

THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE EXECUTIVE AND COMPENSATION COMMITTEE

December 18, 2017  
Knoxville, Tennessee

The Executive and Compensation Committee of The University of Tennessee Board of Trustees met at 2:00 p.m. EST on Monday, December 18, 2017, on the campus of The University of Tennessee, Knoxville.

**I. CALL TO ORDER**

Raja J. Jubran, Vice Chair of the Board and Committee Chair, called the meeting to order.

**II. ROLL CALL**

The Secretary noted the requirements for meetings conducted with members participating by telephone or video, including the requirement that all votes be conducted by roll call. She announced all persons present at the meeting location in Knoxville and then proceeded to call the roll. The following members of the Executive and Compensation Committee were present:

Shannon A. Brown (by telephone)  
Joseph A. DiPietro  
Spruell Driver, Jr. (by telephone)  
William E. Evans (by telephone)  
D. Crawford Gallimore (by video)  
Vicky B. Gregg (by telephone)  
Raja J. Jubran  
Sharon J. Miller Pryse

The Secretary announced the presence of a quorum. Trustees Smith and Wharton were present in Knoxville, and Trustees Cooper and McBride participated remotely by telephone or video. Administrative staff, faculty, and a reporter were present in Knoxville. Those participating remotely acknowledged that no one else was present at their location.

### **III. MINUTES OF THE LAST MEETING**

Chair Jubran called for any additions or corrections to the minutes of the May 3, 2017 meeting as presented in the meeting materials. Hearing none, Trustee Pryse moved approval of the minutes. Trustee Evans seconded, and the motion carried by roll-call vote (Exhibit 1).

### **IV. PRESIDENT'S REPORT**

Dr. DiPietro reported that a search for a Vice President for Human Resources to replace retiring Linda Harig would begin in January and that the search for a system-wide Title IX coordinator continues. He also reported that a marketing campaign would be launched in February, and he reminded the Trustees of the State of the University address scheduled for February 18. He concluded his remarks by noting that he looks forward to another record low tuition increase this year.

### **V. PROPOSED REVISIONS TO POLICIES GOVERNING ACADEMIC FREEDOM, RESPONSIBILITY, AND TENURE**

President DiPietro called the Committee's attention to proposed revisions to the Board's tenure policy (Exhibit 2). Reminding the Committee that the proposed revisions arose out of discussion at the August 17, 2017 workshop and had been discussed in general terms at the Academic Affairs and Student Success Committee on November 3, 2017, he summarized the revisions as follows:

1. Revising the current language about a faculty members' academic freedom in the classroom to conform to the "Campus Free Speech Protection Act" enacted by the General Assembly earlier in 2017; and
2. Providing a hearing under the Uniform Administrative Procedures Act as a post-termination option, but continuing to offer the option to choose instead another type of due process hearing before termination (except in specified cases of serious misconduct).

President DiPietro explained that changing the UAPA hearing to a post-termination hearing means that the faculty member will not remain on the University payroll while the UAPA process is carried out, which can take up to two years. He added that if the faculty member prevails in the UAPA process, reinstatement and restitution of lost compensation would be provided. Because

the Board of Trustees will not meet again until March 23, 2018, the President asked that Committee act on behalf of the Board to approve the policy revisions so they will be effective immediately.

Trustee Evans asked the President to remind the Committee of how the proposed revisions had been vetted by faculty leadership. President DiPietro responded that Vice President Linda Martin and Associate Vice President India Lane had worked closely with the University Faculty Council and faculty senate leadership to obtain faculty feedback. Vice President Martin added that although not unanimous, there is general support for these revisions and no significant pushback. Chair Jubran said the faculty seem to recognize that needed change should be pursued within the University rather than allowing change to be forced from outside.

Chair Jubran then called for the motion as presented in the materials. Trustee Pryse moved adoption of the following Resolution:

**RESOLVED: The Executive and Compensation Committee, acting on behalf of the Board of Trustees, approves the proposed revisions to Policies Governing Academic Freedom, Responsibility, and Tenure as presented in the meeting materials.**

Trustee Gregg seconded the motion. A roll-call vote was taken, and the motion carried (Exhibit 3).

## **VI. PROPOSED POLICY ON SETTING FACULTY SALARIES UPON CONCLUSION OF ADMINISTRATIVE APPOINTMENTS**

President DiPietro called the Committee's attention to the proposed Policy on Setting Faculty Salaries upon Conclusion of Administrative Appointments (Exhibit 4), noting that the policy arose out of questions discussed at the August 17 workshop. He explained that the proposed policy distinguishes between salary-based administrative appointments and stipend-based appointments. He emphasized that for salary-based appointments, the policy requires that the faculty salary be set at the end of the administrative appointment rather than at the beginning (which has been the historical practice). The policy establishes a range for the faculty salary and the factors to be considered in establishing the salary within that range. The policy also includes a provision for the Board to approve an exception to the range in the case of an administrator who has provided extraordinary administrative service to the University. For stipend-based appointments, President DiPietro explained the policy distinctions between full-time and part-time administrative appointments with respect to merit and

across-the-board salary increases. Because the Board of Trustees will not meet until March 23, 2018, the President asked that the Committee act on behalf of the Board to approve the proposed policy so it will be effective immediately.

Trustee Smith asked how “extraordinary service” would be determined, expressing concern that exceptions to the policy might become the rule. Chair Jubran acknowledged the risk but said the option to make an exception is needed. The Secretary noted that the risk is mitigated somewhat by the fact that proposed exceptions to the policy will have to be presented to the Board in a public meeting.

Chair Jubran called for the motion presented in the materials. A member moved adoption of the following Resolution:

**RESOLVED: The Executive and Compensation Committee, acting on behalf of the Board of Trustees, approves the proposed Policy on Setting Faculty Salaries upon Conclusion of Administrative Appointments as presented in the meeting materials.**

The motion was seconded and carried by roll-call vote (Exhibit 5).

## VII. OTHER BUSINESS

There was no other business to come before the Committee.

## VIII. ADJOURNMENT

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

Respectfully Submitted,

  
Catherine S. Mizell, Secretary