MINUTES OF THE SPECIAL MEETING

BOARD OF TRUSTEES

THE UNIVERSITY OF TENNESSEE

August 3, 2001 Nashville, Tennessee

The special meeting of the Board of Trustees of The University of Tennessee was held at 11:00 a.m., Friday, August 3, 2001, in the Executive Conference Room, State Capitol, Nashville.

I. CALL TO ORDER

Governor Don Sundquist, Chair of the Board of Trustees, called the meeting to order.

II. ROLL CALL

The Secretary called the roll, and the following were present:

Governor Don Sundquist

Mrs. Johnnie Amonette

Mr. B. C. "Scooter" Clippard

Mr. Emerson H. Fly

Mr. James A. Haslam, II

Mr. Waymon L. Hickman

Dr. Rhynette N. Hurd

Mr. D. Lynn Johnson

Mr. Frank J. Kinser

Mrs. Andrea J. Loughry

Mr. R. Clayton McWhorter

Dr. Verbie L. Prevost

Dr. Richard Rhoda

Ms. Tiffany E. Smith

Commissioner Faye Taylor

Mr. John C. Thornton

The Secretary announced the presence of a quorum.

III. OPENING REMARKS BY GOVERNOR SUNDQUIST

Governor Sundquist reminded Trustees of their responsibility and role in the selection of a new

president for The University of Tennessee and in managing the successful transition to new leadership. Appointment of a qualified president is perhaps the single most important decision will make their role Trustee. The individual they as a chosen as president must be a great communicator and able to relate to all constituencies. The selection of a president for the University impacts not only higher education in Tennessee, but the future prosperity of the people of the state as well. It is equally important to maintain the vitality of the University during the transition period. To that end, the first item of business facing the Board is the extension of Emerson H. Fly's appointment as acting President of The University of Tennessee.

IV. APPROVAL TO EXTEND THE APPOINTMENT OF ACTING PRESIDENT EMERSON H. FLY

Mr. Frank J. Kinser moved extension of the appointment of Emerson H. Fly as Acting President of the University until the first meeting of the Board in 2002 or until the election of a new president, whichever occurs later. Mr. James A. Haslam, II, seconded, and the motion carried unanimously.

V. PRESIDENTIAL SEARCH COMMITTEE REPORT

Mrs. Johnnie Amonette reported that the Presidential Search Committee met earlier in the day and unanimously approved the appointment of an Advisory Council that will provide advice and suggestions to the committee throughout the search process. The Council is composed of individuals representing various constituency groups. Mrs. Amonette introduced Dr. Carolyn Hodges, professor and head of the department of modern foreign languages and literature at UT Knoxville. Dr. Hodges has agreed to serve as Chair of the Advisory Council.

Mrs. Amonette moved that appointment of the Advisory Council (Exhibit 1) be approved. Mr. James A. Haslam, II, seconded, and the motion carried unanimously.

VI. CLOSING REMARKS

Governor Sundquist thanked the members of the Advisory Council for their willingness to serve. He said contacts have been made with heads of national organizations and leaders of nationally renowned institutions of higher education in preparation for the search process. Business and higher education leaders within the State of Tennessee have been consulted. Governor Sundquist said much preliminary work has been done to assure a positive, open, and professional search.

The Governor announced that he has asked Dr. Cathy Cole, Deputy Executive Director of the Higher Education Commission, to assist in staffing the search process. Governor Sundquist said it is his firm belief that all the necessary components are in place for a successful search for a new president of The University of Tennessee.

Mrs. Amonette noted that there is much literature available that might prove beneficial to the Search Committee and the Advisory Council. She asked Dr. Cole to review the available materials, summarize them and report results back to the Search Committee.

VII. MOTION TO ADJOURN

There being no further business to come before the Board, Mr. R. Clayton McWhorter made a motion to adjourn. Mr. James A. Haslam, II, seconded, and the motion carried unanimously.

Catherine S. Mizell

Vice President, General Counsel and Secretary