

THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

MINUTES OF A SPECIAL MEETING

May 10, 2018

Nashville, Tennessee

Upon the call of the Vice Chair, a special meeting of The University of Tennessee Board of Trustees was held at 11:00 a.m. CDT, on Thursday, May 10, 2018, by teleconference originating from the offices of Adams and Reese, LLP, 424 Church Street, Suite 2700 in Nashville, Tennessee.

I. CALL TO ORDER AND INVOCATION

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

II. ROLL CALL

Secretary Catherine S. Mizell called the roll, and the following members were present in person or by telephone:

Charles C. Anderson, Jr.
Terrance G. Cooper
Spruell Driver, Jr.
William E. Evans
John N. Foy (joined by telephone after the roll call)
Crawford Gallimore
Vicky B. Gregg
Raja J. Jubran
Brad A. Lampley
Andrew P. McBride
Candice McQueen
Sharon J. Miller Pryse
David A. Shepard
Rachel M. Smith
Jai Templeton
John D. Tickle (joined by telephone after the roll call)
Julia T. Wells
Tommy Whittaker

The Secretary announced the presence of a quorum. The Secretary reminded the members of the requirements of the Open Meetings Act for meetings in which members participate by electronic means, and she identified those other than Trustees who were

present at the meeting location, including members of the senior administrative staff, a representative of the UT Knoxville Faculty Senate, and media representatives. Those not at the meeting location indicated that no one else was at their location.

III. OPENING REMARKS BY VICE CHAIR

The Vice Chair offered Professor Misty Anderson, incoming President of the UT Knoxville Faculty Senate, and anyone else who was not a Trustee the opportunity to address the Board, but hearing no requests, the Vice Chair proceeded with the agenda.

IV. RESOLUTION CONCERNING A VOTE OF FULL CONFIDENCE IN PRESIDENT JOE DIPIETRO

The Vice Chair noted that the only item of business for the meeting was the Resolution in the meeting materials concerning a vote of full confidence in President Joe DiPietro. For reference, the Vice Chair said the Board has evaluated Dr. DiPietro's performance annually, including a comprehensive evaluation during his fourth year in office, and has always been completely happy and satisfied with Dr. DiPietro's integrity and ethics in everything that he has done. He added that Dr. DiPietro has considered the Board as a strategic partner, and the Board appreciates that he has been instrumental in advancing this University, especially in the last five years, noting that he responded to what the state needed on many fronts and led that effort to get it done. The Vice Chair said the Board is disappointed by the resolution of censure passed by the UT Knoxville Faculty Senate and wants to express its opinion about Dr. DiPietro's great performance. He then referred to the Resolution before the Trustees in the meeting materials and called for a motion to adopt. Trustee Pryse moved adoption of the Resolution, and Trustee Gallimore seconded. The Vice Chair called for discussion.

Trustee Wells asked whether anyone had received feedback from the UT Knoxville Faculty Senate or the Student Government Association presidents expressing dissatisfaction with Dr. DiPietro's actions before that week. The Vice Chair responded that there had been discussion about outsourcing and tenure. Trustee McBride clarified that the Executive Council of the SGA at UTHSC was not a party to the recent letter from SGA presidents. Trustee Cooper added that the UTHSC Faculty Senate did not support the censure. Trustee Smith said representatives of the undergraduate Student Government Association have been in communication with her throughout the semester with concerns, mainly about Dr. DiPietro's support of the UT FOCUS Act. Trustee Driver said he had not received any recent communications but said he wanted to emphasize that Dr. DiPietro maintained throughout the process that each campus would make its own decision, and that is what happened.

Trustee Lampley asked Trustee Smith whether there was a formal vote taken by each Student Government Association on the joint statement Trustees received from the SGA

presidents earlier in the day or whether it was only a statement of the three presidents. Trustee Smith said she understood the presidents consulted with their executive cabinets but to her knowledge there was no formal vote. Trustee McBride confirmed that the Executive Council of the Student Government Association at UTHSC voted against participating in the joint letter from SGA presidents.

The Vice Chair commented that students are the University's clients and the most important thing about what the University does. He said he has known many students who have thought highly of Dr. DiPietro, and many faculty members as well. For that reason, he said, and in light of the recent censure resolution, it is very important to set the record straight and offer this Resolution by the Board of Trustees.

Trustee Evans said he agreed with everything the Vice Chair had said and is committed to voting in support of the Resolution indicating full confidence in President DiPietro but added that he did not see any value in point number one on page three of the Resolution, which expressed thoughts about whether the UT Knoxville Faculty Senate had sought the truth. He said he did not think they found the truth, but does not know what they did to seek it. He reiterated that he did not see value in making that a public argument between the Trustees and the Faculty Senate, knowing the Faculty Senate is a very small percentage of the total faculty. He said he would prefer that the Resolution be framed in a positive sense on points two and three being the Board's support of Dr. DiPietro and removing the expression of disappointment with the Faculty Senate.

The Vice Chair asked Trustee Evans if he was making a substitute motion, and Trustee Evans responded he was. Trustee Pryse, who made the original motion, accepted the substitution of Trustee Evans' motion, and the substitute motion was seconded. The Vice Chair called for discussion on Trustee Evans' substitute motion, and to be clear noted that the substitute motion by Trustee Evans deleted article one on page three of the Resolution. The Vice Chair added that the language being deleted from the Resolution was included to document that some of the statements in the censure resolution were not true and were unfair to Dr. DiPietro, who has done such a great job for the University. He mentioned increased appropriations from the state, increase in capital projects, and restoration of credibility in the institution and the office of President. He said he will vote in favor of the substitute motion because he agrees that an argument with the faculty is not productive as long as the reputations of Dr. DiPietro and the institution are protected.

The Secretary announced that Trustee Tickle had joined the meeting by telephone and informed him of those present at the meeting location in Nashville.

Trustee Cooper said he was not speaking for the UTHSC Faculty Senate or the University Faculty Council but was personally disappointed that a censure of this type was made. He said he did not think it was a course of action that should have been taken.

Trustee Pryse said the censure obviously was a result of the Chancellor Davenport situation. She said Dr. DiPietro asked for her opinion on the situation, and she believes the action was taken with thoughtful consideration about the ramifications for all parties.

The Vice Chair then addressed the repeated media coverage of the outsourcing issue. He said that at the Board meeting in which the campus outsourcing decisions were announced, he had reminded everyone that it was Dr. DiPietro who personally negotiated contract terms to protect the UT employees in maintenance and other facilities services. He added that Dr. DiPietro had been very transparent with the campuses, offered them the right to opt in or opt out, and once their decision was made, has never mentioned it again, but the issue keeps being raised in the media. The objective was to generate savings to be moved into teaching and research, but now outsourcing is off the table. With respect to tenure, the Vice Chair said Dr. DiPietro and the system administration have been transparent, beginning with the workshop in August 2017. He added that the tenure policy is a Board policy, and the goal has been to improve it and preserve tenure. Dr. DiPietro has been committed throughout to sharing proposals with the faculty.

Trustee Gallimore said that like Trustee Evans, he is disappointed in the Faculty Senate censure vote, and that part of the statement is true. He said he cannot speak to the level of their diligence in seeking the truth or to anything relative to the unfounded accusations, and therefore he would be fine with expressing disappointment but then ending that sentence after the word "disappointment." The Vice Chair asked Trustee Gallimore if he wanted to make that a substitute motion, and he replied he did. Trustee Evans asked for a restatement of how it would change. The Vice Chair said the statement would read "declare disappointment with the Knoxville Faculty Senate's censure resolution." Trustee Evans said he would accept that and withdraw his motion, and Trustee Pryse did likewise. The Vice Chair called for a second on Trustee Gallimore's motion, Trustee Whittaker seconded, and the Vice Chair called for any further discussion.

Trustee Lampley commented that Trustees do value the voice of the faculty, but he also was disappointed in the censure resolution and hopes that stronger communication and dialogue will prevail in the future. He said he would support Trustee Gallimore's motion.

Referring to the letter from SGA presidents, Trustee Pryse said it is important to understand the difference between the role of the President and the role of the Chancellor, and that much of the letter relates to the role of the Chancellor and students.

Further discussion ensued about better communication and building trust. Trustee Cooper commented that Dr. DiPietro has met with the University Faculty Council whenever asked except perhaps one occasion. On the issue of post-tenure review, he said it is an opportunity for 98% of the faculty to report and be proud of their achievements,

but for the other 2%, it might be about accountability. He added that the procedures for post-tenure review have not yet been developed, and the faculty will have an opportunity to participate in the development.

A Trustee called the question, and the Vice Chair asked the Secretary to take a roll-call vote on the motion made by Trustee Gallimore and seconded by Trustee Whittaker. The motion carried with only Trustee Smith voting “no.” Commission McQueen had to leave the meeting for a speaking engagement before the vote.

As adopted, the Resolution reads as follows (with deleted language shown in strikethrough):

THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

RESOLUTION

Vote of Full Confidence in President Joe DiPietro
May 10, 2018

WHEREAS, President Joe DiPietro has led The University of Tennessee System with humility, honor, and integrity since January 1, 2011; and

WHEREAS, President DiPietro has led the University under a strategic plan, “Defining the Future,” to align the University with the state’s goal to increase enrollment and graduation rates, enhance economic development, and respond to the changing needs of the state workforce; and

WHEREAS, under President DiPietro’s leadership, the University has experienced unprecedented growth in a number of areas, including enrollment, graduation rates, retention, and research; and

WHEREAS, President DiPietro has established credibility in the office of President, resulting in support by the Governor and the General Assembly for increased state appropriations which, in turn, have directly resulted in a record-setting fourth year of self-limited tuition increases of three percent or lower for University students and their parents; and

WHEREAS, under President DiPietro’s leadership, and due to the Governor’s strong commitment to higher education and the support of the General Assembly, the University has experienced an unprecedented increase in capital funding, especially at the flagship campus in Knoxville;

WHEREAS, President DiPietro committed the University to becoming a national model in Title IX compliance; and

WHEREAS, President DiPietro has approached every matter, including personnel matters, with the singular goal of doing what is in the best interest of the University; and

WHEREAS, at the outset of the process concerning outsourcing of facilities management services, President DiPietro, because of his strong concern for and commitment to the employees who do the hard work of maintaining University facilities day in and day out, personally negotiated with state officials to obtain binding contractual language prohibiting employee layoffs and providing total equitable, if not greater, compensation for the employees; and

WHEREAS, President DiPietro publicly and repeatedly committed that each campus would be allowed to make the outsourcing decision based on what was in its best interest, and President DiPietro and the Board have honored that commitment despite the fact that two campuses decided to forego the potential for substantial savings through outsourcing and now must find another way to achieve the savings; and

WHEREAS, despite the honest and transparent actions of President DiPietro and the Board with respect to the outsourcing decision, some continue to foment fear among our employees by repeating false allegations and rumors spread during the outsourcing process and by making the totally baseless suggestion that the Board still intends to impose outsourcing; and

WHEREAS, the Board firmly believes that the faculty as a whole is the University's most valuable asset, and the University is fortunate to have many outstanding and dedicated faculty members throughout the University system;

WHEREAS, President DiPietro, who himself has held tenured faculty appointments at three universities, is a strong advocate for academic freedom and tenure, and because of his desire to protect tenure, created an open dialogue with the University Faculty Council to improve the Board's tenure policy to enhance performance, transparency, and accountability as it relates to the tenure review process and evaluation of tenured faculty; and

WHEREAS, a small number of faculty at the flagship campus in Knoxville, including the Faculty Senate President, voiced opposition to the requirement of post-tenure review of all tenured faculty, claiming that post-tenure review is a threat to tenure despite the fact that it is a well-established practice at several public research universities with top-25 ranking, a status the flagship aspires to achieve; and

WHEREAS, the Faculty Senate at the flagship campus in Knoxville has attempted to harm the reputation of President DiPietro and the University by censuring the President for certain administrative actions; and

WHEREAS, President DiPietro's actions were undertaken with integrity and courage and, as always, in the best interest of the University.

NOW THEREFORE BE IT RESOLVED that The University of Tennessee Board of Trustees, meeting in Nashville, Tennessee, on May 10, 2018:

1. Declares disappointment with the Knoxville Faculty Senate's censure resolution ~~and calls for the Knoxville Faculty Senate and its leadership to seek the truth before making unfounded accusations;~~ and
2. Commends President Joe DiPietro for his integrity, courage, and invaluable service to The University of Tennessee and the State of Tennessee; and
3. Declares a "Vote of Full Confidence" in President Joe DiPietro's judgment and leadership.

V. OTHER BUSINESS

There was no other business.

VI. ADJOURNMENT

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

Respectfully Submitted,


Catherine S. Mizell, Secretary