

THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

MINUTES OF THE SPRING MEETING
March 23, 2018
Memphis, Tennessee

The Spring Meeting of The University of Tennessee Board of Trustees was held at 1:00 p.m. CDT, on Friday, March 23, 2018, in the O.D. Larry Dining Hall in the Student Alumni Center on the campus of The University of Tennessee Health Science Center in Memphis.

I. CALL TO ORDER AND INVOCATION

Raja J. Jubran, Vice Chair of the Board, called the meeting to order. Dr. Stacy Smith, Director of Education and Innovation for the Faith and Health Division of the Methodist Healthcare System, offered the invocation.

II. ROLL CALL

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

Raja J. Jubran, Vice Chair
Charles C. Anderson, Jr.
Shannon A. Brown
George E. Cates
Terrance G. Cooper
Susan C. Davidson
Joseph A. DiPietro
Spruell Driver, Jr.
William E. Evans
John N. Foy
D. Crawford Gallimore
Vicky B. Gregg
Brad A. Lampley
Andrew P. McBride
Sharon J. Miller Pryse
Rhedona Rose
David A. Shepard
Rachel M. Smith
Jai Templeton
John D. Tickle
Julia T. Wells
Charles E. Wharton

The Secretary announced the presence of a quorum. Governor Haslam, Commissioner McQueen, Executive Director of THEC Mike Krause, and Trustee Whittaker were unable to attend the meeting. Administrative staff, faculty, members of the public, and media representatives were present. The meeting was also webcast for the convenience of the University community, the general public, and the media.

III. OPENING REMARKS BY VICE CHAIR

The Vice Chair, on behalf of the Board, thanked Chancellor Schwab for hosting a wonderful reception and dinner, the opportunity to tour the new Center for Health Improvement and Patient Simulation, and to meet some of the students, the “customers” we serve and to whom we have a fiduciary responsibility.

IV. CONSENT AGENDA

The Vice Chair noted that the action items in the Consent Agenda, except for A, B and C.1., were recommended to the Board for approval by committees. For the benefit of the audience, he explained that most Trustees attended the committee meetings and were able to participate in the discussion. He called for any requests from the Trustees to move an item from the Consent Agenda to the Regular Agenda. Hearing none, he called for a motion to approve the Consent Agenda, consisting of the following items:

- A. Minutes of the Last Meeting
- B. Items Recommended by the Executive and Compensation Committee
 - 1. Disposal of Property Located at East 8th Street in Chattanooga (Exhibit 1)
 - 2. Disposal of Property Located at 294 Summar Drive in Jackson (Exhibit 2)
- C. Items Recommended by the Health Affairs Committee
 - 1. Designation of UT-Memphis Pathology Group as a College of Medicine Faculty Practice Plan and Authorization for Execution of an Affiliation Agreement with Memphis Pathology Group, P.C. (Exhibit 3)
 - 2. Designation of a Newly Formed Professional Corporation as the College of Medicine’s Primary Faculty Practice Plan for Adult Oncology Services and Authorization for Execution of a Master Transaction Agreement and Associated Transactional Agreements with Methodist LeBonheur Healthcare and The West Clinic, P.C., or its Successor (Exhibit 4)
 - 3. Designation of West Tennessee Medical Group, Inc. as the College of Medicine’s Faculty Practice Plan for Family Medicine in the Jackson, Tennessee, Service Area and Authorization for Execution of an Affiliation Agreement with West Tennessee Medical Group, Inc. (Exhibit 5)
- D. Items Recommended by the Academic Affairs and Student Success Committee
 - 1. Statement of Commitment to Graduate Medical Education (Exhibit 6)
 - 2. Institutional Mission Profile Statements (Exhibit 7)
 - 3. Proposed Revisions to UTHSC Faculty Handbook (Exhibit 8)

4. Tenure Recommendations for Three UTK Faculty Members under Expedited Procedures (Exhibit 9)
 5. Tenure Recommendations for Three UTHSC Faculty Members under Expedited Procedures (Exhibit 10)
 6. UTIA Ten-Year Strategic Plan with Revised Mission Statement and Vision Statement (Exhibit 11)
 7. UTK Doctor of Education (Ed.D.) Program Modification (Exhibit 12)
 8. UTC B.S. in Business Administration Program Modification (Exhibit 13)
 9. UTC B.S. in Computer Engineering Program Modification (Exhibit 14)
- E. Items Recommended by the Finance and Administration Committee
1. UTC "Take 15, Graduate in 4" Tuition Model (Exhibit 15)
 2. UTK Tuition and Fee Structure for Online Programs/Increase in Online Support Fee (Exhibit 16)
 3. UTK Flexible Schedule J.D. Program Per-Credit-Hour Tuition Model (Exhibit 17)
 4. UTHSC FY 2018-19 Student Tuition and Fees (Exhibit 18)
 5. Revised FY 2018 Operating Budget (Exhibit 19)
 6. Transfer of UHS Proceeds to UT Research Foundation to Fund Infrastructure for a Statewide Clinical Trial Network (Exhibit 20)
 7. Revision of the Board Policy on Housing for Senior-Level Administrators (Exhibit 21)

Trustee Pryse moved approval of the Consent Agenda; Trustee Driver seconded; and the motion carried by a roll-call vote (Exhibit 22).

V. REPORT OF THE PRESIDENT

President DiPietro reported on the following (Exhibit 23):

- Tuition remains low, four consecutive fiscal years of tuition increases at 3 percent or lower. He commended the campuses for their hard work on the BAG initiative. He thanked the State legislature for their support. Governor's budget was very strong for UT enabling us to keep tuition low, to sustain our BAG initiative and maintain a sustainable model for UT for the future.
- Current System level searches ongoing for, System Title IX Coordinator, Vice President for Human Resources and Vice President for Development and Alumni Affairs. Discussion of ongoing review of current offices for System level Human Resources and for Vice President for Development and Alumni Affairs conducted by Bob Smith, Special Advisor to the President for Leadership and Talent Development.
- More than 10,000 students completed the 2017 My Campus Student Experience Survey. Overall 82% satisfied with climate on campus and 84% comfortable with

climate in classrooms. Responses at UTM were some of the highest rates the surveyors had ever seen.

- Third State of the University address was presented in Nashville on February 28th. President's Awards recipients were Trevor Sweatman, UTHSC, Dr. Samuel Dagogo-Jack, UTHSC, Elizabeth Strand, UTK, and Charley Deal, UTM.
- New UT System marketing campaign, "Everywhere you look, UT." Helps tell the story of the work being done by this great University that benefits all Tennesseans.

Upon Dr. DiPietro's conclusion of his report, Vice Chair Jubran asked, first, what is keeping the President up at night, and second, what can the Board do to be a more strategic partner with you. Dr. DiPietro responded that what keeps him up at night more than anything is contemplating a downturn in the robust economy Tennessee has enjoyed for the past five years. He said he thinks about whether, during these good times, we are extracting all of the efficiencies we can and best preparing for this economy to begin to slip a little bit. In response to the second question, he said the Board needs to continue to interact with the administration and continue to be truth tellers, telling us tell us when we have areas in which we need to improve or help us consider a new approach. Having the collective wisdom of the Trustees helps us get stronger and better, and this Board's willingness to have those hard conversations makes the institution better.

Trustee Tickle raised two concerns, asking first how the 11% UTC in-state maintenance fee increase due to implementing the "Take 15, Graduate in 4" tuition model in 2019 would be perceived by constituents. Dr. DiPietro responded that the money will be used to advance student success and graduation rates, and the University will just have to make sure it is explained thoroughly and properly. Second, Trustee Tickle said the campus development officers have raised significant amounts of money, but he, as a donor, is concerned about expenditures for the office of the UT Foundation President. He added the amount should be minimized, and more money should be allocated to those on the ground raising money for UT. Dr. DiPietro responded that the foundation is being reviewed to determine whether the pro forma that was developed a decade ago still works. He said everything is on the table he understands Trustee Tickle's concern.

VI. NAMING OF THE PAVILION AND OUTDOOR CLASSROOM IN THE UT GARDENS

Dr. DiPietro recommended naming the new pavilion and outdoor classroom in the UT Gardens the "McIlwaine Friendship Pavilion and Outdoor Classroom" in honor of the late Henry W. McIlwaine to recognize his generous philanthropy and service in support of the UT Gardens. Chancellor Cross and Interim Vice President Witcher concur. (Exhibit 24).

The Vice Chair designated this item for the full Board agenda because the Advancement

and Public Affairs Committee is not meeting in conjunction with this meeting of the Board. The Vice Chair called for a motion and second to adopt the Resolution as presented in the meeting materials. Dr. DiPietro moved adoption of the following resolution:

RESOLVED: The Board of Trustees approves naming the pavilion and outdoor classroom in the UT Gardens the "McIlwaine Friendship Pavilion and Outdoor Classroom" in honor of the late Henry W. McIlwaine, Jr., to recognize his generous philanthropy and service in support of the UT Gardens.

Trustee Pryse seconded; and the motion carried unanimously.

VII. REPORT OF THE EXECUTIVE AND COMPENSATION COMMITTEE

Vice Chair Jubran reported that the Executive and Compensation Committee acted on behalf of the Board on two Board policy items since the last meeting of the Board to allow them to take effect immediately. The need for these policy items was discussed at the August 17, 2017 Board workshop on tenure and evaluation of tenured faculty, and there was consensus among Trustees that they needed to be in place as soon as possible:

1. Policy on faculty salaries for administrators upon conclusion of administrative appointments, and
2. Revisions to the tenure policy to make the UAPA hearing option available only after termination but continuing to make a pre-termination hearing available through a University Tribunal.

Drafts of these items were submitted to the University Faculty Council on October 5, 2014 with a November 14 due date for comment. Drafts were also included in materials for the November 3 Board meeting. He stated that no action is required.

VIII. REPORT OF THE ACADEMIC AFFAIRS AND STUDENT SUCCESS COMMITTEE

A. Proposed Revisions to Board Policies on Academic Freedom, Responsibility, and Tenure

Vice Chair Jubran recognized Trustee Gregg, Chair of the Academic Affairs and Student Success Committee, to report on the Committee's recommendation on proposed revisions to the tenure policy (Exhibit 25).

Trustee Gregg reported that at the Academic Affairs and Student Success Committee met earlier in the day, and President DiPietro presented the administration's proposed revisions to the Board Policies on Academic Freedom, Responsibility, and Tenure. Most Trustees were present at the meeting and able to participate in the discussion.

After a robust discussion of the proposed revisions, the Committee approved a motion to recommend that the Board adopt the Resolution set out in the materials approving the revisions and defining a later effective date for certain provisions that require development of implementing procedures.

On the recommendation of the Academic Affairs and Student Success Committee, Trustee Gregg moved adoption of the Resolution set out in the materials.

RESOLVED: The Board of Trustees approves the proposed revisions to the Board Policies on Academic Freedom, Responsibility, and Tenure to be effective as of March 23, 2018, except as provided below:

1. The standard six-year probationary period shall apply to all tenure-track appointments made after March 23, 2018. The required campus policies and procedures to govern a faculty member's application for tenure before the sixth year shall be submitted to the Board no later than the last regular Board meeting in 2018 and shall be effective upon approval by the Board.
2. The requirement of an Enhanced Tenure-Track Review (ETTR) in the third or fourth year of the probationary period shall be effective as of July 1, 2019 but shall not apply to any tenure-track faculty member who has completed the fourth year of his or her probationary period by that date. The campuses shall present proposed ETTR procedures to the Board for approval no later than the last regular meeting of the Board in 2018.
3. (a) Any revision of campus procedures needed to comply with the new minimum components of the tenure review process stated in Appendix A (for example, the requirement of external reviews of all tenure candidates and the requirement of peer review of teaching) shall be effective upon approval by the Board. The campuses shall submit any revised procedures to the Board no later than the June 22, 2018 meeting.

(b) The departmental procedures required by Appendix A shall be effective upon approval by the dean and the chief academic officer. Departments shall submit the required procedures for approval no later than November 30, 2018 and shall be effective beginning with the next tenure review cycle following approval.
4. The departmental criteria for tenure required by Article III, Section F, of the policy shall be submitted to the dean and the chief academic officer for approval no later than November 30, 2018 and

shall be effective beginning with the next tenure review cycle following approval.

5. The requirement of a periodic comprehensive review of all tenured faculty no less often than every six years shall be effective upon Board approval of the review procedures for each campus recommended by the President. The President shall recommend the procedures to the Board no later than the last regular meeting of the Board in 2018.

AND FURTHER RESOLVED: At the June 22, 2018 regular meeting of the Board, the President shall recommend revisions to the procedures outlined in Appendices B and C of the policy to ensure that pre-termination hearing processes are conducted in an efficient and timely manner so that a recommendation is presented to the Chancellor no later than 120 days after written notice of proposed termination was provided to the faculty member.

As a recommendation of a committee, no second was required. Vice Chair Jubran called for any discussion. Trustee Wharton said he voted against the resolution at the Committee meeting when changes he requested were not accepted by the Committee, and therefore he would continue to oppose the resolution. The motion carried, with Trustee Wharton voting against.

Vice Chair Jubran added that the primary goal of the Board is to enhance academic excellence, transparency and accountability, and he thanked the President and his team for working through policy revisions since the August 17, 2017 workshop cooperatively with all interested parties and with complete transparency.

IX. REPORT OF THE AUDIT AND COMPLIANCE COMMITTEE

Committee Chair Gallimore made the following report of the work of the Audit and Compliance Committee since the last Board meeting.

At the Audit and Compliance Committee's meeting in November, we reviewed the status of the 2017 audit plan, received an update on outstanding audit issues, reviewed the investigations in progress, received a litigation update, and reviewed information security status reports. We also approved the plans and priorities of the Office of Audit and Compliance for 2018.

One significant project conducted in 2017 was the implementation of UT's enterprise risk management framework. This work was required to comply with updated state guidance. The goal is to provide a comprehensive view of the University's risks in terms of the mission and objectives. Judy Burns

of internal audit led the implementation and worked closely with executive vice president—Tonja Johnson, the strategic planning team members and goal champions, and other members of the president’s staff to implement a process that was compliant with the state statute and guidance, was not burdensome, and was beneficial for UT System.

At our committee meeting, we reviewed the results of the 2017 risk assessment and the risk themes identified and documented during the process. For 2018, the work will transition to the executive vice president’s office; however, the Audit and Compliance Committee will continue to review the University’s risk assessment each year as required by our charter.

Also at our meeting, System Title IX Coordinator, Ashley Blamey, presented on Title IX and about the progress being made to implement the Title IX Commission recommendations. The System Title IX Coordinator will be issuing the first system-wide annual report in April which was one of the recommendations. Of importance, Dr. Blamey informed the Committee that UT Knoxville had implemented mandatory Title IX training for faculty and staff in the fall. Ninety-two percent of UTK faculty and staff took the training during the fall. System administration’s training window is currently open and completion results are already positive. The Committee will continue to receive updates at our meetings this year on progress being made.

In the fall, all board members should have received the audit reports of the chief executive officers completed by the internal audit team. Reports were on the president and all of the chancellors. The 2017 audit results continue to indicate that the CEOs are committed to being good stewards of the university’s financial resources and the university has established effective controls. The auditors provided one recommendation to strengthen entertainment procedures at the Institute of Agriculture. For 2018, audits will include the president and the chancellors at Knoxville and the Institute of Agriculture.

X. OTHER BUSINESS

There was no other business.

XI. ADJOURNMENT

With no further business to come before the Board, the Vice Chair adjourned the meeting.

Respectfully Submitted,


Catherine S. Mizell, Secretary