

THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

MINUTES OF THE TRUSTEESHIP COMMITTEE

September 9, 2015
Nashville, Tennessee

The Trusteeship Committee of The University of Tennessee Board of Trustees met at 1:15 p.m. CDT on Tuesday, September 9, 2015, in the offices of Bradley Arant Boult Cummings, 1600 Division Street, Nashville, Tennessee.

I. CALL TO ORDER

Chair Driver called the meeting to order.

II. ROLL CALL

The Secretary called the roll, and the following members of the Trusteeship Committee were present:

Spruell Driver, Jr., Chair
Joseph A. DiPietro
Raja J. Jubran
James L. Murphy, III
Tommy G. Whittaker

The Secretary announced the presence of a quorum. Members of the administration were also present.

III. MINUTES OF LAST MEETING

Chair Driver called for any corrections to the minutes of the May 19, 2015 meeting. There being none, Trustee Murphy moved approval of the minutes as presented. Trustee Whittaker seconded the motion, and it carried.

IV. UPDATE ON 2015 WORKSHOP TOPIC

Dr. DiPietro said the upcoming workshop on November 18 would focus on the Budget Advisory Group initiatives and the need to ensure a sustainable business model for the University. Updates will be provided on progress in implementing the BAG boundaries, including strategies for the system as a whole and each campus and institute to address the funding gap.

V. BYLAWS REVIEW

The Secretary reminded the Committee that at the May 19, 2015 meeting, the Committee voted to recommend various Bylaw amendments to the Board of Trustees, some of which related to a proposed reorganization of the President's Staff in an effort to reduce the number of direct reports to the President. Subsequent to the meeting, it became apparent that some the proposed amendments needed further consideration, including those related to the proposed reorganization as that plan continued to evolve. Accordingly, then-Committee Chair Jim Murphy chose not to submit the amendments to the Board at the June 25 meeting.

The Secretary sought the Committee's input on several matters in anticipation of submitting amendments to the Committee at a subsequent meeting. She reviewed with the committee a redlined version of the Bylaws (Exhibit 1). Discussion focused on streamlining procedures and increasing flexibility; the process for employees and students to appear before the Board; and direct reports to the President.

VI. ANNUAL PRESIDENTIAL PERFORMANCE REVIEW PROCESS

The Secretary informed the Committee that when the Board revised the Policy on Presidential Performance Reviews (Exhibit 2) before the cumulative performance review conducted in 2013-14, the annual performance review part of the policy was not addressed. She asked for any suggestions from the Committee about revising the policy. The effectiveness of the 360-degree interview process with members of the President's Staff was questioned. It was also noted that the policy requires the setting of annual goals on which the President's performance is to be considered for purposes of any adjustment to base salary and other compensation at the Annual Meeting in June. This presents the question of how the proposed Performance-Based Variable Compensation Plan and its goals would integrate with goals established in the annual performance review process. The Secretary asked the Committee to continue to consider the policy in anticipation of possible proposed revisions being presented at a subsequent meeting.

VII. AGB STATEMENT ON TRUST, ACCOUNTABILITY, AND INTEGRITY

The Secretary called the Committee's attention to two documents issued by the Association of Governing Boards (Exhibit 3), which deal with the Board's responsibilities for intercollegiate athletics. She pointed out that the adoption of a Board policy on intercollegiate athletics is recommended by AGB and should

be considered by the Committee. Because Trustee Murphy had to leave the meeting, discussion was continued to a subsequent meeting.

VIII. RATIFICATION OF THE VICE CHAIR'S APPOINTMENT OF STANDING COMMITTEES, COMMITTEE CHAIRS, AND TRUSTEE MEMBERS OF THE ATHLETIC BOARDS

The Secretary reported that in keeping with the Board's authorization at the June 25 meeting, the Vice Chair has made necessary changes in committee, committee chair and athletics board appointments, which are subject to ratification by the Board on the recommendation of the Trusteeship Committee. She called the Committee's attention to the appointments presented in the meeting materials (Exhibit 4) and asked for the Committee's recommendation. A motion to recommend the Vice Chair's standing committee, committee chair, and athletics board appointments to the Board for ratification was made, seconded, and carried.

IX. TRUSTEESHIP COMMITTEE MEETING DATES IN 2016

The Secretary presented proposed Trusteeship Committee meeting dates in 2016 (Exhibit 5). Because conflicts with the February dates were raised in the Executive and Compensation meeting earlier that day, the Secretary said she would be polling the members for other February 2016 dates. She asked the Committee to hold the May 9 and August 30 dates pending confirmation after a February date has been determined.

X. OTHER BUSINESS

There was no other business to come before the Committee.

XI. ADJOURNMENT

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

Respectfully Submitted,


Catherine S. Mizell, Secretary