

THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

MINUTES OF THE TRUSTEESHIP COMMITTEE

May 13, 2014
Nashville, Tennessee

The Trusteeship Committee of The University of Tennessee Board of Trustees met at 12:45 p.m. CDT on Tuesday, May 13, 2014, 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

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

James L. Murphy, III, Chair
Joseph A. DiPietro
J. Brian Ferguson
Betty Ann Tanner
Tommy G. Whittaker

The Secretary announced the presence of a quorum of the Committee.

III. MINUTES OF LAST MEETING

Chair Murphy called for any corrections to the minutes of the January 17, 2014 meeting of the Committee. There being none, Trustee Ferguson moved approval of the minutes as presented. Trustee Whittaker seconded the motion, and the motion carried unanimously.

IV. OPENING REMARKS BY COMMITTEE CHAIR

Chair Murphy asked Vice Chair Ferguson to comment on a possible topic for this year's workshop in September. The Vice Chair said the Executive and

Compensation Committee had begun discussing UT's business model. The administration has acknowledged that revenue and cost curves are not aligning, and that it will begin looking at making adjustments at all locations. The administration's analysis will possibly be considered at the workshop. Due to the importance of this matter and the need for timely action, this topic would replace research as the focus of the workshop. Chair Murphy concurred that the issue of cost and revenue is the University's highest priority, and he suggested the Board be prepared to make the tough decisions regarding the missions UT will continue to serve.

Vice Chair Ferguson said the consultant conducting President DiPietro's comprehensive performance review had advised that he had never worked with a president whose constituents held such a reservoir of good will for their leader and who had such a supportive group of advocates. He believes this will bode well for the University because everyone trusts he will always do what is in the best interest of the University. The Secretary noted that the Executive and Compensation Committee will meet on the morning of the workshop, and the consultant will present his comprehensive presidential performance review and recommendations at that time.

V. REVIEW OF TRUSTEESHIP COMMITTEE CHARTER

Suggesting that the Committee should review its charter (Exhibit 1) annually, the Secretary pointed out the Committee's responsibility to ensure the Board has an effective committee structure. She said the current committee structure has been in place for more than ten years and recommended the Committee consider whether any changes are needed. She noted that AGB's 2011 survey indicated the most commonly added committees were Audit and Trusteeship, and the most commonly eliminated committees were Buildings and Facilities and Advancement and Development. Committee members briefly discussed the existing committees and concluded the current structure is satisfactory and that the greater need is to focus on the content for each committee.

Trustee Tanner commented that new Trustee orientation is one of the most important responsibilities of the Committee. The Secretary said that ideally, when feasible, new Trustees and their mentors should be brought to campus for a full day soon after their appointments, rather than just a few hours before the fall meeting. Committee members agreed.

The Secretary mentioned the Committee's responsibility for oversight of continuing education opportunities for Trustees. She suggested that members of the Committee consider modeling expectations by reading AGB literature and discussing it in their meetings. Chair Murphy suggested adding a specific item to the Committee agenda, and Trustee Ferguson suggested presenting an annual overview of governance at the workshop.

VI. REVISION OF ACADEMIC AFFAIRS AND STUDENT SUCCESS COMMITTEE CHARTER

The Secretary reminded the Committee that one of their responsibilities is to assure that all standing committees operate under an effective charter. A revision of the Charter for the Academic Affairs and Student Success Committee is proposed to address an issue raised by the Southern Association of Colleges and Schools (SACS) during an accreditation review. The review team questioned the following language in the charter:

Student groups meet with the committee on a regular basis to discuss issues related to academic policies and student life.

Vice President Katie High responded with a proposal to revise this provision to clarify its intent and conform to actual practice. The proposed revision reads as follows:

Presidents of the undergraduate and graduate student government associations at UT Chattanooga, UT Health Science Center, UT Knoxville, and UT Martin serve as non-voting members of the committee and participate in committee meetings to provide a student perspective on matters related to academic policies and student life.

In addition, the revised charter reflects the new name of this Committee (changed from "Governance" to "Trusteeship").

Trustee Whittaker moved that the proposed revision of the charter for the Academic Affairs and Student Success Committee be recommended to the Board of Trustees for approval, subject to the prior approval of the Academic Affairs and Student Success Committee at its meeting on June 19, 2014 (Exhibit 2). Trustee Ferguson seconded the motion, and it carried unanimously.

VII. REAPPOINTMENT OF UT MEMBERS TO THE UNIVERSITY HEALTH SYSTEM BOARD OF DIRECTORS

The President informed the Committee that the appointments of Dr. Johnson and Mr. Strickland to the University Health System Board of Directors will expire on June 30, and they are eligible for reappointment. The Nominating Committee of the UHS board has recommended reappointment of Dr. Johnson and Mr. Strickland, and President DiPietro concurs with their reappointment for another three-year term.

Trustee Tanner moved that the reappointment of Dr. Joseph E. Johnson and Mr. Michael Strickland to the Board of Directors of University Health System, Inc., for a three-year term beginning July 1, 2014 and ending June 30, 2017 be recommended to the Board of Trustees for approval (Exhibit 3). Trustee Whittaker seconded the motion, and it carried unanimously.

VIII. AUTHORIZATION FOR THE VICE CHAIR TO MAKE COMMITTEE AND COMMITTEE CHAIR APPOINTMENTS

Chair Murphy stated that because the Governor has six Trustee appointments or reappointments to make this year, the final composition of the Board for 2014-15 is not yet known. Therefore, in keeping with past practice, it was recommended that the Vice Chair be given authority to fill affected positions until the October Board meeting.

Trustee Whittaker moved that the Vice Chair be authorized to make any necessary committee and committee chair appointments after Trustee appointments or reappointments have been made, subject to review by the Trusteeship Committee at a subsequent meeting and further subject to ratification by the Board at the Fall Meeting on October 3, 2014 (Exhibit 4). Trustee Tanner seconded the motion, and it carried unanimously.

IX. OTHER BUSINESS

There was no other business to come before the Committee for action.

X. ADJOURNMENT

There being no further business, the meeting was adjourned.

Respectfully Submitted,


Catherine S. Mizell, Secretary