

THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE TRUSTEESHIP COMMITTEE

January 27, 2012  
Nashville, Tennessee

The Trusteeship Committee of the Board of Trustees of The University of Tennessee met at 10:00 a.m. CST on Friday, January 27, 2012, in the offices of Bradley Arant Boult Cummings in Nashville, Tennessee.

**I. CALL TO ORDER**

James L. Murphy, III, Chair, called the meeting to order.

**II. ROLL CALL**

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

Anne Holt Blackburn  
Joseph A. DiPietro  
D. Crawford Gallimore  
James L. Murphy, III  
Don C. Stansberry, Jr.

The Secretary announced the presence of a quorum of the Committee. Other Trustees and members of the administrative staff were also present.

**III. APPROVAL OF MINUTES OF PRIOR MEETING**

Chair Murphy called for corrections or additions to the minutes of the December 16, 2011 meeting of the Trusteeship Committee. There being no corrections or additions, Trustee Stansberry moved approval of the minutes, and Trustee Gallimore seconded. The motion carried unanimously.

**IV. BYLAW AMENDMENTS TO CREATE A HEALTH AFFAIRS COMMITTEE AS A STANDING COMMITTEE OF THE BOARD**

Chair Murphy recognized Secretary Mizell to present the text of the proposed Bylaw amendments (Exhibit 1). Trustee Blackburn asked Dr. DiPietro to discuss the reason for creating the new committee. Dr. DiPietro explained that as Chancellor

Schwab and the Health Science Center continue to develop practice plans, the arrangements become more complex, and future opportunities are likely to present risks that will need review by the Board. The Health Affairs Committee would be responsible for reviewing those transactions and keeping the Board engaged.

Trustee Gallimore moved approval of the Bylaw amendments to create a Health Affairs Committee as a standing committee of the Board. Trustee Stansberry seconded the motion, and the motion carried unanimously.

**V. VICE CHAIR'S RECOMMENDATION FOR APPOINTMENT OF A TRUSTEE FROM SHELBY COUNTY OR THE NINTH CONGRESSIONAL DISTRICT TO THE HEALTH AFFAIRS COMMITTEE**

Secretary Mizell reminded the Committee that appointments to standing committees are made by the Board, on the recommendation of the Vice Chair with the advice and consent of the Trusteeship Committee. Since none of the ex-officio members of the Health Affairs Committee is from Shelby County or the Ninth District, the Vice Chair needs to recommend a Trustee for appointment (Exhibit 2).

Vice Chair Stansberry recommended Monice Hagler for appointment to the Health Affairs Committee. Trustee Gallimore moved that the Committee consent to Vice Chair Stansberry's recommendation of Monice Hagler to serve as a member of the Health Affairs Committee upon its creation. Mrs. Blackburn seconded the motion, and it carried unanimously.

**VI. BOARD AND INDIVIDUAL TRUSTEE SELF-ASSESSMENT PROCESS**

Secretary Mizell presented revised self-assessment forms for the Committee's consideration (Exhibit 3). Trustee Gallimore asked for an explanation of the process after the self-assessment forms are completed. Ms. Mizell explained that to encourage Trustees to be as candid as possible and preserve confidentiality, responses are submitted directly to the Chair of the Committee. In the past, the Chair has prepared an aggregate summary and presented it to the Trusteeship Committee and the full Board, with recommendations for improvement as appropriate. The Committee discussed the desire to capture feedback from Trustees whose terms are scheduled to expire May 31, 2012. Dr. DiPietro noted that as a standard procedure, he began interviewing retiring Trustees in 2011 and plans to continue to do so.

Trustee Stansberry moved approval of the revised self-Assessment forms and further moved that the self-assessment process be conducted before May 31, 2012

and reported at the Annual Meeting in June 2012. Trustee Blackburn seconded the motion, and the motion carried unanimously.

**VII. UPDATE ON AGB NATIONAL CONFERENCE AND OTHER PROFESSIONAL DEVELOPMENT ACTIVITIES**

Secretary Mizell stated the AGB's National Conference on Trusteeship would be held April 20-24, in Washington, D.C., and the President's office will fund the registration fee for the President, Vice Chair of the Board, and a representative of the Trusteeship Committee. Ms. Mizell reviewed the conference session topics on the AGB website.

**VIII. OTHER BUSINESS**

Chair Murphy called for 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, Secretary