

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

May 8, 2008
Nashville, Tennessee

The Trusteeship Committee of the Board of Trustees of The University of Tennessee met at 12:00 p.m., CDT, May 8, 2008 in the offices of Boulton, Cummings, Conners, and Berry, Suite 700, 1600 Division Street, Nashville, Tennessee.

I. CALL TO ORDER

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

II. ROLL CALL

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

Ms. Anne Holt Blackburn
Mrs. Andrea J. Loughry
Dr. John D. Petersen
Mr. Don C. Stansberry
Mr. Robert S. Talbott

The Secretary announced the presence of a quorum.

III. APPROVAL OF MINUTES OF PRIOR MEETING

Chair Stansberry called for corrections or additions to the minutes from the February 15, 2008 meeting of the committee. There being no corrections or additions, Mr. Talbott moved approval of the minutes, and Mrs. Loughry seconded. The motion carried unanimously.

IV. PROPOSED BYLAW AMMENDMENTS

Chair Stansberry next discussed the proposed Bylaw amendments (Exhibit 1). He reported that at the Board of Trustees meeting on March 12, he withdrew certain proposed Bylaw amendments in light of concerns related to the appointment of Chancellors and the Vice President for Agriculture. The Chair explained that he elected to withdraw the proposed amendments for action at the Board meeting in March because he was concerned that removing Chancellors from the category of officers elected by the Board might impact the ability of the University to recruit outstanding candidates to the Chancellor positions.

Reviewing the proposed amendments now before the Committee, Ms. Mizell stated that the Chancellors and the Vice President for Agriculture would continue to be elected by the Board of Trustees as officers of the University, serving at the

will of the Board. Ms. Mizell then reviewed the summary of proposed Bylaw amendments included in the meeting materials. She noted that certain proposed amendments listed on page 3 of the summary were recommended by the Audit Committee at its April 17, 2008 meeting.

Discussion ensued regarding the proposed amendments to Article IV, Section 2, subsections (d) and (e) of the Bylaws concerning interim and acting appointments to elected officer positions (other than the office of President). Based on the Committee's discussion, the proposed amendment was revised to delete proposed subsections (d) and (e) in their entirety and substitute the following as subsection (d):

(d) In the event of a vacancy or notice of an impending vacancy in any other office named in Article IV, Section 1, the President may appoint an individual to serve in an acting capacity until a meeting of the Executive and Compensation Committee can be held to make an interim appointment and approve compensation for the interim appointment.

Mr. Talbott moved approval of the proposed Bylaw amendments as revised in accordance with the Committee's discussion about Article IV, Section 2, subsections (d) and (e). Mrs. Loughry seconded the motion, and it carried unanimously.

V. REVIEW OF PROPOSED REVISION OF UTC ATHLETICS BOARD CONSTITUTION

Chair Stansberry recognized Ms. Mizell to present the proposed revision of the UTC Athletics Board Constitution (Exhibit 2). Ms. Mizell explained that at the February 15, 2008 meeting, the Committee reviewed and approved changes to the UTM Athletics Board Constitution and asked that the UTC and UTK Athletics Board Constitutions be reviewed as well. She reported that the UTC review is completed, but the UTK review is still in progress.

Reviewing the proposed changes to the UTC Athletics Board Constitution, Ms. Mizell stated that some of the changes are housekeeping in nature, but others are aimed at broadening representation on the board and its committees. She stated that the composition of the UTC Athletics Board would be broadened to include various campus administrators, Alumni Board President, student-athlete representatives, and exempt and non-exempt staff representatives.

Mr. Talbott moved approval of the proposed revision of the UTC Athletics Board Constitution, and Ms. Blackburn seconded. The motion carried unanimously.

VI. MEETING PROTOCOL

Chair Stansberry recognized Ms. Mizell to present the proposed Meeting Protocol (Exhibit 3).

Ms. Mizell explained that the proposed Meeting Protocol was presented for the Committee's consideration in an effort to assist the Vice Chair and committee chairs in conducting orderly and efficient meetings. In discussing the protocol, the Committee indicated that the provision concerning keeping side-bar conversations to a minimum should not be construed to discourage new Trustee efforts to understand items under discussion at meetings.

Mr. Talbott moved approved of the proposed Meeting Protocol, and Ms. Blackburn seconded. The motion carried unanimously.

VII. CONTINUATION OF COMMITTEE AND COMMITTEE CHAIR APPOINTMENTS AND AUTHORIZATION FOR VICE CHAIR TO MAKE INTERIM APPOINTMENTS

Chair Stansberry stated that Committee and Committee Chair appointments are for a two-year term, and the current term ends on June 30, 2008 (Exhibit 4). He stated that the Governor has several Trustee appointments or re-appointments to make this year and the final composition of the Board for 2008-09 is unknown at this time. He recommended that the current Committee and Committee Chair appointments continue past June 30, 2008 and that the Vice Chair be authorized to make changes in Committee and Committee Chair appointments before the next Board meeting, subject to confirmation by the Board at its next meeting. He stated that this proposal is the same procedure used in prior years.

Mr. Talbott moved approved of the proposed continuation of Committee and Committee Chair appointments and Authorization for Vice Chair to make interim appointments, and Ms. Blackburn seconded. The motion carried unanimously.

VIII. REVIEW OF NEW TRUSTEE MENTORING

The Committee discussed the value of assigning mentors for new Trustees and concluded that the practice should continue. The importance of appointing a mentor who resides in the same city as the new Trustee was emphasized, even if appointing a former Trustee is necessary to accomplish that. Discussion then ensued about the need to help new Trustees understand the role of a governing board member. Vice Chair Loughry indicated that she would pursue the idea of a workshop for all Trustees on the distinction between governance and management.

X. OTHER BUSINESS

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

XI. ADJOURNMENT

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

Catherine S. Mizell
Vice President, General Counsel and Secretary