

MINUTES OF THE GOVERNANCE COMMITTEE  
BOARD OF TRUSTEES

THE UNIVERSITY OF TENNESSEE

September 22, 2006  
Knoxville, Tennessee

The Governance Committee of the Board of Trustees of The University of Tennessee met at 2:00 p.m., Eastern Daylight Time, Friday, September 22, 2006 in the Board Room, Andy Holt Tower, Knoxville, Tennessee.

**I. CALL TO ORDER**

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

**II. ROLL CALL**

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

Ms. Johnnie Amonette  
Mr. Spruell Driver  
Mrs. Andrea Loughry  
Mr. James L. Murphy, III  
Mr. Don C. Stansberry, Jr.

Due to a scheduling conflict, President Petersen was unable to attend the meeting.

The Secretary announced the presence of a quorum.

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

Chair Murphy called for corrections or additions to the minutes from the June 21, 2006 meeting of the Committee. There being none, Mr. Stansberry moved approval of the minutes. Mr. Driver seconded, and the motion carried unanimously.

**IV. APPROVAL OF BYLAW AMENDMENTS**

Chair Murphy referred the Committee to the proposed Bylaw amendments included in the meeting materials (Exhibit 1) and asked Ms. Mizell to present the proposed amendments to the Committee.

Ms. Mizell reviewed the first four proposed amendments, noting that they represented editorial changes or clarifications. There being no questions, she discussed the fifth proposed amendment, regarding the authority of the Chair of the Governance Committee to preside at meetings of the Board in the absence of the Chair and Vice Chair. She stated that this amendment was proposed because the

Bylaws currently provide for the Chair of the Executive and Compensation Committee to preside at meetings in the absence of the Chair and Vice Chair. However, because the Chair of the Executive and Compensation Committee is now the Vice Chair of the Board, the Bylaws must provide an alternative in the absence of both the Chair and Vice Chair of the Board.

Ms. Mizell next discussed the sixth and eighth proposed amendments regarding a recently enacted statutory exception to the Open Meetings Act for certain matters coming before the Audit Committee. She noted that the proposed amendment is broad enough to encompass all current and future statutory exceptions to the Open Meetings Act.

Ms. Mizell discussed the seventh proposed amendment regarding the composition of the Executive and Compensation Committee of the Board. She stated that the proposed amendment would provide for including the immediate past Vice Chair as an ex officio voting member of the Committee. She noted that this amendment would promote continuity by allowing the Committee to have the benefit of the former Vice Chair's experience. The Chair and other members of the Committee expressed their concurrence with the benefit of this proposed change.

Ms. Mizell discussed the ninth proposed amendment noting that the purpose of the amendment would be to leave the formation of a Chancellor's advisory council to the discretion of each Chancellor rather than making the council mandatory. Ms. Mizell noted that the particular advisory council described in the current Bylaw provision is active only at UT Chattanooga. Mr. Driver asked why the other Chancellors have not established these councils. Ms. Mizell explained the evolution of the current Bylaw provision from the former UTC and UTM Liaison Committees of the Board. When the liaison committees were dissolved as part of the 2004 restructuring of Board committees, which included the addition of faculty, student, and staff representatives on the Outreach and Academic Affairs and Student Life Committees. Ms. Mizell stated that the Knoxville, Martin, and Health Science Center campuses have other effective avenues for soliciting input from various constituents.

A discussion ensued regarding other avenues that allow for community involvement and serve similar purposes as the advisory council at UTC. The consensus of the Committee was that the Chancellor's advisory council should be discretionary with the Chancellor.

Ms. Mizell discussed the tenth proposed amendment regarding a vacancy in the office of the President or other elected officer position. Ms. Mizell explained that the Bylaws do not currently provide for appointment of an interim President during a presidential search process or for the President to make interim or acting appointments to other elected officer positions. She noted that the amendment would provide expressly for the Executive and Compensation Committee to appoint an interim President in the event of a vacancy between regular Board meetings.

Ms. Mizell discussed the final proposed amendment, another editorial change.

Ms. Amonette moved approval of the Bylaw amendments. Mr. Driver seconded the motion, and the motion carried unanimously.

Ms. Mizell noted that since the amendments will be presented to the full Board for approval in November, she will include them in the materials for the November meeting of the Governance Committee.

## **V. DISCUSSION OF OTHER BYLAW MATTERS**

Ms. Mizell next called the Committee's attention to several other provisions in the Bylaws that might be the subject of amendment at a future meeting (Exhibit 1).

Because of time constraints, the Committee's discussion was limited to the subject of officers of the University, including which positions the Board should elect. The Committee discussed the rationale for reserving to the Board the authority to elect and remove certain officers of the University, including the importance of officers having access to the Board and independence from the President. The Chair asked that Ms. Mizell solicit President Petersen's opinion on this subject. After further discussion, the Committee determined to consider the matter further at its next meeting.

## **VI. DISCUSSION OF BOARD AND INDIVIDUAL TRUSTEE EVALUATION FORMS**

Chair Murphy stated that the Governance Committee charter calls for the Committee to develop self-evaluation forms for the Board as a whole and for individual Trustees (Exhibit 2). At the June meeting, the Committee considered draft evaluation forms and asked Ms. Mizell to solicit comments from the full Board. Ms. Mizell noted that the only substantive feedback is Vice Chair Andrea Loughry's suggestion that the form include a reference to keeping informed about higher education issues. Ms. Loughry noted that she had received feedback to the effect that certain items on the Trustee evaluation form, such as securing gifts for the University, were not understood to be a responsibility of Trustees. Ms. Loughry asked that the forms be included in new Trustee orientation sessions. The Chair suggested that the evaluation forms be sent to Trustees between the Winter and Annual meetings each year.

Ms. Amonette moved approval of the Board and Individual Trustee Evaluation Forms. Mr. Driver seconded the motion, and the motion carried unanimously.

**VII. OTHER BUSINESS**

The Chair noted that there was no other business for the Committee.

**VIII. ADJOURNMENT**

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

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Catherine S. Mizell  
Vice President, General Counsel and Secretary