

THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE TRUSTEESHIP COMMITTEE

December 18, 2012  
Nashville, Tennessee

The Trusteeship Committee of the Board of Trustees of The University of Tennessee met at 12:30 p.m. CST on Tuesday, December 18, 2012, in the offices of Bradley Arant Boult Cummings in Nashville, Tennessee.

**I. CALL TO ORDER**

James L. Murphy, III, Chair, called the meeting to order and announced that, at the request of Trustee Blackburn and without objection, the agenda would be reordered to consider all action items first.

**II. ROLL CALL**

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

James L. Murphy, III, Chair  
Anne Holt Blackburn  
Joseph A. DiPietro  
Don C. Stansberry, Jr.  
Betty Ann Tanner

The Secretary announced the presence of a quorum of the Committee.

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

Chair Murphy called for any corrections to the minutes of the May 15, 2012 meeting of the Committee. Hearing none, Trustee Stansberry moved approval of the minutes as presented. Trustee Tanner seconded the motion, and it carried unanimously.

**IV. MEETING EVALUATION FORM**

At the request of the Committee at its May 2012 meeting, the Secretary developed an electronic meeting evaluation form, which was used on a trial basis for the August workshop and the Fall Meeting. The Secretary presented for the Committee's consideration an alternative version of the form allowing for a separate

evaluation of each committee meeting. The Committee agreed that the alternative version would provide a more complete evaluation of meetings. Vice Chair Stansberry recommended adding a space for indicating that a Trustee did not attend a specific committee meeting or the full Board meeting.

Trustee Tanner moved that the Meeting Evaluation Form be approved with the addition recommended by the Vice Chair (Exhibit 1). Vice Chair Stansberry seconded the motion, and it carried unanimously.

## **V. BYLAW AMENDMENTS CONCERNING THE CONSENT AGENDA**

At the May 2012 meeting, the Committee asked the Secretary to draft amendments to the Bylaws to allow greater use of the consent agenda to maximize the allotment of time for discussion and action on strategic priorities.

The Secretary explained that the proposed amendments would allow routine and non-controversial items to be voted on or received for information by unanimous consent in both the committee and the full Board. She further explained that any item discussed and unanimously approved in committee may be designated for the consent agenda in the full Board meeting. She emphasized, however, that any Trustee may still request that an item be removed from the consent agenda in both the committee and the full Board if he or she disagrees with the item or believes that it requires discussion. Requests for clarification or questions about a consent item must be presented to the Secretary before the meeting and, standing alone, will not serve as a reason for removal of an item from the consent agenda. The Committee asked various questions to ensure a complete understanding of the proposed amendments and reiterated the need to allocate more time for Trustees to address major issues facing the University.

Trustee Stansberry moved that the proposed Bylaw Amendments Concerning the Consent Agenda be recommended to the Board of Trustees for approval (Exhibit 2). Trustee Blackburn seconded the motion, and it carried unanimously.

## **VI. REVISION OF THE STATEMENT OF GOVERNANCE PRINCIPLES**

The Secretary explained that the Statement of Governance Principles grew out of the Governance Task Force appointed by Governor Bredesen in 2003 following the resignation of former President John Shumaker. The Preamble of the Statement declares its purpose to be "compiling in a single document key principles underlying the Board's governance practices." The Preamble also states that this Committee "will periodically review this Statement and recommend needed modifications to the Board."

The Secretary noted that at the May 2012 meeting, Chair Murphy suggested that the Statement be reviewed to ensure its alignment with the System Strategic Plan. The Secretary explained that the proposed revision aligns the mission statement with the mission statement for The University of Tennessee System as approved by the Board in the System Strategic Plan.

Trustee Murphy recommended removing references to the Governance Committee and replacing them with the current name of Trusteeship Committee.

Trustee Stansberry moved that the proposed revision of the Statement of Governance Principles be approved as revised by replacing Governance Committee references with Trusteeship Committee (Exhibit 3). Trustee Blackburn seconded the motion, and it carried unanimously.

## **VII. 2013 TRUSTEESHIP COMMITTEE MEETING DATES**

The Secretary stated that proposed dates for Trusteeship Committee meetings in 2013 are the same dates the Executive and Compensation and Health Affairs Committees will be meeting in Nashville: January 28; May 13; and September 10. A motion to approve the proposed dates was made by Dr. DiPietro, seconded by Trustee Tanner, and carried unanimously (Exhibit 4).

## **VIII. REVIEW OF BOARD AND INDIVIDUAL TRUSTEE SELF-ASSESSMENT**

The Secretary called the Committee's attention to Chair Murphy's summary of the Trustee self-assessment conducted during the spring of 2012 (Exhibit 5). Chair Murphy said that, in his view, some Trustee comments indicate the need for greater Trustee education on the details of important issues, including budget and finance. President DiPietro suggested that consideration be given to a budget workshop for Trustees in May before the operating budget must be approved in June.

The Committee also discussed the relatively low rating Trustees gave themselves on identifying, cultivating, and soliciting donors. The consensus was that Development should be encouraged to use Trustees strategically to connect with donors and potential donors at various events. President DiPietro agreed to discuss the matter with Vice President Ray.

President DiPietro suggested that the Trusteeship Committee be actively engaged in selecting topics and planning future Summer Workshops. The Committee agreed and will discuss at the January 2013 meeting.

**IX. 2013 AGB NATIONAL CONFERENCE ON TRUSTEESHIP**

The Secretary announced that the 2013 AGB National Conference on Trusteeship will be held in San Francisco on April 20-23, 2013 and called the Committee's attention to the conference schedule (Exhibit 6). The Vice Chair will identify potential Trustee attendees.

**X. OTHER BUSINESS**

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

**XI. ADJOURNMENT**

There being no further business, the meeting was adjourned.

  
\_\_\_\_\_  
Catherine S. Mizell, Secretary