

THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE TRUSTEESHIP COMMITTEE

May 3, 2017  
Nashville, Tennessee

The Trusteeship Committee of The University of Tennessee Board of Trustees met at 2:00 p.m. CDT on Wednesday, May 3, 2017, in the offices of Adams and Reese LLP at 424 Church Street in Nashville, Tennessee.

**I. CALL TO ORDER**

Trustee Driver, Chair of the Trusteeship Committee, called the meeting to order.

**II. ROLL CALL**

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

Joseph A. DiPietro  
Spruell Driver, Jr.  
Raja J. Jubran  
Tommy G. Whittaker

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

**III. MINUTES OF THE LAST MEETING**

Chair Driver called for any corrections to the minutes of the August 30, 2016 meeting of the Committee. There being none, Trustee Jubran moved approval of the minutes as presented. Trustee Whittaker seconded, and the motion carried.

**IV. BOARD SELF-ASSESSMENT**

The Secretary noted that the Trusteeship Committee is charged with periodically conducting a self-assessment process for the Board as a whole and for individual Trustees. Chair Driver and the Secretary discussed the results of the most recent self-assessment (Exhibit 1) with the Committee. The Committee noted in particular the consensus among all Trustees that meetings would be more effective and efficient by allocating a greater amount of time to constructive discussion of

strategic issues rather than informational presentations.

## **V. ORIENTATION AND CONTINUING EDUCATION PLANS**

The Secretary reminded the Committee that at their August 30, 2016 meeting, the Committee reviewed proposed plans for Trustee orientation and continuing education. At that time, the Committee expressed strong support for the plans but deferred action until the plans could be circulated to the other Trustees for review and comment. She stated that in response to thoughtful comments from several Trustees, and after further consideration of the plans overall, several revisions were made (Exhibit 2). In response to a question from Trustee Pryse, the Secretary said the recently enacted FOCUS Act requires the Tennessee Higher Education Commission (THEC) to provide an orientation program for all public higher education governing board members in addition to any orientation provided by the individual boards. She added that the FOCUS Act also requires THEC to provide an annual continuing education program. The THEC Summit on August 18 is the first THEC continuing education program. Trustee Pryse asked that the orientation and continuing education program provided for Trustees be complementary and not repetitive of the THEC programs.

The Chair called for a motion. Trustee Whittaker moved adoption of the following resolution:

Resolved: The Trustee Orientation and Continuing Education Plans are approved as presented in the meeting materials.

Trustee Jubran seconded, and the motion carried.

## **VI. BOARD WORKSHOP 2017**

The Committee discussed scheduling a Board workshop prior to the THEC Higher Education Summit scheduled for August 18 in Nashville. Dr. DiPietro and the Committee discussed possible topics, including tenure and evaluation of tenured faculty, prioritization and reallocation of academic resources, and carry-over fund balances (reserves).

## **VII. REVISED AUDIT AND COMPLIANCE COMMITTEE CHARTER**

Secretary Mizell said the Audit and Compliance Committee considered and approved revisions to its charter (Exhibit 3) to comply with the Institute of Internal Auditors' (IIA) professional standards and with 2016 amendments to the University's Bylaws. She explained that under the Bylaws, this Committee has authority to give final approval to the charter without further Board action. Chair

Driver moved that the Committee approve the revised Audit and Compliance Committee charter as presented in the meeting materials. Trustee Jubran seconded the motion, and the motion carried.

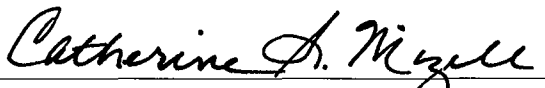
#### VIII. OTHER BUSINESS

There was no other business to come before the Committee.

#### IX. ADJOURNMENT

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

Respectfully Submitted,

  
Catherine S. Mizell, Secretary