

MINUTES OF THE EXECUTIVE AND COMPENSATION COMMITTEE MEETING
BOARD OF TRUSTEES

THE UNIVERSITY OF TENNESSEE

March 6, 2007
Martin, Tennessee

The Executive and Compensation Committee of the Board of Trustees of the University of Tennessee met at 4:00 p.m., CST, Tuesday, March 6, 2007 in Room 206C of the Boling University Center, Martin, Tennessee.

I. CALL TO ORDER

Andrea J. Loughry, Chair, called the meeting to order.

II. ROLL CALL

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

Dr. Rhynette N. Hurd
Ms. Andrea J. Loughry
Mr. James L. Murphy, III
Dr. John D. Petersen
Mr. Don C. Stansberry, Jr.
Mr. William B. Stokely, III
Mr. James L. Wolford

The Secretary noted that a quorum was present. The Chair stated that Ms. Williams was unable to attend the meeting due to illness.

III. APPROVAL OF MINUTES OF LAST MEETING

The Chair called for any corrections or additions to the minutes of the February 1, 2007 meeting of the Executive and Compensation Committee as presented at the meeting. Mr. Murphy moved approval of the minutes as amended. Mr. Stansberry seconded, and the motion carried unanimously.

IV. PRESIDENTIAL PERFORMANCE REVIEW 2006-07

The Chair discussed the Board Policy on Presidential Performance Review. She stated that previous annual reviews have been conducted by the Vice Chair. She reported that a revision proposed by the Governance Committee calls for this Committee to designate two of its members to assist the Vice Chair and participate in the presidential performance reviews. She recommended that the Chair of the Audit Committee and the Chair of the Governance Committee be designated to participate in the President's annual performance review for 2006-07.

Mr. Stokely moved approval of the designation of the Chair of the Audit Committee and the Chair of the Governance Committee to participate in the President's annual performance review for 2006-07. Mr. Wolford seconded, and the motion carried unanimously.

The Chair further noted that each of the Trustees will receive two self-assessment instruments, one for the Board as a whole and one for individual Trustees, to be completed prior to the next Board meeting. She stated that the Board's annual self-assessment and the presidential performance review are important tools for the Board to use in its assessment of the leadership of the University.

V. OTHER BUSINESS

The Chair asked if there was any other business to come before the Committee. Mr. Stokely asked for the status of the report from the State's recently conducted performance audit of the Board. Ms. Mizell responded that the administration received a draft of the report. She briefly discussed the findings included in the draft report. She stated that the final report would be mailed to each Trustee immediately upon receipt from the State Audit Department.

The Chair noted that the next meeting of the Committee would be held on May 14, 2007 in Knoxville.

VI. ADJOURNMENT

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

Catherine S. Mizell
Vice President, General Counsel and Secretary