UNDER EXPEDITED PROCEDURES**

President DiPietro stated that Interim Chancellor Grady Bogue has recommended that Dr. Ahmed Rubaai, Professor and Head of the Department of Electrical Engineering at UTC, be granted tenure by the Committee under the expedited procedures. He explained that all steps in the normal review process have been completed for Dr. Rubaai, and he received a positive recommendation at each level of review. President DiPietro fully concurs with Interim Chancellor Bogue and recommends that the Committee grant tenure to this outstanding faculty member. He noted that the grant of tenure would be only in Dr. Rubaai's faculty appointment, not in his administrative appointment.

Trustee Driver moved that tenure be granted to Dr. Ahmed Rubaai in his faculty appointment as Professor of Electrical Engineering at The University of Tennessee at Chattanooga (Exhibit 7). Trustee Gallimore seconded the motion, and it carried unanimously.

**XII. REVISED DATES FOR 2013 SUMMER WORKSHOP**

Chair Stansberry explained that conflicts have developed with the August 26-27 dates for the Summer Workshop. Therefore, administration proposes to move the 2013 Summer Workshop to September 5-6.

Trustee Murphy moved that the September 5-6 dates for the 2013 Summer Workshop be recommended to the Board of Trustees for approval (Exhibit 8). Trustee Driver seconded the motion, and it carried unanimously.


**XIII. OTHER BUSINESS**

There was no other business to come before the Committee for action.

**XIV. ADJOURNMENT**

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

Respectfully Submitted,

  
Catherine S. Mizell  
Secretary