

THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

MINUTES OF THE TRUSTEESHIP COMMITTEE

June 22, 2016
Knoxville, Tennessee

The Trusteeship Committee of The University of Tennessee Board of Trustees met at 9:30 a.m. EDT on Wednesday, June 22, 2016, in the Hollingsworth Auditorium, 2421 Joe Johnson Drive, in Knoxville, Tennessee.

I. CALL TO ORDER

In the absence of Committee Chair Spruell Driver, Trustee James L. Murphy, III, served as Committee Chair *Pro Tempore* by designation of the Vice Chair of the Board. Chair Murphy called the meeting to order.

II. ROLL CALL

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

Joseph A. DiPietro
Raja J. Jubran
James L. Murphy, III
Tommy G. Whittaker

The Secretary announced the presence of a quorum. Other Trustees, members of the administration, media representatives were also present.

III. MINUTES OF LAST MEETING

Chair Murphy called for any corrections to the minutes of the May 9, 2015 meeting. There being none, Trustee Jubran moved approval of the minutes as presented. Trustee Whittaker seconded, and the motion carried.

IV. AMENDED AND RESTATED BYLAWS

A. Public Chapter 753

Catherine Mizell, General Counsel and Secretary, said the Committee had begun a comprehensive review of the Bylaws in September 2015 and originally planned

to bring amendments to the Board at the April 1 meeting. In the meantime, however, a bill was introduced in the General Assembly addressing the powers and responsibilities of the Board and the President and codifying a standing committee structure for the Board. In view of this development, the Committee deferred further consideration of the Bylaws until the status of the bill was known. The bill was enacted into law as Public Chapter 753 on April 12, 2016. She explained that various amendments to the Bylaws are necessary to conform to the new law. She briefly reviewed the most significant provisions of Public Chapter 753 and noted that an executive summary and the Act in its entirety were included in the meeting materials (Exhibit 1).

B. Amended and Restated Bylaws

Ms. Mizell stated that the proposed Amended and Restated Bylaws (Exhibit 2) incorporate substantial proposed amendments the Committee considered during prior meetings. The Trusteeship Committee considered a draft of the Amended and Restated Bylaws at its meeting on May 9, 2016, and the version presented for action by the Committee incorporates changes reflecting the Committee's May 9 review.

Ms. Mizell reviewed the significant amendments, including those necessary to conform the Bylaws to Public Chapter 753. In response to a question from Trustee Wharton about the review process, she explained that she drafted the Bylaw amendments after discussion with the Trusteeship Committee during three different meetings over the past year. Each time revisions were suggested, the Committee received a new draft with marked changes to review. Chair Murphy confirmed that the Committee has had significant discussion regarding the amendments at prior meetings, noting that this is the third or fourth version they have reviewed. He also noted that although revisions were necessary to conform to Public Chapter 753, many of those revisions were not particularly substantive in nature. For example, he explained, several provisions appear to have been deleted but in fact have only been moved to another section of the Bylaws. He said Ms. Mizell is highlighting the substantive amendments, and those amendments were comprehensively reviewed by the Committee. In response to a follow-up question from Trustee Wharton, Chair Murphy said the provisions to extend the Vice Chair and the Committee Chairs with a majority vote of the Board is a change recommended by the Committee and not required by the legislation. Vice Chair Jubran explained that the process of assigning Trustees to committees is very cumbersome, and this change will help to simplify the process in some circumstances. Trustee Wharton expressed his view that limiting terms is beneficial because it resulted in changing leaders and bringing fresh viewpoints and new ideas.

Trustee Wharton then asked about the review process for revisions to the standing committee charters. Ms. Mizell responded that she drafted revised committee charters based on the proposed Amended and Restated Bylaws and submitted the draft charters to the committee staff for review. She also asked the committee staff to review the draft charters with the committee chairs. The draft charters are included in the materials for each committee to review and approve and recommend for Board approval.

Addressing Public Chapter 753, Vice Chair Jubran said several of its provisions are very logical from a governance perspective. For example, the President should have the power to terminate Chancellors without Board approval. Chair Murphy added that prior to the legislation, the Committee had already begun to consider whether an Athletics Committee should be added as a standing committee of the Board.

Ms. Mizell then reviewed changes to the Bylaws concerning organization of the President's staff. She noted that the Board would have flexibility to separate the position of Treasurer from the position of Chief Financial Officer and the position of Secretary from the position of General Counsel. She also noted that the position of Executive Vice President may be designated as the Chief Operating Officer. She explained that under Public Chapter 753, the President has authority to terminate any University Officer position without Board approval, except the Chief Financial Officer and the General Counsel. She explained that termination of the Chief Financial Officer and the General Counsel requires a simple majority vote of the Board if termination is recommended by the President, but a two-thirds vote if not recommended by the President.

Chair Murphy called for a motion. Trustee Whittaker moved that the Trusteeship Committee recommend adoption of the following Resolution by the Board of Trustees:

RESOLVED: The Amended and Restated Bylaws are adopted as presented in the meeting materials, provided that the Secretary is authorized to make organizational changes, format changes, and technical corrections prior to publication of the Amended and Restated Bylaws.

Vice Chair Jubran seconded the motion, and the motion carried.

V. STANDING RULE GOVERNING REQUESTS TO ADDRESS THE BOARD OF TRUSTEES

Ms. Mizell stated that Public Chapter 753 requires the Board of Trustees to provide an opportunity in connection with regular Board meetings for members of the public to address the Board or a committee of the Board. This requirement has been incorporated in the Amended and Restated Bylaws proposed for adoption at this meeting.

The proposed Bylaws also include a requirement for the Board to adopt a standing rule to govern requests to address the Board. She said it is typical for universities to adopt a standing rule to ensure an orderly public comment period and noted that the proposed rule was drafted after reviewing the rules of other universities. She reviewed the procedures, terms, and conditions of the proposed standing rule and pointed out that the Board will not hear individual grievances and appeals by employees and students because there already is a multi-level campus appeal process. She recommended the proposed Standing Rule Governing Requests to Address the Board of Trustees for adoption (Exhibit 3).

A discussion ensued among the Committee regarding the determination of "other issues germane to the responsibilities of the Board." Ms. Mizell explained that the particular phrase is the language of Public Chapter 753. Trustee Pryse stated that the Board should consider having a very broad interpretation of what is "germane" to the responsibilities of the Board.

The Chair called for a motion. Trustee Whittaker moved that the Trusteeship Committee recommend adoption of the following Resolution by the Board of Trustees:

RESOLVED: The Standing Rule Governing Requests to Address the Board of Trustees is adopted as presented in the meeting materials.

Vice Chair Jubran seconded the motion, and the motion carried.

VI. OTHER BUSINESS

There was no other business to come before the Committee.

VII. ADJOURNMENT

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

Respectfully Submitted,



Catherine S. Mizell, Secretary