



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

2019 FALL MEETING OF THE BOARD OF TRUSTEES	
1:00 p.m. EST	Student Union Ballroom
Friday	1502 Cumberland Avenue
November 8, 2019	Knoxville, Tennessee

## AGENDA

- I. Call to Order and Invocation
- II. Roll Call
- III. Opening Remarks and Introductions by the Chair
- IV. Requests to Address the Board [if any not heard in a committee]
- V. President’s Address
  - A. Update, Reunification of UTIA with UTK – Information ..... Full Board Appendix Tabs 1 and 2
  - B. Update, Oak Ridge Institute – Information ..... Full Board Appendix Tab 3
  - C. System Strategic Plan Dashboard – Information
- VI. Promotion of Associate Vice President Tiffany Carpenter to Vice President for Communications and Marketing – Action ..... Tab 1  
(Full Board Appendix Tab 4)
- VII. Appointment of David Miller as Senior Vice President and Chief Financial Officer pursuant to a Restructuring – Action ..... Tab 2  
(Full Board Appendix Tab 5)
- VIII. Appointment of Cynthia Moore as Secretary and Special Counsel – Action ..... Tab 3  
(Full Board Appendix Tab 6)
- IX. Executive Committee Recommendation of Bylaw Amendments – Action/Roll-Call Vote ..... Tab 4
- X. Campus Processes for Determining Programs to be Funded by the Student Programs and Services Fee – Information ..... Tab 5
  - A. UTC Process ..... Tab 5.1
  - B. UTK Process ..... Tab 5.2
  - C. UTM Process ..... Tab 5.3
- XI. Report and Recommendations of the Special Committee on UT Athletics Programs
  - A. Board Policy on Oversight of Intercollegiate Athletics – Action ..... Tab 6
  - B. Mission Statements of the Athletics Departments – Action ..... Tab 7
    - 1. UTC ..... Tab 7.1
    - 2. UTK ..... Tab 7.2
    - 3. UTM ..... Tab 7.3
  - C. Update on UT Knoxville Athletics – Information



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

- XII. Report of the Audit and Compliance Committee – Information ..... Tab 8

*Note concerning items XIII.E and XIII.F: The Bylaws of the Board provide that any item unanimously approved by a committee that is meeting in conjunction with a meeting of the Board will be placed on the consent agenda of the Board meeting. Therefore, if any item listed under XIII.E and XIII.F is not unanimously approved in committee, the item will be moved to the regular agenda of the Board. Further, any Trustee may request that an item on the consent agenda be moved to the regular agenda even if unanimously approved in committee.*

- XIII. Consent Agenda – Action ..... Tab 9
  - A. Minutes of Prior Meetings ..... Tab 10
  - B. Annual Report to the General Assembly ..... Tab 11
  - C. Amendments to UTC Campus Advisory Board Bylaws ..... Tab 12
  - D. Resolution Appointing a Managerial Group for U.S. Government Contracts ..... Tab 13
  - E. Items from the Education, Research, and Service Committee ..... Tab 14
    - 1. New Academic Program: B.S. Pharmaceutical Sciences, UTHSC
    - 2. Revisions to the Board Tenure Policy Concerning Early Tenure
    - 3. Grant of Tenure upon Initial Appointment at UTHSC
    - 4. Grant of Tenure upon Initial Appointment at UTK
  - F. Items from the Finance and Administration Committee ..... Tab 15
    - 1. Acquisition of Office Space by Sub-easement
    - 2. FY 2020-21 Operating Budget Appropriations Request for Specialized Units
    - 3. Annual Report of Tuition and Fee Revenues
    - 4. Authorization for Check Signatures
    - 5. Corporate Authorization to Transfer Securities
    - 6. Statement of Treasury Policy
    - 7. FY 2019 Annual Flight Operations Report
    - 8. Acquisition of Property by Gift for Institutional Use
    - 9. Grant of Easement to St. John’s Episcopal Church
  
- XIV. Other Business [*Note: Under the Bylaws of the Board, items not appearing on the agenda may be considered only upon an affirmative vote representing a majority of the total voting membership of the Board. Other business necessary to come before the Board at this meeting should be brought to the Chair’s attention before the meeting.*]
  
- XV. Closing Remarks
  
- XVI. Adjournment

**Address to the Board of Trustees, University of Tennessee**  
**Andrea Ludwig, PhD, Ag Caucus Chair, Faculty Senate, Regarding Unification**  
**Nov 8 2019 | 1pm**  
**Full Meeting | Student Union Ballroom C | Knoxville, Tennessee**

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I am Dr. Andrea Ludwig. I am an associate professor of ecological engineering at the Institute of Agriculture. I currently serve as the elected chair of the Ag Caucus for Faculty Senate. I also served on the unification committee as a representative of UTIA faculty, the only representative of UT Extension on the committee. This service provided me with a unique opportunity to hear from a variety of stakeholders regarding unification, however, what I share today certainly may not reflect all faculty's sentiments. I come here today to be a voice for faculty, staff and stakeholders who demand a place at the table in decisions that affect the culture and efficiency of our flagship, land grant campus. You may recall, I brought before you in June a summary of faculty and stakeholder input that rejected the secretive process and timeframe used in bringing the unification resolution up for vote. That collective voice signaled a general favorability in the idea of unification, but also a plea for more time to understand the details and ramifications. After brief discussion, concerns were dismissed and the resolution passed. Since then, I have seen first-hand the consequences of that action: our staff not having clear, transparent information to provide to the very community partners that help support their salaries (to the tune of \$8.8M annually statewide); distinguished faculty, those who I consider mentors and who have given this university their professional life, asking "Why, why should I attend this listening session? They didn't ask my opinion before, what difference would it make now?"; stakeholders as well as employees having lost trust due to the lack of transparency and details, leading to real concern over their future with the university in the long-term. These are issues not fully detailed in the unification report, but are real stories that deserve attention.

Just as you all give your time and effort to this university when you could be investing it elsewhere, we faculty and staff invest our time here, when we could be collecting higher salaries elsewhere in industry or practice. We choose to be here because of the deep academic culture of this institution, one that has prospered over the past 225 years, valuing *shared governance*, a concept best represented by the American Association of University Professors as a joint effort between interdependent faculty, administrators and others, requiring communication and the full opportunity for *appropriate joint planning*.

The process used for unification and to create the Oak Ridge Institute was absolutely counter to joint planning and the concept of shared governance. It was secretive, and it overlooked the most valuable assets this university has to offer, it's *people*. Morale is at an all-time low in my frame of reference, not due to lack of funding, not due to heavy workloads, but instead because of the feeling of not being included in this process, one that impacts our ability to serve our land grant mission; inclusion that we deserve and were accustomed to. We need system leadership that recognizes campus communities, both internal and external, as valuable assets in generating grass-roots support and providing valued input. I am highly encouraged to see the tangible outcomes in the memo from leadership on Tuesday, which will without a doubt help to rebuild trust; highly encouraged to read that "[administration] will heed the clear message... about the importance of input and process in building trust moving forward." But what are the actionable steps? What assurances do we have today that future decisions will be made in the open? Faculty and staff need assurance that there is a desire to build trust, and that starts with acknowledgment of the failures in the unification process. Once acknowledgements are made, that

is then the platform for trust building activities to achieve an environment where big ideas can take life. Everyone benefits from gaining mutual respect and a common understanding that shared governance is not done on the back end of big decisions, not by appointing committees or taskforces, but instead by recognizing the valuable assets we have among us to contribute, to move big ideas forward on *common ground*. **Can we faculty be assured that we will be included in joint planning, future structural changes, and will have a full voice in selecting the next leader of this university?**

Thank you for the opportunity, and I look forward to seeing ideas come together to nurture a healthy, collaborative UT.

**To: University of Tennessee Board of Trustees**

**From: The executive committees of the University of Tennessee,  
Knoxville Chapter of the American Association of University  
Professors**

**Re: Written statement concerning the allocation process for  
the Student Programs and Services Fee**

**Date: November 8, 2019**

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This document is submitted on behalf of the Executive Committee of the UTK chapter of the American Association of University Professors. We have serious concerns about the new process by which student organizations apply for money generated by the Student Programs and Services Fee, or SPSF. All full-time students pay this fee, the purpose of which is, according to the official UTK webpage: “to advance the university’s educational mission by funding non-instructional services, activities, programs, and facilities that promote student satisfaction and retention or promote the intellectual, physical, emotional, social, cultural, or leadership development of students.”<sup>1</sup> The same website states that the chancellor “delegates the day-to-day management of the SPSF and its expenditures to the vice chancellor for student life” (at UTK, Vice Chancellor Vincent Carilli).

Our concerns about the recent change in the allocation process for monies generated by the SPSF are multiple, and include confusion on the part of student groups as to how funding decisions are now being made. Student leaders, and faculty advisors to student groups, are quite worried about the impact of this confusion on student programming for the academic year 2019-2020. Although the new process is already in use, with student groups applying for funds via an online form,<sup>2</sup> there is no clear written policy available to explain exactly how the funds are allocated. Our most serious objection, however, is that the new process appears to violate a principle that is central to the healthy conduct of university affairs on our campus: the free speech rights of students. In what follows, we explain the changes to the allocation process, with an emphasis on three issues arising from the new process: that it undemocratically removes control of student programming from students; that it does a disservice to students by denying them important, practical leadership opportunities; and that it is the result of a misguided retaliation against one student group.<sup>3</sup>

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<sup>1</sup> [spsf.utk.edu](http://spsf.utk.edu)

<sup>2</sup> [spsf.utk.edu/spsf-program-suggestion-form](http://spsf.utk.edu/spsf-program-suggestion-form)

<sup>3</sup> The minutes of the March 1, 2019 Board of Trustees meeting read: “Members of the legislature felt, however, that their concerns about Sex Week have not been addressed, and the Comptroller was asked to conduct a review of Sex Week and report on potential policy considerations going forward. In response to the Comptroller's report, the administration is asking the Board to consider a change in the Board policy governing the Student Programs and Services Fee (SPSF).”

### **The Old versus the New Process for Allocation of Fees**

At the March 1, 2019 meeting of the University of Tennessee Board of Trustees, the members of the Board approved Resolution 004-2019 (the revised Board Policy on a Student Programs and Services Fee). This revision was approved at the request of President Randy Boyd.<sup>4</sup> In response to the questions of Board members, the UTK administrators present at this meeting assured the Board, which is responsible for setting the amount of the annual fee, that the new policy would include perhaps even more student input than the old policy.

Instead, students have been effectively removed from any meaningful control over the allocation of SPSF generated monies. Up until the current semester (fall 2019), the money generated by the SPSF was distributed by the Student Programs Allocation Committee, a group composed of students, staff, and faculty (with one faculty member appointed by the UTK Faculty Senate). The process for distributing money among student groups was rigorous and thoughtful, and included lengthy written proposals on the part of student leaders, as well as in-person interviews. The Student Programs Allocation Committee has now been dissolved; in its place, the Vice Chancellor for Student Affairs, Vincent Carilli, decides which proposals are funded. Again, there is no clear explanation available as to exactly how this process works, but based on the input of students, and on Vice Chancellor Carilli's recent presentation to the Executive Committee of the UTK Faculty Senate, it is our understanding that student groups interested in using SPSF monies to put on events on the UTK campus must do the following:

1. They first fill out the online "SPSF Program Suggestion Form" referred to above. They must "identify any University of Tennessee, Knoxville program or office that [they] feel should present the suggested program." Vice Chancellor Carilli informed the Senate Executive Committee that all of these "programs and offices" are in the Division of Student Life (there is no list of available programs and offices on the electronic form, nor indeed any information concerning how this sponsorship might work).
2. The form, submitted electronically, then goes to an advisory group of 10 students who express their opinions on the proposed event to Vice Chancellor Carilli. There is no description of this committee on the Division of Student Life website, but Vice Chancellor Carilli stated that 3 student members are appointed by the Student Government Association; 2 members are chosen by the Graduate Student Senate; and 5 members (a full 50% of the committee) are chosen by the Vice Chancellor.
3. Vice Chancellor Carilli then decides whether or not to approve the program.

Under the new model, it is important to note, all funded events are run through the Division of Student Life, which will require more paid time from staff, and perhaps even a new hire. Previously, the student groups received the monies directly, and handled the budgets, contracts, and other tasks involved with running their events—true "experience learning" activities, that they were then able to list on their CVs, or cite in job applications or interviews. The new process replaces this management experience with a costly, non-student apparatus.

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<sup>4</sup> <https://trustees.tennessee.edu/wp-content/uploads/sites/3/2019/07/2019-March-1-Winter-Meeting.pdf>

A strong inference can be drawn that the goal of this dramatic change in the method for allocating fees is to forestall further legislative disapproval of one student organization: Sexual Empowerment at Tennessee, or SEAT, the student group that has, at least until this year, benefited from SPFS funds in order to put on Sex Week. As faculty leaders, we wish to hold the UTK administration accountable for its willingness to sacrifice the free speech rights of all students in a misguided effort to censor SEAT. In response to legislative pressure, the UTK administration has taken the serious step of censoring all student groups, by effectively removing any student control over the events funded by the SPFS.

The new policy universally harms UTK students because it limits opportunities for students to build the valuable leadership skills that derive from conceiving, planning, and managing campus events. Our students are not children—they are adults, and they are citizens, old enough to vote and to serve our country in the military. They are more than ready to take on the responsibilities of adulthood and citizenship. They must be allowed a primary role in determining how the student programming fees that they pay should be used to support programming designed for the students, by the students, in the best interests of all the students.

Thank you for your attention to our statement; we would be happy to provide more information about this issue.

The Executive Committee of the UTK Chapter of the AAUP

President: Lucy Jewel, College of Law

Vice President: Monica Black, History

Secretary: Todd Freeberg, Psychology

Treasurer: Laura Howes, English

Members-at-large:

Mary McAlpin, French

Donna Braquet, Libraries

# President's Report

November 8, 2019

 THE UNIVERSITY OF TENNESSEE



## The first **SIX** priorities

**1**

**Succession  
Planning /  
Recruitment**

**2**

**Increase  
Talent  
Development**

**3**

**Enhance  
Research**

**4**

**Advance  
Engagement**

**5**

**Build the  
One UT  
Culture**

**6**

**Build the  
UT Brand**

# 1

## **Succession Planning / Recruitment**

### **New Hires**

- UT Foundation President
- UT Knoxville Chancellor

### **Staff Changes**

- Retirements and departures
- Promotions

### **Current Searches**

- Chief Human Resource Officer
- General Counsel
- Chief Information Officer

2

**Increase  
Talent  
Development**

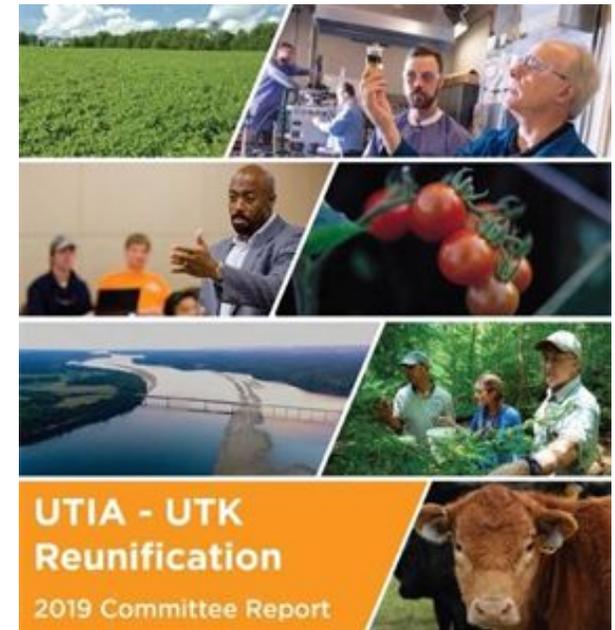


# 3

## Enhance Research

### UTIA-UTK Land-grant Reunification

- Committee report distributed Oct. 25; response to report distributed Nov. 5
- Highlights:
  - Addressing funding issues for UTIA
  - Resolving parking and transit issues
  - Create the Commission on Agriculture
  - Increasing collaboration and transparency among UT leaders.
  - Involving UTIA in the UTK Strategic Visioning Process



3

**Enhance  
Research**

## **Oak Ridge Institute @ UT**

- Ideation sessions at UT Knoxville and ORNL
- Creation of website and online portal
- Formation of 14-person Steering Committee
  - Set guiding principles and system of accountability
  - Developing assessment of opportunities, impact and risks
  - Deliver recommendations by Dec. 31, 2019



4

Advance  
Engagement



5

**Build the  
One UT  
Culture**

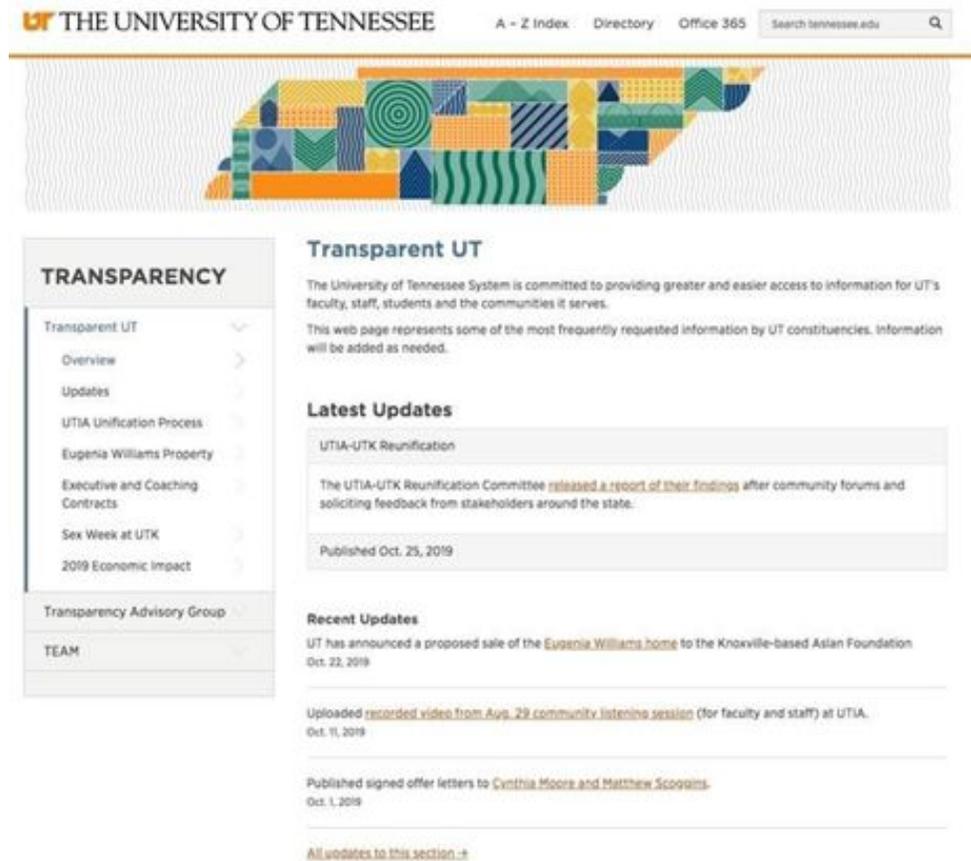
## TEAM Update





6

**Build the  
UT Brand**



UT THE UNIVERSITY OF TENNESSEE A - Z Index Directory Office 365 Search tennessee.edu

### TRANSPARENCY

- Transparent UT
  - Overview
  - Updates
  - UTIA Unification Process
  - Eugenia Williams Property
  - Executive and Coaching Contracts
  - Sex Week at UTK
  - 2019 Economic Impact
- Transparency Advisory Group
- TEAM

### Transparent UT

The University of Tennessee System is committed to providing greater and easier access to information for UT's faculty, staff, students and the communities it serves.

This web page represents some of the most frequently requested information by UT constituencies. Information will be added as needed.

### Latest Updates

#### UTIA-UTK Reunification

The UTIA-UTK Reunification Committee [released a report of their findings](#) after community forums and soliciting feedback from stakeholders around the state.

Published Oct. 25, 2019

### Recent Updates

UT has announced a proposed sale of the [Eugenia Williams home](#) to the Knoxville-based Asian Foundation  
Oct. 22, 2019

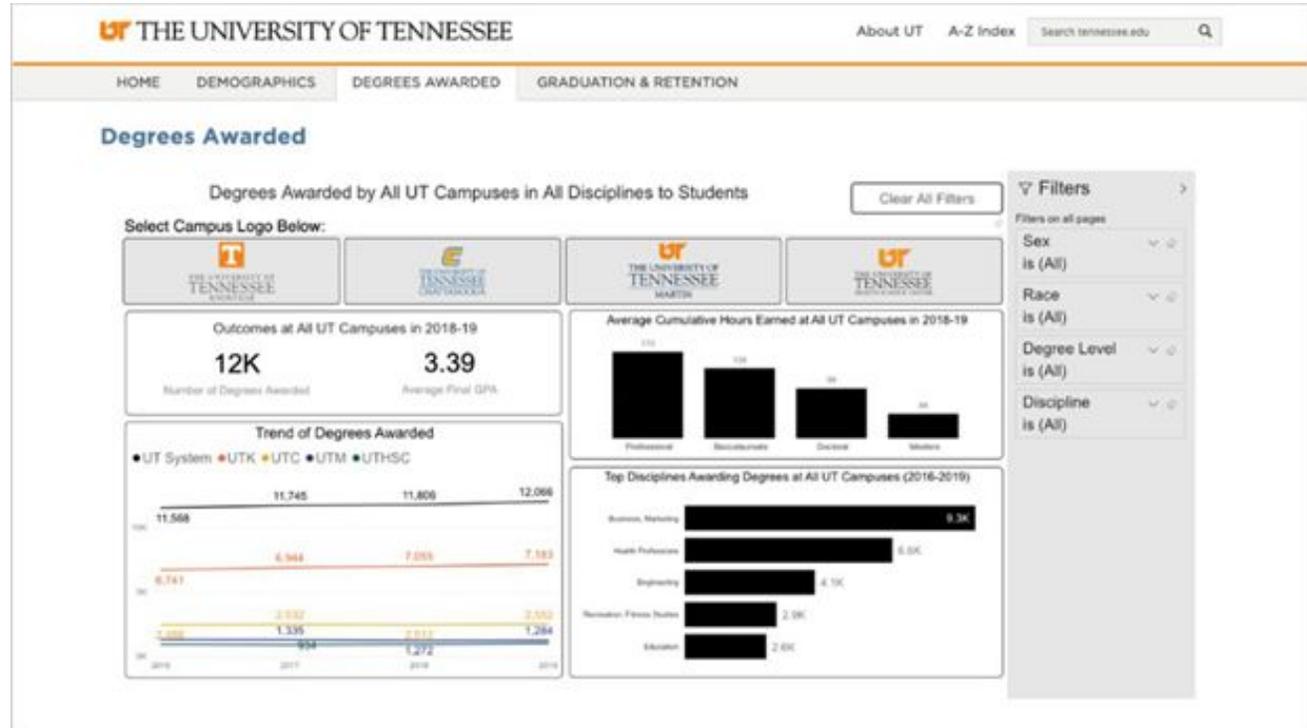
Uploaded [recorded video from Aug. 29 community listening session](#) (for faculty and staff) at UTIA.  
Oct. 11, 2019

Published signed offer letters to [Cynthia Moore and Matthew Scroggins](#).  
Oct. 1, 2019

[All updates to this section >>](#)

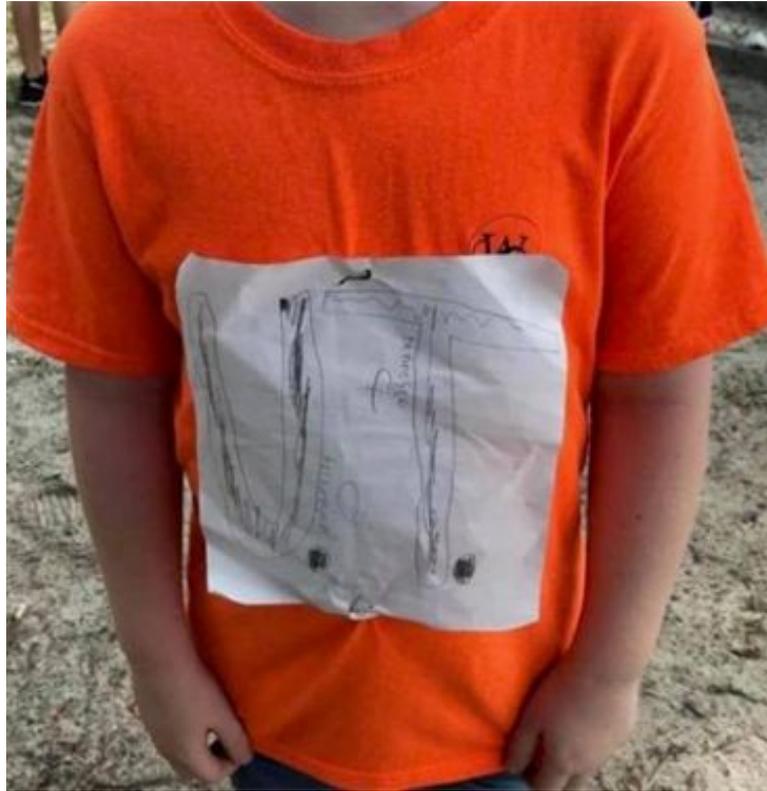
6

Build the  
UT Brand



6

**Build the  
UT Brand**



# Questions?



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Update, Reunification of UTIA with UTK**

Type: Information

See materials in Full Board Appendix at [Tabs 1](#) and [2](#).



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Update, Oak Ridge Institute**

Type: Information

See materials in Full Board Appendix at [Tab 3](#).



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Promotion of Associate Vice President Tiffany Carpenter to Vice President for Communications and Marketing**

Type: Action

Presenter: Randy Boyd, Interim President

Tiffany Carpenter, Associate Vice President for Communications and Marketing, has been performing most of the duties of the vice president position since October 2016 when Dr. Tonja Johnson, who served in the position from 2013 to 2016, assumed a limited duration appointment (LDA) as Executive Vice President. Upon the expiration of Dr. Johnson's LDA, she would have returned to the vice president position but was offered and accepted an appointment with the University of Alabama system administration. In light of that development and on the basis of Ms. Carpenter's performance, Interim President Boyd recommends promotion of Tiffany Carpenter to the office of Vice President for Communications and Marketing. Ms. Carpenter's resume is in the [Full Board Appendix at Tab 4](#).

The recommended compensation and other terms of employment are included in the following [offer letter](#), which has been accepted by Ms. Carpenter but is contingent on Board approval. Ms. Carpenter's current annual salary is \$158,412, and the proposed salary of \$205,000 represents a savings of \$34,328 from Dr. Johnson's last salary as Vice President for Communications and Marketing.

Under state law and the Bylaws, the Board must approve the appointment and initial compensation of vice president positions. As authorized by the Bylaws, the Chair has designated this item for action by the Board without prior review and recommendation by the Executive Committee.

### **Board Action**

The Chair will call for a motion to adopt the following Resolution:

**Resolved:** The Board of Trustees approves the promotion of Tiffany Carpenter from Associate Vice President to Vice President for Communications and Marketing, effective November 8, 2019, with the compensation and other terms of employment presented in the offer letter, which shall be attached to this Resolution after adoption.

**UT THE UNIVERSITY OF TENNESSEE**

OFFICE OF THE PRESIDENT

October 4, 2019

Tiffany Carpenter  
827 Andy Holt Tower  
1331 Circle Park Drive  
Knoxville, TN 37996-0165

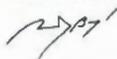
Dear Tiffany,

It is my pleasure to offer you a promotion to the position of Vice President for Communications and Marketing with the University of Tennessee System, subject to the terms and conditions outlined in this letter and subject to approval by the University of Tennessee Board of Trustees at a called meeting on November 8, 2019. With Board approval, the effective date of your appointment will be November 8, 2019.

Your initial base salary as Vice President for Communications and Marketing will be \$17,083.33 per month (an annualized salary of \$205,000.00). The position is without tenure, without a definite term, and at the will of the President. Your performance will be reviewed annually by the President.

I look forward to working with you and seeing continuation of the outstanding work of the Office of Communications and Marketing. To indicate that you agree to these terms and will accept this appointment upon approval by the Board of Trustees, please sign the following page and returned the signed letter to me.

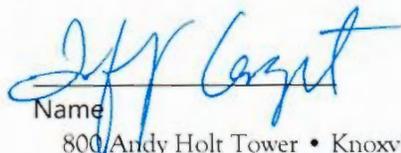
Sincerely,



Randy Boyd  
President

cc: Human Resources

*ACCEPTANCE: I accept the appointment to serve as Vice President for Communications and Marketing under the terms and conditions outlined above and with the understanding that the offer is not binding until the appointment, compensation and other terms of employment are approved by the University of Tennessee Board of Trustees.*

  
Name

10/4/19  
Date

800 Andy Holt Tower • Knoxville, TN 37996-0180 • Phone: 865-974-2241 • Fax 865-974-3753



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Appointment of David Miller as Senior Vice President and Chief Financial Officer Pursuant to a Restructuring**

Type: Action

Presenter: Randy Boyd, Interim President

Interim President Boyd recommends appointment of David Miller, Chief Financial Officer, to the new position of Senior Vice President and Chief Financial Officer. The new position results from a restructuring of the system administration following the expiration of Dr. Tonja Johnson's limited duration appointment as Executive Vice President and her subsequent resignation to accept a position with the University of Alabama system administration. The duties and responsibilities of the former Executive Vice President position have been distributed among other positions, with the two largest and most critical functions, Capital Projects and Human Resources, being transferred to the Chief Financial Officer. This realignment is common in higher education, and Mr. Miller's position as Senior Vice President for Administration and Fiscal Affairs at his former employer, the University of Wisconsin system administration, included these functions. Mr. Miller's resume is in the [Full Board Appendix at Tab 5](#).

[The recommended compensation and other terms of employment are included in the following offer letter](#), which has been accepted by Mr. Miller but is contingent on Board approval. Mr. Miller's current annual salary is \$361,440. An increase of \$33,560 is proposed for the assumption of additional duties and responsibilities, taking his salary to \$395,000. Considering this increase and the elimination of Dr. Johnson's salary of \$363,876, there is a net savings of \$330,316 (without considering the savings in fringe benefit costs).

Under Article VI, Section 6.1 and 6.2 of the Bylaws, the creation a Senior Vice President position must be approved by the Board. Under state law and the Bylaws, the Board must approve the appointment and initial compensation of the person filling the position. As authorized by the Bylaws, the Chair has designated this item for action by the Board without prior review and recommendation by the Executive Committee.

### **Board Action**

**The Chair will call for a motion to adopt the following Resolution:**

**Resolved: The Board of Trustees approves the appointment of David Miller as Senior Vice President and Chief Financial Officer, effective November 8, 2019, with the compensation and other terms of employment presented in the offer letter, which shall be attached to this Resolution after adoption.**

**UT THE UNIVERSITY OF TENNESSEE**

OFFICE OF THE PRESIDENT

October 7, 2019

David Miller  
709A Andy Holt Tower  
1331 Circle Park Drive  
Knoxville, TN 37996-0174

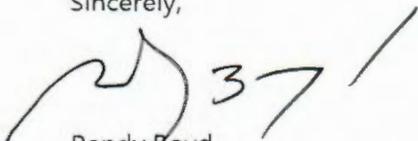
Dear David

It is my pleasure to offer you a promotion to the position of Senior Vice President and Chief Financial Officer (CFO) with the University of Tennessee System, subject to the terms and conditions outlined in this letter and subject to approval by the University of Tennessee Board of Trustees at a called meeting on November 8, 2019. Per our discussion, as part of your duties in this position, you will now assume leadership and oversight responsibility for two additional areas: Human Resources and Capital Projects. With Board approval, the effective date of this change will be November 8, 2019.

Your initial base salary as Senior Vice President and Chief Financial Officer will be \$32,916.67 per month (an annualized salary of \$395,000.00). The position is without tenure, without a definite term, and at the will of the President. Your performance will be reviewed annually by the President.

I look forward to continuing to work closely with you in your role as Senior Vice President and CFO. To indicate that you agree to these terms and will accept this appointment upon approval by the Board of Trustees, please sign the following page and returned the signed letter to me.

Sincerely,



Randy Boyd  
President

cc: Human Resources

ACCEPTANCE: *I accept the appointment to serve as Senior Vice President and CFO under the terms and conditions outlined above and with the understanding that the offer is not binding until the appointment, compensation and other terms of employment are approved by the University of Tennessee Board of Trustees.*

David J. Miller  
Name

10/9/2019  
Date



# THE UNIVERSITY OF TENNESSEE

## BOARD OF TRUSTEES

3

### AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Appointment of Cynthia Moore as Secretary and Special Counsel**

Type: Action

Presenter: John C. Compton, Chair of the Board

The Secretary position is an officer of the University, and when held by a person other than the General Counsel, the Bylaws provide that the position reports directly to the Chair of the Board. The position may also carry additional titles such as Chief of Staff and/or Special Counsel. In the event of a vacancy, the Bylaws provide for the Chair to identify a candidate for recommendation to the Board.

In view of the impending retirement of the current Secretary, the Chair conducted a national search for the position with the assistance of Executive Recruiter Ashlie Cxyz, the current Secretary, and the former General Counsel. After preliminary interviews, two finalists were selected for interview by the Chair, Interim President Boyd, and members of the Executive Leadership Team. Although both finalists were well qualified, a strong consensus emerged in favor of Cynthia Moore, and the Chair recommends her appointment.

Ms. Moore has served as Deputy Secretary of the Board of Trustees for the University of Pittsburgh since 2015 and previously served as an attorney in the Office of Legal Counsel for 14 years. Before joining the University of Pittsburgh, she practiced law primarily in the field of corporate and public finance. Ms. Moore's resume is in the [Full Board Appendix at Tab 6](#).

[The recommended compensation and other terms of employment are included in the following offer letter](#), which has been accepted by Ms. Moore but is contingent on Board approval. The proposed annual salary of \$250,000 is \$18,668 less than the salary of the current Secretary.

Under state law and the Bylaws, the Board must approve this appointment and the initial compensation. As authorized by the Bylaws, the Chair has designated this item for action by the Board without prior review and recommendation by the Executive Committee.

#### **Board Action**

**The Chair will call for a motion to adopt the following Resolution:**



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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**Resolved: The Board of Trustees approves the appointment of Cynthia Moore as Secretary and Special Counsel, effective January 1, 2020, with the compensation and other terms of employment presented in the offer letter, which shall be attached to this Resolution after adoption.**

THE UNIVERSITY OF TENNESSEE



3

September 16, 2019

Board of Trustees

Cynthia Moore  
1 Lindsay Drive  
Beaver Falls, PA 15010

Dear Cynthia,

It is my pleasure to offer you the position of Secretary and Special Counsel with the University of Tennessee, subject to the terms and conditions outlined in this letter and subject to approval by the University of Tennessee Board of Trustees. The position also serves ex officio as Secretary of the Board of Trustees. The effective date of your appointment as Secretary and Special Counsel will be January 1, 2020, but you will begin employment with the University on November 1, 2019 (or such other date on which we subsequently agree) as Secretary-designate to facilitate the transition of duties and responsibilities from the current Secretary. This position reports directly to the Chair of the Board of Trustees. Your service in this position will be without tenure, without a definite term, and subject to the pleasure of the Board of Trustees.

The initial rate of pay for your position as Secretary-designate and subsequently as Secretary and Special Counsel is \$20,833.34 per month (\$250,000 annualized). As a full-time employee, you are also eligible for various benefits. For benefits information, please visit <https://hr.tennessee.edu/benefits>. Additional information will be provided during your orientation session to be scheduled at a future date.

To assist you with relocation, the University will provide a one-time moving allowance of \$15,000 consistent with Fiscal Policy FI0450. This allowance will be reported as taxable income and included on your W-2 statement. The IRS required that applicable taxes be withheld and reported.

All regular staff employees serve a six-month probationary period. At the end of the probationary period, I will complete an initial evaluation, which will be discussed with you and will become a part of your personnel file.

We are excited to welcome you to the University of Tennessee and look forward to working with you. To indicate that you agree to these terms and will accept this appointment upon approval by the Board of Trustees, please sign below and return the signed letter to me.

Sincerely,

John Compton  
Chair, Board of Trustees

cc: Human Resources

**ACCEPTANCE:** I accept the appointment to serve as Secretary and Special Counsel with the University of Tennessee under the terms and conditions outlined above and with the understanding that the offer is not binding until and unless the appointment and compensation is approved by the University of Tennessee Board of Trustees.

Signature

9/16/2019  
Date



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: Executive Committee Recommendation of Bylaw Amendments

Type: Action

Presenter: John C. Compton  
Chair of the Board/Chair of the Executive Committee

At the initial meeting of the newly constituted Board of Trustees on August 1, 2018, the Board adopted a new set of Bylaws to govern its operations. One amendment to the Bylaws was adopted on March 1, 2019 to add a new section governing changes in compensation of Chancellors and other University officers after their initial appointment.

Under its Charter, the Executive Committee is charged with responsibility for periodic review of the Bylaws of the Board. After a little more than a year and several meetings of the Board and its committees, the Secretary identified several amendments for the Committee's consideration. The proposed amendments, most of which are clarifying in nature, are shown on the following copy of the current Bylaws by strike-out or insertion. Most are technical or clarifying in nature. Footnotes have been added to identify relevant state law provisions.

At its meeting on October 2, 2019, the Executive Committee recommended the proposed amendments for adoption.

### Board Action

As Chair of the Executive Committee, the Chair of the Board will move adoption of the following Resolution:

**Resolved:**

1. On the recommendation of the Executive Committee, the Board of Trustees adopts the proposed amendments to the Bylaws of the Board as presented at the meeting, which shall be attached to this Resolution after adoption; and
2. The Secretary is authorized to make format changes and any necessary grammatical, spelling, or other technical corrections to the Bylaws before publication.



**BYLAWS  
OF  
THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES**

**ARTICLE I  
Powers and Responsibilities of the Board**

**Section 1.1 General Statement of Powers and Responsibilities.** As the governing body of The University of Tennessee, the Board of Trustees has full authority and control over the University's organization and administration, constituent parts, and funds. The Board has all express powers granted by acts of the General Assembly of the State of Tennessee, including but not limited to those codified in Tennessee Code Annotated § 49-9-209, and all implied powers necessary, proper, or convenient for the accomplishment of the mission of the University and the responsibilities of the Board.<sup>1</sup>

**Section 1.2 Specific Powers and Responsibilities.** In addition to specific powers and responsibilities stated elsewhere in these Bylaws, a non-exclusive list of powers and responsibilities of the Board of Trustees is provided in Appendix A, which is incorporated and made a part of these Bylaws by reference.

**Section 1.3 Delegation of Executive Management and Administrative Authority.** The Board delegates to the President the executive management and administrative authority necessary and appropriate for the efficient administration of The University of Tennessee system or necessary to carry out the mission of the system.<sup>2</sup> The Board delegates to each Chancellor the executive management and administrative authority necessary and appropriate for the efficient administration of each institution and its programs, subject to the general supervision of the President.<sup>3</sup> The Board shall not undertake to direct matters of administration or of executive action except through the President.

**Section 1.4 Specific Delegation of Direct Responsibility for Intercollegiate Athletics Programs.** The Board delegates direct responsibility for administration and control of the intercollegiate athletics programs to the Chancellor of each campus with an intercollegiate athletics program. The Board shall exercise oversight and monitoring of the intercollegiate athletics programs, including proposed actions reasonably anticipated to have a long-term impact on the operations, reputation, and standing of the intercollegiate athletics programs or the University.<sup>4</sup> ~~and, through the President, the Board shall~~ hold the Chancellors accountable for the appropriate execution of their responsibility for administration and control of those programs. The Chancellors of the Chattanooga, Knoxville, and Martin campuses shall keep the President informed of all matters necessary for the exercise of this oversight responsibility. From time to time, the Board may adopt a policy detailing its oversight and monitoring role and specific responsibilities of the Chancellors and the athletics departments.

**Section 1.4(a) Athletics Advisory Boards.** Each Chancellor for a campus with an intercollegiate athletics program may appoint an Athletics Advisory Board to advise the Chancellor on administration of the program. The composition of an Athletics Advisory Board may include students, faculty,

<sup>1</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(T\).](#)

<sup>2</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(P\).](#)

<sup>3</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(P\).](#)

<sup>4</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(I\).](#)



administrators, alumni, and donors but shall comply in all respects with the requirements of applicable rules of the National Collegiate Athletics Association (NCAA).

**Section 1.5 Specific Delegation of Responsibility for Ordinary Repairs and Improvements to Buildings, Grounds, and Equipment.** The Board delegates to the Chancellors and their designees all matters involving ordinary repairs, changes, adjustments and improvements for the purpose of putting and keeping in good condition the buildings, grounds, and equipment of the University for their efficient use, subject to compliance with all applicable laws and University policies.

**Section 1.6 Specific Delegation of Responsibility for Revocation of a Degree.** The Board delegates to the Chancellors authority to revoke a degree if the degree was awarded in error or if degree revocation is imposed pursuant to University policies and procedures as a disciplinary penalty for academic or research misconduct.

**ARTICLE II  
Officers of the Board**

**Section 2.1 Chair and Secretary.** The officers of the Board of Trustees shall be a Chair and a Secretary. The Chair shall be a voting ~~appointed~~ member of the Board appointed by the Governor. The Secretary of the University shall serve ex officio as Secretary of the Board.

**Section 2.2 Election of the Chair.** ~~At a special meeting called pursuant to state law, the Board shall elect the initial Chair for a term beginning on the date of election and ending June 30 of the second succeeding year. Thereafter, t~~The Chair shall be elected at the Annual Meeting to serve a two-year term, beginning July 1 of the year of election and ending June 30 of the second succeeding year, and until a successor is elected. The Chair may be elected to a maximum of three (3) consecutive terms except upon an affirmative roll-call vote of a majority of the total voting membership of the Board. In the event of a vacancy in the office of Chair before expiration of the term, a special meeting of the Board will be called for the purpose of electing a successor to fill the unexpired term.

**Section 2.3 Removal of the Chair.** The Chair may be removed from office upon an affirmative two-thirds (2/3) roll-call vote of the total voting membership of the Board.

**Section 2.4 Chair Pro Tem for a Meeting.** In the absence of the Chair from a meeting of the Board, the Board shall designate a member of the Executive Committee to serve as Chair Pro Tem for the meeting.

**Section 2.5 Duties of the Chair.** The Chair shall preside when present at meetings of the Board. ~~The Chair shall have authority to sign the following documents: (i) any employment agreement for the President, and amendments to the agreement, after approval by the Board; (ii) any agreement for President Emeritus services, and amendments to the agreement, after approval by the Board; and (iii) any other document for the purpose of attesting to action of the Board.~~ The Chair shall be the spokesperson for the Board and shall perform such other duties as may be prescribed by these Bylaws, by the parliamentary authority designated in Article IX of these Bylaws, or as otherwise prescribed by the Board. The Chair shall have authority to sign the following documents: (i) any employment agreement for the President, and amendments to the agreement, after approval by the Board; (ii) any agreement for President Emeritus services, and amendments to the agreement, after approval by the Board; and (iii) any other document for the purpose of attesting to action of the Board.



**Section 2.6 Duties of the Secretary.** The Secretary shall have the duties prescribed elsewhere in these Bylaws and the following additional duties related to the business of the Board of Trustees: (i) attend all meetings of the Board and the Executive Committee; (ii) maintain a current set of the Bylaws and a record of all Bylaw amendments; and (iii) maintain all records pertaining to the business of the Board, except as may be otherwise provided by Board or University policy.

### ARTICLE III Meetings of the Board

**Section 3.1 Regular Meetings.** The Board of Trustees shall hold at least three (3) regular meetings annually [on a day or days determined by the Board from year to year.](#)<sup>5</sup> One regular meeting shall be the Annual Meeting, at which the Board shall elect the Chair of the Board and appoint standing committees upon expiration of a two-year term, receive any required annual reports, and conduct any ordinary business that may be necessary.

**Section 3.2 Special Meetings.** Special meetings of the Board shall be called by the Secretary upon the request of the Chair or the President or upon the written request of three (3) or more members, and at least five (5) days' notice of the meeting shall be given to all members. The call for every special meeting shall state the business to be considered. The Board has authority to transact at any special meeting any business it is authorized to transact at regular meetings [as long as the item is stated in the call of the special meeting.](#)<sup>6</sup>

**Section 3.3 Location of Meetings.** Regular and special meetings may be held at any location in the State of Tennessee.

**Section 3.4 Notice of Meetings.** Notice of meetings may be delivered to members by postal mail, courier, electronic mail, or facsimile transmission. As required by Tennessee Code Annotated § 8-44-103(a) and (b), adequate public notice shall be given of all regular and special meetings.

**Section 3.5 Meetings Open to the Public.** Meetings of the Board shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

**Section 3.6 Quorum.** Six (6) voting members of the Board shall constitute a quorum.<sup>7</sup> If a quorum is not present for any regular or special meeting of the Board, the meeting may be adjourned by the members present until a quorum is present.

**Section 3.7 Action of the Board.** The action of a majority of the quorum of voting members present at any meeting shall be the action of the Board, except as otherwise provided in these Bylaws, Board policy, or statute.

**Section 3.8 Motions and Resolutions.** In the interest of clarity, to prevent misunderstanding, and to secure accuracy of record, each motion or resolution (except informal or parliamentary motions) shall be presented in writing at the time the motion or resolution is made, except that the Chair may grant a member the privilege of reducing a motion to writing and presenting it to the Secretary before adjournment of the meeting. [The name of the moving and seconding member need not be recorded in the minutes of the meeting.](#)

<sup>5</sup> [Tenn. Code Ann. § 49-9-205 \(a\).](#)

<sup>6</sup> [Tenn. Code Ann. § 49-9-205 \(c\); Article III, Section 3.10.](#)

<sup>7</sup> [Tenn. Code Ann. § 49-9-205 \(b\).](#)



**Section 3.9 Manner of Voting.** In accordance with the Tennessee Open Meetings Act, all votes shall be by public vote (hereinafter “voice vote”), by public ballot, or by public roll call (hereinafter “roll-call vote”). In accordance with Tennessee Code Annotated § 8-44-104(b), a voice vote shall mean a vote by which those in favor vocally express their will by saying in unison “aye” and subsequently those opposed vocally express their will by saying in unison “nay.” Secret votes, secret ballots, secret roll calls, and proxy votes are not allowed.<sup>8</sup> A roll-call vote shall be required as provided in Section 3.9(a).

**Section 3.9(a) Requirement of a Roll-Call Vote.** A roll-call vote shall be required in a meeting of the Board of Trustees on all motions related to the following: (i) adoption, amendment, repeal, or suspension of the Bylaws in whole or in part; (ii) approval of the annual operating budget, including student tuition and fee proposals for which Board approval is required; (iii) approval of funding requests for capital outlay and capital maintenance projects; (iv) approval of revenue or institutionally funded capital projects; (v) approval of rules required to be promulgated under the Uniform Administrative Procedures Act;<sup>9</sup> and (vi) any other motion on which a roll-call vote is required by statute or these Bylaws. A roll-call vote shall be taken on any other motion if a voting Board member present at the meeting requests a roll-call vote before a voice vote is taken or demands a roll-call vote before the Chair announces the result of a voice vote.

**Section 3.10 Agenda.** An agenda for every meeting of the Board of Trustees shall be prepared by the Chair in consultation with the President and with the assistance of the Secretary. The agenda shall list in outline form each item to be considered at the meeting. When feasible, a copy of the agenda shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the members before the meeting date. Items not appearing on the agenda of a regular meeting may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the Board. Items not stated in the call of a special meeting may not be considered at the meeting.

**Section 3.10(a) Designation of an Item for Board Action Only.** Notwithstanding any provision in these Bylaws or a committee charter to the contrary, in the absence of objection by the committee chair(s), the Chair may designate any or all items for deliberation and action at a meeting of the Board without prior review and recommendation of a committee. In that event, the Chair, at his or her discretion, may ask the appropriate committee chair(s) to preside over the meeting for the duration of deliberation and action on the designated item(s).

**Section 3.10(b) Consent Agenda of the Board.** The Chair, in consultation with the Secretary, may designate items to be approved, or received for information, by unanimous consent of the Board. Only items that are routine in nature or noncontroversial shall be designated for unanimous consent; provided that any item unanimously approved by a committee meeting in conjunction with a meeting of the Board shall be designated for unanimous consent at the full Board meeting except the following: (i) adoption, amendment, repeal, or suspension of Bylaws in whole or in part; and (ii) the annual operating budget, including student tuition and fee proposals for which Board approval is required. The following are examples of items that will routinely be designated for unanimous consent: approval of minutes, approval of signatory authority for bank and investment accounts; sale of gift property at or above the appraised value; grant of easements and rights-of-way; and ratification of quasi-endowments.

<sup>8</sup> [Tenn. Code Ann. § 8-44-104\(b\).](#)

<sup>9</sup> [Tenn. Code Ann. § 49-5-222\(a\)\(1\)\(B\).](#)



**Section 3.10(c) Consent Agenda Procedures.** Items designated for unanimous consent shall be separately identified on the Board agenda as a consent agenda and shall be voted on by a single motion. Full information about each item on the consent agenda shall be provided to the Board in advance of the meeting. Any member of the Board may remove an item from the consent agenda by notifying the Secretary prior to the meeting. Before calling for a motion to approve the consent agenda, the Chair shall announce any items that have been removed from the consent agenda and ask if there are other items to be removed. Requests for clarification or other questions about an item on the consent agenda must be presented to the President or the Secretary before the meeting. An item will not be removed from the consent agenda solely for clarification or other questions.

**Section 3.11 Requests to Address the Board.** In accordance with Tennessee Code Annotated § 49-9-209(d)(1)(R), the Board shall provide, in conjunction with regular meetings of the Board, a reasonable opportunity for students, employees, and members of the public to address the Board or a committee of the Board concerning agenda items or other issues germane to the responsibilities of the Board. Requests to address the Board shall be governed by a standing rule adopted by the Board [and promulgated in accordance with the Uniform Administrative Procedures Act](#).

**Section 3.12 Minutes.** The Secretary shall prepare and maintain minutes of all meetings of the Board of Trustees.

**ARTICLE IV  
Committees**

**Section 4.1 Standing Committees.** The Board shall have the following standing committees:<sup>10</sup>

- (1) Executive Committee;
- (2) Audit and Compliance Committee;
- (3) Finance and Administration Committee; and
- (4) Education, Research, and Service Committee.<sup>11</sup> ~~(with responsibility for matters related to academic programs, the faculty, student success and student conduct, research, service, outreach, and other matters related to the University's educational mission of teaching, research, and service).~~

**Section 4.1(a) Committee Charters.** A general statement of the responsibilities of each standing committee is included in the following sections. Each standing committee shall develop a charter detailing the responsibilities and, if applicable, powers of the committee and submit the charter to the Board of Trustees for approval.

**Section 4.1(b) Staff Support for Committees.** Officers of the University shall serve as liaisons and provide staff support for the standing committees as stated below:

- Executive Committee: Secretary
- Audit and Compliance Committee: Chief Audit and Compliance Officer
- Finance and Administration Committee: Chief Financial Officer

<sup>10</sup> [Tenn. Code Ann. § 49-9-206\(a\)\(1\) and \(b\)\(1\)](#).

<sup>11</sup> [This committee is described in the statute as an "academic affairs and student success committee," but the name "Education, Research, and Service" reflects its broader responsibility for matters related to the teaching, research, and service missions of the University.](#)



Education, Research, and Service Committee: One or more officers of the University designated by the Chair of the Board.

**Section 4.2 Executive Committee—General Statement of Responsibilities.** The Executive Committee shall:<sup>12</sup>

- (1) Oversee and monitor the work of other standing committees, the University’s strategic planning processes, the President’s performance and welfare, and the University’s commitment to and compliance with the state’s plans and objectives for higher education;
- (2) Conduct a Board self-evaluation in connection with the President’s cumulative performance review every third or fourth year of the President’s employment;
- (3) Recommend to the Board the initial and subsequent compensation of the President and the initial compensation of the Chancellors and other officers of the University defined in these Bylaws;
- (4) Act for the Board on any matter when necessary between meetings of the Board; and
- (5) Perform other responsibilities as the Board deems necessary or advisable, subject to the approval of the Board.

The Executive Committee shall not operate or conduct any business outside the scope of authority outlined in this section or expressly authorized by statute.<sup>13</sup>

**Section 4.3 Audit and Compliance Committee—General Statement of Responsibilities.** The Audit and Compliance Committee shall have the responsibilities stated in the State of Tennessee Audit Committee Act of 2005, specifically Tennessee Code Annotated § 4-35-105, as amended from time to time, and other specific responsibilities deemed necessary or advisable and included in a committee charter approved by the Board and by the Comptroller of the Treasury for the State of Tennessee.<sup>14</sup>

**Section 4.4 Finance and Administration Committee—General Statement of Responsibilities.** The Finance and Administration Committee shall assist the Board in overseeing the University’s finances, operations, facilities, and Health Science Center clinical activities; and in ensuring that the University operates within available resources and applicable laws and policies in a manner supportive of the University’s strategic plan. The Committee shall have the specific responsibilities deemed necessary or advisable and included in a committee charter approved by the Board.

**Section 4.5 Education, Research, and Service Committee—General Statement of Responsibilities.** The Education, Research, and Service Committee shall assist the Board in overseeing the University’s educational mission of teaching, research, and service, including matters related to academic programs, the faculty, student success and student conduct, research, service and outreach and shall have the specific responsibilities deemed necessary or advisable and included in a committee charter approved by the Board.

**Section 4.6 Other Standing Committees.** The Board may appoint such other standing committees as it deems necessary or advisable from time to time.<sup>15</sup> Other standing committees shall be comprised of at least

<sup>12</sup> [Tenn. Code Ann. § 49-9-206\(a\)\(3\)\(C\).](#)

<sup>13</sup> [Tenn. Code Ann. § 49-9-206\(a\)\(3\)\(D\).](#)

<sup>14</sup> [Tenn. Code Ann. § 4-35-103.](#)

<sup>15</sup> [Tenn. Code Ann. § 49-9-206\(c\)\(1\)\(A\).](#)



three (3) members of the Board of Trustees.<sup>16</sup> The Board shall strive to ensure that other standing committees include alumni from different institutions of the University.<sup>17</sup>

**Section 4.7 Subcommittees.** A standing committee may appoint the members and chairs of any subcommittee it deems necessary or advisable from time to time.<sup>18</sup>

**Section 4.8 Special Committees.** Upon the recommendation of the Chair, the Board may appoint special (ad hoc) committees for specific assignments,<sup>19</sup> appoint the committee chair, and designate an officer of the University to serve as liaison and provide staff support for the committee. Individuals who are not members of the Board may be appointed as voting members of a special committee as long as the chair and a majority of the voting members of the committee are voting members of the Board; provided that, upon the recommendation of the Chair, the Board may appoint an individual who is not a member of the Board to serve as chair of a special committee if the individual has special knowledge and experience directly related to the committee's assignments and only if the majority of voting members of the committee are voting members of the Board.

**Section 4.9 Composition of Standing Committees—General Requirements.** Each standing committee shall be comprised of at least three (3) members of the Board of Trustees.<sup>20</sup> Except as otherwise provided in these Bylaws, all voting members of the standing committees and the committee chairs shall be voting members of the Board of Trustees; provided that the Board may appoint other individuals as voting members of a committee if the assistance of others is necessary to carry out the responsibilities of the committee as long as the majority of each committee consists of voting members of the Board.

**Section 4.9(a) Chair of the Board as an Ex Officio Member of Standing Committees.** The Chair of the Board shall be an ex officio, voting member of all standing committees but shall be counted for quorum purposes only when present.

**Section 4.9(b) President of the University as an Ex Officio Member of Two Standing Committees.** The President shall be an ex officio, voting member of the Finance and Administration Committee and the Education, Research, and Service Committee but shall be counted for quorum purposes only when present.

**Section 4.10 Specific Requirements for Composition of the Executive Committee.** The Executive Committee shall be composed of five (5) voting members of the Board,<sup>21</sup> one (1) of whom shall be the Chair of the Board, who shall serve ex officio as Chair of the Executive Committee. In appointing members, the Board shall strive to ensure that the Executive Committee includes alumni from different institutions of the University.<sup>22</sup>

**Section 4.11 Specific Requirements for Composition of the Audit and Compliance Committee.** All members of the Audit and Compliance Committee shall be financially literate, meaning they shall be able to read and understand fundamental financial statements, including a balance sheet, income statement,

<sup>16</sup> [Tenn. Code Ann. § 49-9-206\(c\)\(2\)\(A\).](#)

<sup>17</sup> [Tenn. Code Ann. § 49-9-206\(c\)\(3\).](#)

<sup>18</sup> [Tenn. Code Ann. § 49-9-206\(c\)\(4\).](#)

<sup>19</sup> [Tenn. Code Ann. § 49-9-206\(c\)\(1\)\(B\).](#)

<sup>20</sup> [Tenn. Code Ann. § 49-9-206\(b\)\(1\) and \(c\)\(2\)\(A\).](#)

<sup>21</sup> [Tenn. Code Ann. § 49-9-206\(a\)\(1\).](#)

<sup>22</sup> [Tenn. Code Ann. § 49-9-206\(a\)\(2\).](#)



and cash flow statement. At least one member of the committee shall have extensive accounting, auditing, or financial management expertise.

**Section 4.11(a) External Member of Audit and Compliance Committee.** The Audit and Compliance Committee may include one voting member who is not a member of the Board of Trustees but who satisfies the membership requirements stated in Section 4.11, including the requirement of extensive accounting, auditing, or financial management expertise.<sup>23</sup> An external member may not serve as Chair of the Audit and Compliance Committee.

**Section 4.12 Specific Requirements for Composition of the Education, Research, and Service Committee.** The Education, Research, and Service Committee shall include the non-voting student member of the Board of Trustees<sup>24</sup> and one (1) full-time faculty member of a University of Tennessee institution, both of whom shall serve as voting members of the committee.<sup>25</sup>

**Section 4.12(a) Appointment of a Faculty Member to the Education, Research, and Service Committee.** The voting faculty member of the Education, Research, and Service Committee shall be selected and appointed in a manner determined by the Board no later than May 31 of each year ~~(except for the initial appointment)~~; shall rotate among the institutions of the University in a manner determined by the Board; shall serve a one-year term, beginning July 1 of the year of appointment and ending June 30 of the succeeding year; and must maintain employment with the University in a full-time faculty status throughout the term.<sup>26</sup>

**Section 4.13 Appointment of Standing Committees and Committee Chairs.** Except as otherwise provided for the student<sup>27</sup> and faculty members of the Education, Research, and Service Committee, the Board of Trustees shall appoint the members and chairs of the standing committees. ~~Initial appointments shall be made at a special meeting of the Board, called pursuant to state law, for a term beginning on the date of appointment and ending June 30 of the second succeeding year. Thereafter, a~~ Appointments shall be made at the Annual Meeting for a two-year term, beginning July 1 of the year of appointment and ending June 30 of the second succeeding year.

**Section 4.13(a) Term Limit for Committee Chairs.** No member may serve more than three (3) consecutive terms as chair of the same committee except upon an affirmative roll-call vote of a majority of the total voting membership of the Board.

**Section 4.13(b) Filling a Vacancy.** If a vacancy occurs in a committee or chair position prior to expiration of the two-year term, the Chair ~~shall appoint a member of the Board~~ is authorized to make interim appointments, to fill the remainder of the term, which shall be subject to confirmation by the Board at its next meeting.

<sup>23</sup> [Tenn. Code Ann. § 49-14-102\(a\).](#)

<sup>24</sup> [Tenn. Code Ann. § 49-9-206\(d\)\(4\).](#)

<sup>25</sup> [Tenn. Code Ann. § 49-9-206\(d\)\(1\).](#)

<sup>26</sup> [Tenn. Code Ann. § 49-9-206\(d\)\(1\)-\(d\)\(3\).](#) The Board has determined that the faculty position shall rotate among the institutions in the following order: UT Knoxville, UT Martin, UT Chattanooga, and UT Health Science Center.

<sup>27</sup> [Tenn. Code Ann. § 49-9-202\(a\)\(3\)\(A\) and \(B\)](#) provide that the non-voting student member of the Board shall be appointed in a manner determined by the Board and shall rotate among the institutions in the following order: UT Health Science Center, UT Knoxville, UT Martin, and UT Chattanooga.



**Section 4.13(c) Continuation until Successors Appointed.** If appointments or reappointments to the Board of Trustees are pending at the end of the two-year term, standing committee and chair appointments shall continue beyond the end of the term. When the pending appointments or reappointments have been made, the Chair is authorized to make interim committee and chair appointments, which shall be subject to confirmation by the Board at its next meeting.

**Section 4.13(d) Committee Chair Pro Tem.** The Chair is authorized to appoint a chair pro tem of any standing committee when necessary.

**ARTICLE V  
Meetings of Committees**

**Section 5.1 Required.** Standing committees shall meet as often as necessary to carry out their responsibilities but at least once annually. Special committees shall meet as often as necessary to carry out their responsibilities until the purpose for which they were established has been accomplished or until the end of any term established by the Board, whichever occurs first.

**Section 5.2 Call of Meetings.** A meeting of any standing or special committee may be called by the Chair of the Board, the President, the committee chair, or by the Secretary upon the written request of two members of the committee.

**Section 5.3 Location of Meetings.** Committee meetings may be held at any location in the State of Tennessee.

**Section 5.4 Notice of Meetings.** Written notice of all meetings shall be given to all members of the standing committee or special committee. The Secretary shall give notice of meetings of the Executive Committee to all members of the Board. At least five (5) days' notice shall be given when feasible, but less notice may be given when there is a need for urgent action. Notice may be delivered by postal mail, courier, electronic mail, or facsimile transmission. If written notice is not feasible, by reason of urgency or other exigent circumstance, notice may be given by telephone. As required by Tennessee Code Annotated § 8-44-103(a) and (b), adequate public notice shall be given of any standing or special committee meeting.

**Sections 5.5 Meetings Open to the Public.** Meetings of standing committees and special committees authorized to make decisions for or recommendations to the Board shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

**Section 5.6 Quorum.** A majority of the voting members of each standing committee or special committee shall constitute a quorum.<sup>28</sup> In the absence of a quorum, those present may adjourn the meeting until a quorum is present.

**Section 5.7 Action of a Committee.** The action of a majority of the quorum of voting committee members present at any meeting shall be the action of a committee, except as otherwise provided in these Bylaws, Board policy, or statute.

**Section 5.8 Motions and Resolutions.** In the interest of clarity, to prevent misunderstanding, and to secure accuracy of record, each motion or resolution (except informal or parliamentary motions) shall be presented

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<sup>28</sup> [Tenn. Code Ann. § 49-9-206\(a\)\(3\)\(B\); Tenn. Code Ann. § 49-9-206\(b\)\(2\); Tenn. Code Ann. § 49-9-206\(c\)\(2\)\(C\).](#)



in writing at the time the motion or resolution is made, except that the committee chair may grant a member the privilege of reducing a motion to writing and presenting it to the Secretary before adjournment of the meeting. [The name of the moving and seconding member need not be recorded in the minutes of the meeting.](#)

**Section 5.9 Manner of Voting.** All votes in a committee meeting shall be by voice vote<sup>29</sup> or public ballot; provided that a roll-call vote shall be taken on any motion if a voting committee member present at the meeting requests a roll-call vote before a voice vote is taken or demands a roll-call vote before the Chair announces the result of a voice vote. [Secret votes, secret ballots, secret roll calls, and proxy votes are not allowed.](#)<sup>30</sup>

**Section 5.10 Agenda.** An agenda shall accompany the notice of every meeting of a standing committee or special committee when feasible, but when not feasible, the notice shall state the purpose or purposes for which the meeting is called. The agenda shall list in outline form each item to be considered at the meeting. Items not set forth on the agenda or in the notice may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the committee. [Items not stated in the call of a special meeting may not be considered at the meeting.](#)

**Section 5.10(a) Consent Agenda of Committees.** Standing committee chairs, in consultation with the Secretary, may designate routine and noncontroversial items to be included on a consent agenda for the committee; provided that the following items may not be placed on a committee consent agenda: (i) adoption, amendment, repeal, or suspension of the Bylaws in whole or in part; (ii) the annual operating budget, including any student tuition and fee proposals for which Board approval is required; (iii) funding requests for capital outlay and capital maintenance projects; and (iv) revenue or institutionally funded capital projects. The following are examples of items that will routinely be placed on a committee consent agenda: approval of minutes, approval of signatory authority for bank and investment accounts; sale of gift property at or above the appraised value; grant of easements and rights-of-way; and ratification of quasi-endowments.

**Section 5.10(b) Consent Agenda Procedures.** Consent agenda items shall be separately identified on the committee agenda, and before calling for a motion to approve, the committee chair shall ask if any member of the committee wants to remove an item from the consent agenda. Requests for clarification or other questions about an item on the consent agenda must be presented to committee staff before the meeting. An item will not be removed from the consent agenda solely for clarification or other questions. If any committee member asks that an item be removed from the consent agenda, the item will be separately considered and voted on by the committee. If the item is approved by the committee and requires approval by the full Board, it will be placed on the consent agenda for the full Board meeting. If there is no request to remove an item from the consent agenda, the consent agenda shall be voted on by a single motion, and if the motion carries, all items will go forward to the consent agenda of the full Board meeting.

**Section 5.11 Minutes.** The Secretary shall be responsible for ensuring that minutes are prepared and maintained for all meetings of standing committees and special committees authorized to make decisions

<sup>29</sup> [Under Tenn. Code Ann. § 8-44-104\(b\), a voice vote means a vote by which those in favor vocally express their will by saying in unison "aye" and subsequently those opposed vocally express their will by saying in unison "nay."](#)

<sup>30</sup> [Tenn. Code Ann § 8-44-104\(b\).](#)



for or recommendations to the Board, and the minutes shall be provided to all members of the committee. The Secretary shall provide minutes of Executive Committee meetings to all members of the Board.

## ARTICLE VI Officers of the University – Appointment and Removal

**Section 6.1 Officers of the University.** The officers of the University shall be the following: President; Chancellor of a campus ~~or institute~~; such Executive Vice Presidents, Senior Vice Presidents, and Vice Presidents as the Board may approve from time to time; Chief Financial Officer; General Counsel; Secretary; Treasurer; and Chief Audit and Compliance Officer. From time to time and without prior amendment of these Bylaws, the Board may designate an officer of the University as Chief Operating Officer upon the recommendation of the President.

**Section 6.2 Creation of Officer Positions.** No system administration position at the level of Vice President or above (regardless of title) that will report directly to the President or another officer of the University shall be created or filled without the approval of the Board.

**Section 6.3 Holding Two Offices Concurrently.** Upon the President's recommendation and without prior amendment of these Bylaws, the Board may approve an officer of the University, other than the President or a Chancellor, to hold two offices concurrently; provided that the office of Treasurer may only be held concurrently by the Chief Financial Officer, and the ~~position~~office of Secretary may only be held concurrently by the General Counsel.

**Section 6.4 Appointment of the President.** The Board of Trustees shall appoint and fix the compensation and other terms of employment of the President.<sup>31</sup>

**Section 6.4(a) Appointment of an Interim or Acting President.** When a vacancy or notice of an impending vacancy occurs in the office of President, the Board or the Executive Committee shall appoint an interim or acting President<sup>32</sup> on the recommendation of the Chair of the Board.

**Section 6.4(b) Process for Appointment of the President.** When the Chair of the Board deems it appropriate to proceed to fill a vacancy in the office of President by an external search, the Chair shall recommend to the Board a process and timeline for the search and a statement of qualifications for the position.<sup>33</sup> The search process shall include a search committee<sup>34</sup> composed as the Board determines to be appropriate, upon the recommendation of the Chair, notwithstanding any other provision in these Bylaws. The Chair may present his or her recommendations concerning ~~the~~ presidential search process to the Board at either a regular meeting or a special meeting called for that purpose, and in accordance with Tennessee Code Annotated § 49-7-154(c)(2), the meeting shall be open to the public and subject to the requirements of the Tennessee Open Meetings Act. In accordance with Tennessee

<sup>31</sup> Tenn. Code Ann. § 49-9-209(d)(1)(A).

<sup>32</sup> An interim appointment typically is made for an individual to hold the position until the vacancy is filled. An acting appointment typically is for a shorter term.

<sup>33</sup> Tenn. Code Ann. § 49-7-154(c)(2).

<sup>34</sup> Tenn. Code Ann. Tenn. Code Ann. § 49-7-131 provides that no member of a presidential search committee for any public higher education system in Tennessee is eligible for initial employment or promotion for 12 months after completion of the search committee's business. The provision does not apply to any full-time student who may serve on a presidential search committee.



Code Annotated § 49-7-154(c), the provisions outlined below in Sections 6.4(c) through 6.4(f) shall apply to the search process.

**Section 6.4(c) Recommendation of up to Three (3) Candidates.** The search committee may select up to three (3) candidates to be recommended to the Board of Trustees.<sup>35</sup>

**Section 6.4(d) Records of Candidate(s) Selected for Recommendation to the Board.** No later than fifteen (15) days before the vote of the Board of Trustees to appoint a President, records relating exclusively to the candidate(s) selected for recommendation to the Board shall be open for public inspection, except any record otherwise confidential under state or federal law. Records of all other candidates shall remain confidential and not subject to public inspection.<sup>36</sup>

**Section 6.4(e) Public Forum with Candidate(s) Selected for Recommendation to the Board.** No later than seven (7) calendar days before a meeting at which the Board will vote to appoint a President, the Board shall hold at least one (1) public forum with the candidate(s).<sup>37</sup>

**Section 6.4(f) Open Meeting to Appoint the President.** The meeting at which the Board will vote to appoint a President shall be open to the public in compliance with the Tennessee Open Meetings Act.<sup>38</sup>

**Section 6.5 Appointment of Chancellors.** The Board shall approve, upon the recommendation of the President, the appointment of Chancellors and approve their initial compensation and other terms of employment.<sup>39</sup>

**Section 6.5(a) Appointment of an Interim or Acting Chancellor.** When a vacancy or notice of an impending vacancy occurs in the office of Chancellor, the President is authorized to appoint an interim or acting Chancellor.

**Section 6.5(b) Process for Appointment of Chancellors.** When the President deems it appropriate to proceed to fill a vacancy in the office of Chancellor by an external search, the President, in consultation with the Chair of the Board, shall appoint a search committee to advise and assist the President during the search process. The provisions of Tennessee Code Annotated § 49-7-154(a) and (b) shall govern the confidentiality of records or information relating to or arising out of the search process for a Chancellor. Accordingly, if the search committee finds that certain candidates merit selection as finalists, the committee shall submit to the President an unranked list of no less than three (3) finalists.<sup>40</sup> In the exercise of his or her independent judgment, the President may recommend one or more of the finalists to the Board of Trustees or may decide that the search process should continue.

<sup>35</sup> [Tenn. Code Ann. § 49-7-154\(c\)\(1\)](#). The provision for “up to three (3) candidates” to be selected by the search committee for recommendation to the Board applies only to searches for the position of President. For the position of Chancellor, the statutory requirement is for “no less than three (3) candidates” to be selected by the search committee as finalists, from which one or more shall be recommended to the Board. See [Tenn. Code Ann. § 49-7-154\(b\)\(2\)](#).

<sup>36</sup> [Tenn. Code Ann. § 49-7-154\(c\)\(3\)](#).

<sup>37</sup> [Tenn. Code Ann. § 49-7-154\(c\)\(4\)](#).

<sup>38</sup> [Tenn. Code Ann. § 49-7-154\(c\)\(5\)](#).

<sup>39</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(C\)](#).

<sup>40</sup> [Tenn. Code Ann. § 49-7-154\(b\)\(2\)](#).



**Section 6.6 Appointment of Other Officers.** The Board shall approve, upon the recommendation of the President, the appointment of other officers of the University, as designated in these Bylaws, and approve their initial compensation and other terms of employment;<sup>41</sup> provided that (i) for the Chief Audit and Compliance Officer, the Board's approval shall be on the recommendation of the Audit and Compliance Committee; ~~and~~ (ii) if an individual other than the General Counsel is proposed for appointment to the office of Secretary, the Board's approval shall be upon the recommendation of the Chair of the Board; and (iii) if an individual other than the Chief Financial Officer is proposed for appointment to the office of Treasurer, the Board's approval shall be upon the recommendation of the Chief Financial Officer.

**Section 6.6(a) Process for Appointment of the Secretary.** When a vacancy or notice of an impending vacancy occurs in the office of Secretary, the Chair of the Board is authorized to appoint an individual to serve in an interim or acting capacity. If the office is to be filled by a person other than the General Counsel, the Chair of the Board shall identify a candidate to be recommended to the Board. The Chair may appoint an advisory committee to advise and assist the Chair, and members of the Board of Trustees may serve on the advisory committee. Appointment of an advisory committee shall not diminish the Chair's ultimate authority and responsibility for recommending a candidate to the Board of Trustees for approval of the appointment and initial compensation and other terms of employment.

**Section 6.6(b) Process for Appointment of the Chief Audit and Compliance Officer.** When a vacancy or notice of an impending vacancy occurs in the office of Chief Audit and Compliance Officer, the Chair of the Audit and Compliance Committee is authorized to appoint an individual to serve in an interim or acting capacity. When the Committee Chair deems it appropriate to proceed to fill the vacancy, the Committee Chair shall identify and recommend to the Committee a candidate for the position. The Committee Chair may appoint an advisory committee to advise and assist the Committee Chair, and members of the Board of Trustees may serve on the advisory committee. Appointment of an advisory committee shall not diminish the Committee Chair's ultimate authority and responsibility for recommending a candidate to the Audit and Compliance Committee. If the Committee concurs with the recommendation of the Committee Chair, the Committee shall recommend the candidate to the Board of Trustees for approval of the appointment and initial compensation and other terms of employment.

**Section 6.6 (c) Process for Appointment of the Treasurer.** When a vacancy or notice of an impending vacancy occurs in the office of Treasurer when held by an individual other than the Chief Financial Officer, the President, in accordance with Section 6.3 of these Bylaws, may recommend that the Board approve the Chief Financial Officer to serve concurrently as Treasurer. Alternatively, if the office is to be held by an individual other than the Chief Financial Officer, the Chief Financial Officer may appoint an individual to serve as Treasurer in an interim or acting capacity. When the Chief Financial Officer deems it appropriate to proceed to fill the vacancy, the Chief Financial Officer shall identify a candidate to be recommended to the Board. The Chief Financial Officer may appoint an advisory committee to advise and assist the Chief Financial Officer, and members of the Board of Trustees may serve on the advisory committee. Appointment of an advisory committee shall not diminish the Chief Financial Officer's ultimate authority and responsibility for recommending a candidate to the Board of Trustees for approval of the appointment and initial compensation and other terms of employment.

<sup>41</sup> Tenn. Code Ann. § 49-9-209(d)(1)(D). Requirements related to subsequent changes in compensation and other terms of employment of the officers of the University are include in Article VI, Section 6.8 of these Bylaws.



**Section 6.6(ed) Process for Appointment of Other Officers.** When a vacancy or notice of an impending vacancy occurs in an officer position other than Chancellor, Chief Audit and Compliance Officer, ~~or~~ Secretary, or Treasurer, the President may appoint an individual to serve in an interim or acting capacity. When the President deems it appropriate to proceed to fill the vacancy, the President shall identify a candidate to be recommended to the Board. The President may appoint an advisory committee to advise and assist the President, and members of the Board of Trustees may serve on the advisory committee. Appointment of an advisory committee shall not diminish the President's ultimate authority and responsibility for recommending a candidate to the Board of Trustees.

**Section 6.7 Removal of Officers.** The President serves at the pleasure of the Board, which has power to remove the President at any time, subject to the terms of any written employment agreement approved by the Board.<sup>42</sup> The Chancellors and other officers of the University report directly and solely to the President and serve at the pleasure of the President with the following exceptions:<sup>43</sup>

- (1) The Vice President for Development and Alumni Affairs and Programs reports jointly to the President and the Board of Directors of The University of Tennessee Foundation, Inc., but serves at the pleasure of the President;
- (2) The Chief Audit and Compliance Officer reports to the Audit and Compliance Committee and the Board<sup>44</sup> with respect to all audit activities and findings ~~and serves at the pleasure of the Board~~ but reports administratively to the Chief Financial Officer;
- (3) If the office of Treasurer is held by an individual other than the Chief Financial Officer, the Treasurer reports directly to and serves at the pleasure of the Chief Financial Officer;
- (4) If the office of Secretary is held by an individual other than the General Counsel, the Secretary reports directly to the Chair of the Board and serves at the pleasure of the Board; and
- (5) From time to time, the President may assign one or more Vice Presidents to report directly to and serve at the pleasure of another officer of the University.

The President has authority to remove a Chancellor or other officer at any time without the approval of the Board with the following exceptions:

- (1) The Board alone has authority to remove the Chief Financial Officer and the General Counsel, which shall require a simple majority vote if recommended by the President and a two-thirds roll-call vote if not recommended by the President;<sup>45</sup>
- (2) The Board alone has authority to remove, reassign, or demote the Chief Audit and Compliance Officer, and only for cause, by majority vote of the Board ~~which shall require a simple majority vote if recommended by the Audit and Compliance Committee and a two-thirds roll call vote if not recommended by the Committee;~~<sup>46</sup>
- (3) If the office of Treasurer is held by an individual other than the Chief Financial Officer, the Chief Financial Officer has authority to remove the Treasurer at any time after consultation with the President and the Chair of the Board;
- (4) If the office of Secretary is held by an individual other than the General Counsel, the Board alone has authority to remove the Secretary, which shall require a simple majority vote if recommended

<sup>42</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(A\) and \(E\).](#)

<sup>43</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(D\)\(i\) and \(ii\).](#)

<sup>44</sup> [Tenn. Code Ann. § 49-14-102\(b\) \(Higher Education Accountability Act of 2004\).](#)

<sup>45</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(D\)\(ii\).](#)

<sup>46</sup> [Tenn. Code Ann. § 49-14-102\(b\).](#)



by the Chair of the Board and a two-thirds roll-call vote if not recommended by the Chair of the Board; and

- (5) If the President has assigned a Vice President to report directly to another officer of the University, that officer has authority to remove the Vice President at any time after consultation with the President.

**Section 6.8 Change in Compensation and Other Terms of Employment of Chancellors and Other Officers of the University.** Prior to making a change in the Board-approved compensation or other terms of employment of a Chancellor or other officer of the University, the President shall inform and seek the advice of the Chair of the Board and, if applicable, the chair of a committee staffed by the officer and provide comparative data for Board-approved peer institutions<sup>47</sup> and a schedule of the current compensation and other terms of employment of all officers. No later than August 31 of each year, the President shall provide to the entire Board of Trustees a written report of the compensation and other terms of employment of all officers for the current fiscal year.

**Section 6.9 Employment of Former Officers.** When an officer of the University retires or otherwise leaves office, the title, compensation, and other terms and conditions of any ~~further~~continued full-time employment by the University shall be presented to the Board or the Executive Committee for approval before ~~any further~~the employment can begin. If the officer holds tenure in an academic department and leaves office to assume full-time faculty duties, the Board of Trustees shall set the faculty salary in accordance with the provisions of the Board Policy on Setting Faculty Salaries upon Conclusion of Administrative Appointments.

**ARTICLE VII  
Officers of the University – Duties**

**Section 7.1 Duties of the President.** The President is the chief executive officer of The University of Tennessee system and exercises complete executive management and administrative authority over all component parts of the University, subject to the direction and control of the Board of Trustees. The President has ultimate responsibility for leading the University academically, administratively, and financially and for promoting the general welfare and development of the system in its several parts and as a whole. The President is the principal spokesperson for the University. The President shall perform the other duties prescribed elsewhere in these Bylaws and those prescribed in statute, Board or University policies, a position description approved by the Board, and otherwise prescribed by the Board or a committee of the Board from time to time.

**Section 7.1(a) Delegation by the President.** The President may delegate responsibilities and duties to subordinate officers. In accordance with applicable University policies and procedures, the President delegates to Chancellors and Vice Presidents powers and duties to supervise and administer academic and budgetary units reporting to them, under the general supervision of the President. These delegations do not reduce the President’s ultimate responsibility, as chief executive officer of The University of Tennessee system, to exercise administrative authority over the Chancellors and other officers of the University.

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<sup>47</sup> If data for comparable positions at Board-approved peer institutions are not available, the President shall provide data for comparable positions at other public institutions similar in size and mission to the system or respective campus.



**Section 7.1(b) Temporary Assumption of President's Duties.** If the President is unexpectedly absent or otherwise unable to perform the duties of the office for any reason, the Chair of the Board shall designate another officer of the University to assume the duties on a temporary basis.

**Section 7.2 Duties of the Chancellors.** The Chancellors shall be the chief executive officers of their respective units and shall be fully responsible for administration and management of the unit, subject to the administrative authority of the President. The Chancellors shall perform the duties prescribed elsewhere in these Bylaws, in Board or University policies, in a formal position description approved by the President, and those prescribed by the Board or a committee of the Board from time to time.

**Section 7.3 Duties of the Secretary.** Unless the office of Secretary is held concurrently by the General Counsel, the Secretary shall act under the supervision of the Chair of the Board and may hold the additional titles of Chief of Staff, Special Counsel, or both. The Secretary shall perform the following duties in addition to those prescribed elsewhere in these Bylaws:

- (1) Attest all instruments of legal obligation requiring the Seal of the University and affix thereto the Seal, of which the Secretary shall be the custodian;
- (2) Countersign, by facsimile signature, all diplomas granted by the University; and
- (3) Other duties prescribed in Board or University policies, in a formal position description approved by the Board, or otherwise prescribed by the Board, the Chair, or a committee of the Board from time to time.

**Section 7.3(a) Assistants to the Secretary.** With approval of the Chair, the Secretary may appoint one or more persons to the position of Deputy, Associate, or Assistant Secretary to assist in performing the duties of the office. In the absence of the Secretary and any Deputy, Associate, or Assistant Secretary from any meeting of the Board or of the Executive Committee, the Board or the Executive Committee may appoint a Secretary Pro Tem, who shall be charged with the duty of taking the minutes of the meeting and sending a copy to all members of the Board.

**Section 7.4 Duties of the Chief Audit and Compliance Officer.** The Chief Audit and Compliance Officer shall act under the direction of the Chair of the Audit and Compliance Committee and shall have direct and unrestricted access to other members of the Committee and the Chair of the Board. The Chief Audit and Compliance Officer shall have the following duties:

- (1) Develop and execute a comprehensive audit plan to be conducted in accordance with applicable professional auditing standards;
- (2) Make a comprehensive report on the internal audit function to the Board of Trustees through the Audit and Compliance Committee at the Annual Meeting.<sup>48</sup> The report shall include the annual audit plan and a review of all previous year audits completed and in progress, including any follow-up reviews and any audits that were scheduled but not done;
- (3) Send a copy of each internal audit report and follow-up review, upon its completion, to the Audit and Compliance Committee;
- (4) Promptly report any activity that is illegal, or the legality of which is questioned by the internal audit department (e.g., conflict of interest, theft), to the Chair of the Audit and Compliance Committee; and

<sup>48</sup> [Tenn. Code Ann. § 49-14-102\(b\) and § 49-14-103\(a\).](#)



- (5) Other duties prescribed elsewhere in these Bylaws, in Board or University policies, in a formal position description approved by the Board, or otherwise prescribed by the Board, the Chair of the Audit and Compliance Committee, or a committee of the Board from time to time.

**Section 7.5 Duties of Other Officers of the University.** Other officers of the University shall perform the duties prescribed elsewhere in these Bylaws, in Board or University policies, in a formal position description approved by the President, and other duties prescribed by the Board or a committee of the Board from time to time.

**Section 7.6 Authority of Certain Officers to Sign Legal Instruments.** Subject to compliance with applicable Board or University policies requiring prior review of legal instruments by the General Counsel (or designee) and the Chief Financial Officer (or designee), the following officers of the University shall have authority to sign contracts, agreements, bonds, mortgages, notes, deeds, leases, or any other instrument of legal obligation in connection with the operation of the business of the University: President, Chief Financial Officer, Treasurer, and Secretary. ~~The Secretary and any Deputy, Associate, or Assistant Secretary shall have authority to attest and place the University's Seal on all such legal instruments.~~

**Section 7.6(a) Delegation of Authority to Sign Certain Legal Instruments.** University fiscal policies and procedures issued from time to time may delegate to Chancellors or other campus or system administrative personnel the authority to sign certain other legal instruments that do not warrant prior review by the General Counsel (or designee) or Chief Financial Officer (or designee).

**Section 7.6(b) Requirement to File Copies in the Office of the Treasurer.** A copy of every instrument of legal obligation executed on behalf of the University under the delegation authorized by Section 7.6(a), except purchase orders, shall be filed in the official files of the University in the Office of the Treasurer.

**Section 7.7 Authority of the General Counsel to Employ Attorneys and Retain Outside Counsel.** The General Counsel is the chief legal officer for The University of Tennessee and all its constituent parts. The General Counsel and attorneys working under the General Counsel's supervision are responsible for all legal matters affecting the University, including representation of the University and University officials in legal actions. In consultation with the President and the Chief Financial Officer, the General Counsel is authorized to retain outside counsel to represent the University in legal actions or otherwise assist in carrying out the responsibilities of the General Counsel. No other officer or employee is authorized to employ attorneys or retain outside counsel to handle legal matters for any campus, institute, or other unit of the University.

**Section 7.8 Requirement of Bond by the Treasurer.** As the official custodian of all funds coming into the University, the Treasurer is responsible for the proper handling of all funds in accordance with applicable state law and Board or University policies. The Treasurer shall give bond in the amount and form as may be required by state law from time to time.

**ARTICLE VIII  
Participation in Meetings by Electronic or Telephonic Means**

**Section 8.1 Statutory Requirements for Participation in a Meeting by Electronic or Telephonic Means.** The Chair of the Board or the chair of a committee, after consultation with the Secretary, may allow any or



all members to participate in a meeting by any means of electronic or telephonic communication, subject to the following requirements of the Tennessee Open Meetings Act:<sup>49</sup>

- (1) The meeting must be audible to the public at the location specified in the notice of the meeting.
- (2) All members must be able to hear and speak to each other during the meeting.
- (3) Any member participating by telephonic or electronic means must identify the persons present at the location from which the member is participating.
- (4) Before the meeting, any member who will not be physically present at the meeting location shall be provided with documents to be discussed at the meeting with substantially the same content as the documents presented at the meeting.
- (5) All votes shall be taken by roll call.

#### ARTICLE IX Parliamentary Authority

**Section 9.1 Governing Rules.** The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern meetings of Board of Trustees and committees of the Board to the extent applicable and consistent with these Bylaws and any special rules of order, standing rules, or policies adopted by the Board.

#### ARTICLE X Adoption, Amendment, and Repeal of Bylaws

**Section 10.1 Vote Required and Effect of Adoption.** These Bylaws shall be effective upon adoption by an affirmative two-thirds (2/3) roll-call vote of the total voting membership of the Board of Trustees. These Bylaws supersede and replace any Bylaws adopted by the Board of Trustees as constituted prior to July 1, 2018. These Bylaws also supersede and replace any rules or policies adopted by the Board of Trustees as it was constituted prior to July 1, 2018 to the extent such rules or policies are inconsistent with these Bylaws.

**Section 10.2 Amendment or Repeal of Bylaws.** The Board of Trustees may change these Bylaws by amendment, by adoption of one or more new Bylaws, or by repeal of one or more existing Bylaws at any regular or special meeting by an affirmative two-thirds (2/3) roll-call vote of the total voting membership of the Board; provided that a copy of the amendments or new Bylaws to be offered or notation of the Bylaws to be repealed shall be furnished to each Board member in writing at least seven (7) days in advance of the meeting. [The Secretary is authorized to make necessary corrections to Article and Section numbers and to statutory and policy citations without the necessity of an amendment.](#)

#### ARTICLE XI Suspension of Bylaws

**Section 11.1 Vote Required for Suspension of Bylaws.** The Board of Trustees may suspend these Bylaws, or any of them, temporarily at any regular or special meeting by an affirmative two-thirds (2/3) roll-call vote of the total voting membership of the Board.

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<sup>49</sup> [Tenn. Code Ann. § 8-44-108, except as otherwise provided in Tenn. Code Ann. § 49-7-151.](#)



ARTICLE XII  
Emeriti Trustees

**Section 12.1** The honorary status of Emeritus or Emerita Trustee shall apply to all appointed Trustees who complete at least one six-year term of appointment, whether before or after the date of adoption of this Bylaw, and the privileges of this honorary status shall be those set forth in this Bylaw. Emeriti Trustees shall be eligible for appointment as voting or non-voting members of standing and special committees of the Board in accordance with the provisions of Article IV, Section 4.8 and Section 4.9 of these Bylaws and for appointment to the governing boards of the University's affiliated foundations and other affiliated entities. Emeriti Trustees shall be invited to attend a meeting of the Board of Trustees each year at their expense, providing them an opportunity to receive information on the state of the University and to remain engaged in promoting the welfare of the University. Upon request, and subject to availability, the administration will assist Emeriti Trustees with the purchase of two tickets and one parking permit for individual home football games at the Chattanooga, Knoxville, and Martin campuses.

History:

<u>Adopted</u>	<u>August 1, 2018</u>
<u>Amended: New Section 6.8</u>	<u>March 1, 2019</u>
<u>Amended and Restated</u>	<u>November 8, 2019</u>



**BYLAWS  
OF  
THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES**

**APPENDIX A**

The following is a non-exclusive list of powers and responsibilities of the Board of Trustees as expressly granted by statute or implied as necessary, proper, or convenient for the accomplishment of the mission of the University and the responsibilities of the Board.

1. Adoption of bylaws, rules, and regulations for the governance of the University and the promotion of education in the University as the Board deems expedient or necessary; provided that the bylaws, rules, and regulations shall not be inconsistent with the constitution and laws of the United States or the State of Tennessee.<sup>50</sup>
2. Exercise of full authority and control over all University funds, whether appropriated from state revenues or institutional revenues, except authority to reallocate funds appropriated for a specific purpose or funds appropriated pursuant to the outcomes-based funding formula.<sup>51</sup>
3. Taking all actions necessary and appropriate to ensure the financial stability and solvency of the University.<sup>52</sup>
4. Evaluating administrative operations and academic programs periodically to identify efficiencies to be achieved through streamlining, consolidation, reallocation, or other measures.<sup>53</sup>
5. Approval of student tuition and fees<sup>54</sup> for which Board approval is required by Board policy and any proposal for waiver or discount of student tuition and fees unless mandated by state law.<sup>55</sup>
6. Evaluating student financial aid in relation to the cost of attendance and approving any necessary policies to improve the availability of financial aid that are in the best interest of students, the University, and the state.<sup>56</sup>
7. Approval of the annual operating budget and thereby confirming the salaries of all University employees.<sup>57</sup>

<sup>50</sup> [Tenn. Code Ann. § 49-9-209\(e\)\(1\) and \(2\).](#)

<sup>51</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(F\).](#)

<sup>52</sup> [Id.](#)

<sup>53</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(M\).](#)

<sup>54</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(F\) \(subject to any binding ranges established by the Tennessee Higher Education Commission pursuant to Tenn. Code Ann. § 49-7-202\(n\)\).](#)

<sup>55</sup> [Board Policy BT0016 - Approval of Student Fees.](#)

<sup>56</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(K\).](#)

<sup>57</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(G\).](#)



8. Approval of proposed capital outlay and capital maintenance budgets prior to their submission to other state agencies and officials;<sup>58</sup> and authorizing the administration to enter into contracts for design and construction of projects for the next fiscal year.
9. Approval of construction of buildings and other capital improvements to be funded by revenues or other institutional funds not specifically appropriated for capital outlay, subject to final approval by the State Building Commission; provided that the Board may authorize the President to approve additional projects identified during the fiscal year, subject to final approval by the State Building Commission.<sup>59</sup>
10. With the prior approval of the Tennessee State School Bond Authority, authority to borrow money for the purpose of erecting buildings, purchasing real estate, or cooperating with agencies of the United States and to issue evidences of indebtedness for those purposes.<sup>60</sup>
11. Approval of a facilities master plan for each campus and institute.
12. Approval of the acquisition of any interest in real property,<sup>61</sup> including acquisition by gift or devise if the acquisition obligates the University or the State of Tennessee to expend state funds for capital improvements or continuing operating expenditures, subject to final approval by the State Building Commission.<sup>62</sup>
13. Approval of the sale or other disposal of real property owned by the University,<sup>63</sup> subject to final approval by the State Building Commission.<sup>64</sup>
14. Approval of a mission statement for the system and each campus and institute.
15. Approval of strategic plans for the system and each campus and institute.
16. Approval of the scope of the educational opportunities to be offered by the University, including approval of new academic degrees or degree programs, subject to final approval by the Tennessee Higher Education Commission<sup>65</sup> and, if required by the Tennessee Higher Education Commission, approval of the modification of existing programs; provided that the planning and development of curricula shall be the function of the faculties.
17. Approval of the termination of academic programs when termination of tenured or tenure-track faculty members is involved.
18. Approval of the establishment of a new campus, institute, college, or school.

<sup>58</sup> Tenn. Code Ann. § 49-7-202(o).

<sup>59</sup> Tenn. Code Ann. § 4-15-102(a)(1) and (b)(1).

<sup>60</sup> Tenn. Code Ann. § 49-9-103(b).

<sup>61</sup> Tenn. Code Ann. § 49-9-209(b)(1).

<sup>62</sup> Tenn. Code Ann. § 4-15-102(d)(1)(A) and (d)(2).

<sup>63</sup> Tenn. Code Ann. § 49-9-209(b)(1).

<sup>64</sup> Tenn. Code Ann. § 4-15-102(d)(1)(B).

<sup>65</sup> Tenn. Code Ann. § 49-7-202(q)(2)(A).



19. Approval of general admission,<sup>66</sup> retention, and graduation requirements for each campus.
20. Approval of rules and regulations defining residency of students for the purpose of determining whether out-of-state tuition will be charged, subject to applicable statutory requirements.<sup>67</sup>
21. Approval of policies and procedures, including campus handbook provisions, governing (1) academic freedom; (2) appointment, retention, promotion, tenure,<sup>68</sup> evaluation, and termination of faculty members; (3) faculty workload; (4) intellectual property rights; and (5) compensated outside services by faculty members.
22. Granting tenure, upon the President's positive recommendation, to (1) an officer of the University (as defined in Article VI of the Bylaws) who simultaneously holds a faculty appointment; (2) a faculty member who is to be granted tenure upon initial appointment without serving a probationary period at a University campus; and (3) a faculty member to be granted tenure after serving less than a six-year probationary period at a University campus.<sup>69</sup>
23. Approval of the conferral of the degrees by the President and Chancellors in any bachelor's, master's, or doctoral program that has been approved by the Board, upon certification by the appropriate University offices that a student has satisfied all degree requirements and all obligations to the University.<sup>70</sup>
24. Granting honorary degrees in accordance with the Board Policy on Honorary Degrees.<sup>71</sup>
25. Approval of policies governing student conduct and disciplinary actions.<sup>72</sup>
26. Approval of a voluntary retirement incentive plan for a campus or institute or for a particular unit within a campus or institute.
27. Approval of the naming of buildings and other assets of the University, including colleges, schools, and programs, except as may be delegated to the administration from time to time by Board policy.<sup>73</sup>
28. Approval of the creation of legal entities that will bear the University's name and the governance structure of such entities.
29. Overseeing and monitoring the operation of the intercollegiate athletics programs, including proposed actions reasonably anticipated to have a long-term impact on the operations, reputation, and standing of the intercollegiate athletics programs or the University.<sup>74</sup>

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<sup>66</sup> [Tenn. Code Ann. § 49-7-101.](#)

<sup>67</sup> [Tenn. Code Ann. § 49-9-105.](#)

<sup>68</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(H\).](#)

<sup>69</sup> [Board Policy BT0006 – Policies Governing Academic Freedom, Responsibility, and Tenure.](#)

<sup>70</sup> [Tenn. Code Ann. § 49-9-209\(f\) and Tenn. Code Ann. § 49-7-166\(c\) and \(d\).](#)

<sup>71</sup> [Board Policy BT0006 – Awarding Honorary Degrees.](#)

<sup>72</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(I\).](#)

<sup>73</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(S\).](#)

<sup>74</sup> [Tenn. Code Ann. § 49-9-209\(d\)\(1\)\(J\).](#)



30. Monitoring nonacademic programs, other than athletics, including programs related to diversity, and monitoring compliance of nonacademic programs with federal and state laws, rules, and regulations.<sup>75</sup>
31. Establishing a process through which each advisory board created pursuant to Tennessee Code Annotated § 49-9-501 must provide a recommendation to the President on the proposed operating budget, including tuition and fees, as it relates to the respective institution prior to the adoption of the annual operating budget by the Board, beginning with any operating budget adopted after January 1, 2019.<sup>76</sup>
32. Establishing a process through which each advisory board created pursuant to Tennessee Code Annotated § 49-9-501 must provide a recommendation to the President on the proposed strategic plan for the respective institution prior to the approval of the strategic plan by the Board, beginning with any strategic plan approved or adopted after January 1, 2019.<sup>77</sup>
33. Establishing a mechanism by which a person may bring an issue to the attention of the Board and provide notice of that mechanism to the public.<sup>78</sup>
34. Providing, in conjunction with regular meetings of the Board, a reasonable opportunity for the public to address the Board, or a committee of the Board, concerning issues germane to the responsibilities of the Board.<sup>79</sup>

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<sup>75</sup> Tenn. Code Ann. § 49-9-209(d)(1)(L).

<sup>76</sup> Tenn. Code Ann. § 49-9-209(d)(1)(N).

<sup>77</sup> Tenn. Code Ann. § 49-9-209(d)(1)(O).

<sup>78</sup> Tenn. Code Ann. § 49-9-209(d)(1)(Q). A link to the method for submitting information to the Board appears on the front page of the Board's website.

<sup>79</sup> Tenn. Code Ann. § 49-9-209(d)(1)(R). A link to the standing rule governing requests to address the Board appears on the front page of the Board's website.



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Campus Processes for Determining Programs to be Funded by the Student Programs and Services Fee**

Type: Information

Presenter: Randy Boyd, Interim President

At the 2019 Winter Meeting, the Board amended the Board policy governing the Student Programs and Services Fee to eliminate student-organized programming as an authorized expenditure of funds derived from the fee. The fee will continue to fund programming for students, but the chief student affairs officer for each campus will be the decision maker with respect to what programs are funded.

The chief student affairs officers for UTK, UTC, and UTM have established processes for gathering input from students to inform the chief student affairs officer's decisions on funding programs for students. The campus processes follow this memorandum.

## Use of SPSF Funds for Programs for Students

5.1

### Background

UT Board of Trustees Policy BT0011, the Policy on a Student Programs and Services Fee, provides that expenses relating to student programs funded by the Student Programs and Services Fee (SPSF) must be organized or operated under the auspices of the Chief Student Affairs Officer. Such University-sponsored programming for students is an essential part of the educational process for students at the University. This procedure outlines ways in which the Vice Chancellor for Enrollment Management and Student Affairs (VC-EMSA) will involve students concerning programs formerly organized by student programming boards and registered student organizations, termed “student-organized programming,” under the version of the Policy in effect on February 28, 2019. For the purposes of this procedure, such programs are termed “programs for students.” This procedure applies to programs for students funded by SPSF that occur on or after January 1, 2020 at the University of Tennessee at Chattanooga.

Each year, 75% of the SPSF funding allotted for programs for students will be designated for the Office of Student and Family Engagement. This office is tasked with developing a comprehensive calendar of engaging programs for students each semester that advances the University’s educational mission and reflects the diversity of our students’ interests. The remaining 25% of this funding will be made available to other offices and departments within the Division of EMSA to fund additional programs for students that will further enhance the student experience at UTC.

### Role of the Vice Chancellor for EMSA

To ensure compliance with the Board’s Policy, the VC-EMSA will decide which programs for students will have value to the University’s students from the perspective of educating and retaining students and, accordingly, which programs for students the Division of EMSA will organize and operate, as well as the amount of SPSF funds that will be spent on such programs for students. The Vice Chancellor will ensure that SPSF funds are not spent on any programs sponsored or co-sponsored by students or registered student organizations.

### Student Involvement

***Providing Input on Topics of Interests to Students*** The Division of EMSA will use a variety of methods to gather input about general topics of interest to students that may have educational value, including, but not limited to, periodic interest surveys, focus groups, listening sessions and program suggestions submitted by individual students in an online format, provided there is no circumvention of the prohibition on using SPSF funds for programs sponsored or co-sponsored by students or registered student organizations. The Division of EMSA will confer with the presidents of the Student Government Association and the Graduate Student Association or their designees about the content of any survey prior to conducting a survey. When conducting a survey, the Division of EMSA will electronically distribute the survey to all students who have paid the SPSF for that current semester. The Division of EMSA may employ students to assist with designing the surveys and/or interpreting the results gathered through the other methods referenced above.

***Providing Feedback on Slate of Program Options*** The Office of Student and Family Engagement will develop a slate of program options each semester taking into consideration the aforementioned student input gathered through the methods listed previously. A group of students employed by the Office will help interpret the feedback gathered and develop the final slate of program options presented. These students will serve in an advisory capacity to the VC-EMSA regarding the Office’s proposed slate. The VC-EMSA will evaluate the options presented and consider the input of those students when making final programming decisions.

Funding requests from EMSA offices and/or departments to support additional programs for students will be evaluated by the VC-EMSA in consultation with the presidents of the Student Government Association and the Graduate Student Association or their designees. Final funding decisions will be made by the VC-EMSA and communicated to the respective unit(s) within the Division of EMSA that will plan and execute each program.

***Being Involved with Program Planning, Organization and Execution*** EMSA Offices and departments hosting programs for students funded by SPSF are encouraged to involve student volunteers and/or student employees to help plan, organize and execute events.

***Providing Post-Program Feedback*** The Division of EMSA may seek feedback from students concerning specific programs funded by SPSF after the programs have occurred.

*Revised: August 15, 2019*



## Use of SPSF Funds for Programs for Students

**Background:** UT Board of Trustees Policy BT0011, the Policy on a Student Programs and Services Fee (Policy), provides that expenses relating to student programs funded by the Student Programs and Services Fee (SPSF) must be organized or operated under the auspices of the Chief Student Affairs Officer. Such University-sponsored programming for students is an essential part of the educational process for students at the University. This procedure outlines ways in which the Vice Chancellor for Student Life (VCSL) will involve students concerning programs of a type formerly organized by student programming boards and registered student organizations and termed “student-organized programming” under the version of the Policy in effect on February 28, 2019. For purposes of this procedure, such programs are termed “programs for students.” This procedure applies to programs for students that occur on or after August 1, 2019, at the University of Tennessee, Knoxville.

**Role of the Vice Chancellor for Student Life:** To ensure compliance with the Board’s Policy, the VCSL will decide which programs for students will have value to the University’s students from the perspective of educating and retaining students, and accordingly which programs for students that the Division of Student Life will organize and operate, as well as the amount of SPSF funds that will be spent on such programs for students.

### **Student Involvement:**

***Providing Input on Topics of Interests to Students.*** The Division of Student Life will use a variety of methods to gather input about general topics of interest to students that may have educational value, including but not limited to periodic interest surveys, focus groups, listening sessions, and program suggestions submitted in an online format submitted by individual students or registered student organizations, provided there is no circumvention of the prohibition on using SPSF funds for programs sponsored or co-sponsored by students or student organizations. The Division of Student Life will confer with the presidents of the Student Government Association and the Graduate Student Senate about the content of any survey prior to conducting a survey. When conducting a survey, the Division of Student Life will electronically distribute the survey to all students who pay the SPSF. The Division of Student Life may employ students to assist with designing the surveys and/or interpreting the results of the surveys referenced above.

***Providing Feedback on Slate of Program Options.*** Staff within the Division of Student Life will develop a slate of program options taking into consideration the aforementioned survey results or other forms of student input. The VCSL will establish a Student Advisory Board comprised of undergraduate and graduate students to provide input about the slate of program options developed by the Division of Student Life. The VCSL will consider the Student Advisory Board’s feedback regarding the slate of programs when making final funding decisions. Decisions of the VCSL regarding program funding will be communicated to the respective unit(s) within the Division of Student Life that will plan and execute each program with the involvement of students as designated by each department.

***Being Involved with Program Planning, Organization, and Execution.*** Various unit(s) within the Division of Student Life will plan and execute each program. Those departments will encourage the involvement of student volunteers, registered student organizations, or student employees to help plan, organize and execute Division of Student Life sponsored programs. The Center for Student Engagement will be the central point of contact to engage students and/or student organizations without an affiliation with a specific department.

***Providing Post-Program Feedback.*** The Division of Student Life may seek assessment feedback from students concerning specific programs after the programs have occurred.



### Use of SPSF Funds for Programs for Students

**Background:** UT Board of Trustees Policy BT0011, the Policy on a Student Programs and Services Fee (Policy), provides that expenses relating to student programs funded by the Student Programs and Services Fee (SPSF) must be organized or operated under the auspices of the Chief Student Affairs Officer. Such University-sponsored programming for students is an essential part of the educational process for students at the University. This procedure outlines ways in which the Vice Chancellor for Student Affairs (VCSA) will involve students concerning programs of a type formerly organized by student programming boards and registered student organizations and termed “student-organized programming” under the version of the Policy in effect on February 28, 2019. For purposes of this procedure, such programs are termed “programs for students.” This procedure applies to programs for students that occur on or after January 1, 2020, at the University of Tennessee, Martin.

**Role of the Vice Chancellor for Student Affairs:** To ensure compliance with the Board’s Policy, the VCSA will decide which programs for students will have value to the University’s students from the perspective of educating and retaining students, and accordingly which programs for students that the Division of Student Affairs will organize and operate, as well as the amount of SPSF funds that will be spent on such programs for students. The VCSA also will ensure that SPSF funds are not spent on any programs sponsored or co-sponsored by students or student organizations.

#### **Student Involvement:**

***Providing Input on Topics of Interests to Students.*** The Division of Student Affairs will use a variety of methods to gather input about general topics of interest to students that may have educational value, including but not limited to periodic interest surveys, focus groups, listening sessions, and program suggestions submitted in an online format submitted by individual students or registered student organizations, provided there is no circumvention of the prohibition on using SPSF funds for programs sponsored or co-sponsored by students or student organizations. The Division of Student Affairs will confer with the president of the Student Government Association about the content of any survey prior to conducting a survey. When conducting a survey, the Division of Student Affairs will electronically distribute the survey to all students who pay the SPSF. The Division of Student Affairs may employ students in the role of programming assistants to assist with developing programming ideas, designing surveys, and interpreting their results.

***Providing Feedback on Slate of Program Options.*** Staff within the Division of Student Affairs will develop a slate of proposed programming options taking into consideration the aforementioned survey results or other forms of student input. The VCSA will review the proposed programming schedule and make the final funding decisions. Decisions of the VCSA regarding program funding will be communicated to the respective unit(s) within the Division of Student Affairs that will plan and execute each program with the involvement of students as designated by each department.

***Being Involved with Program Planning, Organization, and Execution.*** Various unit(s) within the Division of Student Affairs will plan and execute each program. Those departments will encourage the involvement of student volunteers, registered student organizations, or student

employees to help plan, organize and execute Division of Student Affairs sponsored programs. The Office of Student Life and Multicultural Affairs will be the central point of contact to engage students and/or student organizations without an affiliation with a specific department.

***Providing Post-Program Feedback.*** The Division of Student Affairs may seek assessment feedback from students concerning specific programs after the programs have occurred.

#### Annual Programming Development Cycle

- April 1 – The Office of Student Life and Multicultural Affairs submits a proposed programming schedule for the upcoming academic year to the Vice Chancellor for Student Affairs for review and approval.
- May 1 – The Vice Chancellor for Student Affairs will communicate approved programs and budget allocations to the Office of Student Life and Multicultural Affairs.
- Ad hoc programs may be submitted by the Office of Student Life and Multicultural Affairs for approval during the academic year, consistent with the procedures outlined above. Ad hoc programming requests must be submitted for Vice Chancellor of Student Affairs approval at least 30 days prior to the proposed event/program.



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

6

Meeting Date: November 8, 2019

Committee: Special Committee on University of Tennessee Athletics Programs

Item: **Board Policy on Oversight of Intercollegiate Athletics**

Type: Action

The Committee Charge for the Special Committee on University of Tennessee Athletics Programs requires the Committee to, among other things: (1) recommend to the Board any Board policies necessary for the proper exercise of the Board's oversight responsibility with respect to intercollegiate athletics programs; and (2) recommend the kind of academic, fiscal, compliance, and other reports the full Board should receive on a regular basis concerning the intercollegiate athletics programs.

To satisfy those requirements, the Special Committee, at a meeting on September 12, 2019, recommended that the Board adopt the following Policy on Oversight of Intercollegiate Athletics.

### **Board Action**

**The Chair will call for a motion to adopt the following Resolution:**

**Resolved: The Board of Trustees approves the Policy on Oversight of Intercollegiate Athletics as presented in the meeting materials, which shall be attached to this Resolution after adoption.**



**THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES  
POLICY ON OVERSIGHT OF INTERCOLLEGIATE ATHLETICS**

**PURPOSE**

This policy details the oversight role of the Board of Trustees relating to intercollegiate athletics and specific responsibilities of the Chancellors and the intercollegiate athletics departments relating to the Board’s oversight role.

**GENERAL STATEMENT OF OVERSIGHT PRINCIPLES**

The Board delegates direct responsibility for administration and control of the intercollegiate athletics programs to the Chancellor of each campus with an intercollegiate athletics program. The Board exercises oversight and monitoring of the intercollegiate athletics programs and, through the President, holds the Chancellors accountable for the appropriate execution of their responsibility for administration and control of those programs. In addition to the requirements established by this policy, the Chancellor of each campus with an intercollegiate athletics program must keep the President informed of all matters necessary for the exercise of this oversight responsibility. Trustees must avoid involvement in the day-to-day operations of the intercollegiate athletics programs, including without limitation personnel matters and matters involving particular student-athletes.

**MISSION STATEMENTS**

Each institution must submit to the Board for approval a mission statement for its intercollegiate athletics department that reflects the University’s mission and academic values and any subsequent revisions to the mission statement.

**ANNUAL REPORT TO THE FINANCE AND ADMINISTRATION COMMITTEE**

Annually at the Winter Meeting of the Board,<sup>1</sup> the Chancellor of each campus with an intercollegiate athletics program must provide a written report to the Finance and Administration Committee, through the Chief Financial Officer, to ensure that the Board receives information sufficient to understand and monitor the finances of the intercollegiate athletics program.

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<sup>1</sup> This requirement is effective beginning with the Winter Meeting of the Board in 2020.



The written annual report must contain the following minimum information:

1. Information on the current annual operating budget and most recent annual operating budget performance for intercollegiate athletics, including without limitation:
  - (a) Amounts and sources of generated revenue (e.g., ticket sales, donor contributions, NCAA/conference distributions, corporate sponsorships, licensing, etc.) and institutional funding (institutional or government support, student fees);
  - (b) Amounts and uses of funds by expenditure type (e.g., salaries & benefits, scholarships, facilities, debt service, team travel, etc.); and
  - (c) A description of how deficits, if anticipated or otherwise, will be handled by the institution.
2. Athletics department's most recent fiscal year-end unrestricted fund balances;
3. The amount of the athletics fee, or any similarly termed student fee designated for athletics, at the institution, if applicable, for the most recent five fiscal years;
4. The capital master plan for athletics facilities and any associated financing activities;
5. Total debt outstanding and annual debt service requirements on athletics facilities;
6. Projected amount of annual compensation, excluding performance bonuses, for the next five years of all coaches with whom the University has employment agreements, and the length of the term of the employment agreements; and
7. Future material financial considerations and trends.

The Chief Financial Officer should present the Finance and Administration Committee with an oral summary of the reports for each campus, highlighting information the Committee needs to know to ensure the Board carries out its oversight role of the finances of the intercollegiate athletics program.



### ANNUAL REPORT TO THE EDUCATION, RESEARCH, AND SERVICE COMMITTEE

Annually at the Fall Meeting of the Board, the Chancellor of each campus with an intercollegiate athletics program must provide a written report to the Education, Research, and Service Committee, through the Vice President for Academic Affairs and Student Success, to ensure that the Board receives information sufficient to understand and monitor issues relating to student-athlete academic progress and academic integrity in the intercollegiate athletics programs.<sup>2</sup>

The written annual report must contain the following minimum information:

1. Description of the role of intercollegiate athletics at the campus;
2. Information on the role of the institution's faculty athletics representative in the oversight of the intercollegiate athletics program (e.g., ensuring the academic integrity of the intercollegiate athletics program; serving as an advocate for student-athlete well-being; helping maintain institutional control of the intercollegiate athletics program);
3. Description of how the Chancellor measures the success of the intercollegiate athletics program;
4. The most recent published NCAA Academic Progress Rate (APR) scores for every team, five-year APR trend data for every team, and a report on corrective actions the institution intends to take with respect to unsatisfactory APR scores;
5. The most recent published NCAA Graduation Success Rate (GSR) scores for every team and five-year GSR trend data for every team;
6. Benchmarks used by the athletics department to assess APR data, graduation rate data, and other academic or admissions data;
7. The admissions policy for student-athletes including the definitions utilized for exceptions to campus-based criteria; if the admissions policy does not limit the number of special admissions of student-athletes, then the institution must also provide the number and rates of special admission of student-athletes compared with those of the regular student body;
8. Summary information on the declared majors of student-athletes and a summary comparison on the declared majors of the student body; and

<sup>2</sup> This requirement is effective beginning with the Fall Meeting of the Board in 2020.



9. Description of the policies and standards relating to academic integrity for student-athletes, including an assurance that those policies and standards are generally consistent with those for the student-body.

The Vice President for Academic Affairs and Student Success should present the Education, Research, and Service Committee with an oral summary of the reports for each campus, highlighting the most critical information the Committee needs to know to ensure the Board carries out its oversight role of student-athlete academic progress and academic integrity in the intercollegiate athletics programs.

#### **ANNUAL REPORT TO THE AUDIT AND COMPLIANCE COMMITTEE**

Annually, the Chancellor of each campus with an intercollegiate athletics program must provide a written report to the Audit and Compliance Committee, through the General Counsel, to ensure that the Board receives information sufficient to understand and monitor the institution's compliance with the rules and regulations of the National Collegiate Athletic Association (NCAA) and determine the adequacy of the institution's athletics compliance function.

The written annual report must contain the following minimum information:

1. An explanation of the institution's reporting structure for the intercollegiate athletics compliance office and whether and to whom the intercollegiate athletics compliance office reports outside of the athletics department;
2. Description of the process for reporting and investigating alleged violations of NCAA rules;
3. The number of full-time employees in the athletics compliance office and a comparison of that number with the institution's athletics peers; and
4. A description of all NCAA rules infractions since the last annual report.

The General Counsel should present the Audit and Compliance Committee with an oral summary of the reports for each campus and highlight the most critical information the Committee needs to know to ensure the Board carries out its oversight role of ensuring that the institutions are controlling their intercollegiate athletics programs in compliance with NCAA rules and regulations and adequately staffing their athletics compliance functions.



### OTHER REPORTING REQUIREMENTS

1. Copies of all annual reports to committees of the Board must be provided to the full Board.
2. Each intercollegiate athletics department must immediately notify the Chancellor, who in turn must immediately notify the President for communication to the Chair of the Board, of all NCAA Level I and Level II infractions and NCAA investigations that may result in findings of NCAA Level I or Level II infractions.
3. NCAA member institutions are required to submit detailed financial data including operating revenues, operating expenses, and capital expenditures related to its intercollegiate athletics program to the NCAA on an annual basis. Prior to submission to the NCAA, the financial data is subject to annual agreed-upon verification procedures approved by the NCAA membership performed by a qualified independent accountant (e.g., the Department of State Audit in the Tennessee Comptroller of the Treasury). The report of the qualified independent accountant must be submitted annually to the Audit and Compliance Committee.
4. At least once every five years, the General Counsel is required to provide a confidential, attorney-client privileged report to the Audit and Compliance Committee concerning each institution's compliance with the provisions of Title IX of the Education Amendments of 1972 specific to intercollegiate athletics.



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Committee: Special Committee on University of Tennessee Athletics Programs

Item: Mission Statements for the UTC, UTK, and UTM Athletics Departments

Type: Action

7

The Committee Charge for the Special Committee on University of Tennessee Athletics Programs requires the Committee to recommend to the Board mission statements for the three athletics departments that reflect the University's mission and academic values.

To satisfy that requirement, the Special Committee, at a meeting on September 12, 2019, recommended the following mission statements for the UTC, UTK, and UTM Athletics Departments for approval by the Board.

### Board Action

The Chair will call for a single motion to adopt the following Resolution to approve the mission statements, unless a member requests that each to be considered separately:

**Resolved: The Board of Trustees approves the mission statements of the UTC, UTK, and UTM Athletics Departments as presented in the meeting materials, which shall each be attached to this Resolution after adoption.**



**CHATTANOOGA ATHLETICS**

The McKenzie Arena  
Dept. 3503  
615 McCallie Avenue  
Chattanooga, TN 37403-2598  
Phone: (423) 425-4495  
Fax: (423) 425-2160

7.1

**Our Vision:** To achieve excellence.

**Our Mission:** Equipping for Success.

**Our Core Values:**

- Integrity
- Accountability.
- Respect.
- Gratitude.
- Competitiveness.
- Pride.
- Commitment.
- Innovation.



## MISSION STATEMENT

7.2

As we model the Volunteer Creed...

*We take great pride in providing an unrivaled student-athlete experience.*

*We prepare student-athletes to graduate, lead and positively impact the world.*

*We strive for championships, competing intensely with integrity.*

*We value all people while enhancing our university, community and state.*

## FOUNDATIONAL PILLARS

**Communication** – Open and honest communication—no surprises—as we pursue our goals.

**Trust** – Trust is earned, not given. Every day...be trustworthy.

**Warmth** – You know that I care about you, and I know you care about me; together, we care about our student-athletes, our university, our state, our fans and our community.

**Intensity** – We attack each day with great intensity to achieve our goals and be the very best at our chosen calling.



## **UT Martin Intercollegiate Athletics Mission Statement and Governing Values**

### **Mission Statement**

The University of Tennessee at Martin intercollegiate athletics program enhances the total collegiate experience for currently enrolled students and generates interest in UT Martin from various stakeholders by developing competitive teams, academically successful student-athletes and staff and student-athletes who are involved in the campus and external community. These goals are pursued while stressing the physical, emotional and social well being of student-athletes.

We value...

- Academic and Athletic Program Excellence
- Student Experience and Success
- Inclusion
- Advocacy and Service



# UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

## UT-KNOXVILLE ATHLETICS PRESENTATION



1



THE FOUR PILLARS OF  
**TENNESSEE**  
ATHLETICS

**COMMUNICATION**

Open and honest communication—no surprises—as we pursue our goals.



**TRUST**

Trust is earned, not given. Every day... be trustworthy.



**WARMTH**

You know that I care about you, and I know you care about me; together, we care about our student-athletes, our university, our state, our fans and our community.



**INTENSITY**

We attack each day with great intensity to achieve our goals and be the very best at our chosen calling.



## UT BOARD OF TRUSTEES | FAST FACTS ON TENNESSEE ATHLETICS

### 20 VARSITY INTERCOLLEGIATE SPORTS.

- Baseball
- Indoor Track (M/W)
- Basketball (M/W)
- Outdoor Track (M/W)
- Cross Country (M/W)
- Volleyball (W)
- Football
- Golf (M/W)
- Rowing (W)
- Softball (W)
- Soccer (W)
- Swimming & Diving (M/W)
- Tennis (M/W)

### 290 FULL-TIME EMPLOYEES (Staff & Coaches).

### 560+ STUDENT-ATHLETES.

### 45 INTERNATIONAL STUDENT-ATHLETES FROM 22 COUNTRIES.

STUDENT-ATHLETES FROM 36 STATES, 189 FROM TENNESSEE.

### 380+ PART-TIME & STUDENTS EMPLOYED BY TENNESSEE ATHLETICS.

### 23 TEAM & 265 INDIVIDUAL NATIONAL CHAMPIONSHIPS.

### 196 TEAM & 1,280 INDIVIDUAL SEC CHAMPIONSHIPS.



UT BOARD OF TRUSTEES | LEARFIELD DIRECTOR'S CUP

## 2018-19 STANDINGS

Rank	Institution	Conference	Final Total
1	Stanford	Pac 12	1503.75
2	Michigan	Big Ten	1272.25
3	Florida	SEC	1156.75
4	Texas	Big 12	1148.50
5	USC	Pac 12	1075.75
6	UCLA	Pac 12	1056.50
7	Florida State	ACC	1046.25
8	Virginia	ACC	1037.50
9	Duke	ACC	1001.00
10	North Carolina	ACC	987.00
11	LSU	SEC	986.83
12	Ohio State	Big Ten	986.00
13	Penn State	Big Tenn	963.50
14	Kentucky	SEC	947.75
15	Texas A&M	SEC	933.75
25	Tennessee	SEC	797.75

## NATIONAL RANKINGS

RANK	SEC SCHOOLS
3	Florida
11	LSU
14	Kentucky
15	Texas A&M
21	Georgia
22	South Carolina
23	Arkansas
25	Tennessee
31	Alabama
37	Auburn
44	Mississippi State
45	Vanderbilt
51	Missouri
56	Ole Miss

4



## UT BOARD OF TRUSTEES | ACADEMICS & STUDENT-ATHLETE DEVELOPMENT

### ACADEMICS

- Greatest run of academic success in Tennessee Athletics history
  - Record performances in GPA, Graduation Rates, Academic Progress Rates, SEC Honor Roll, Postgraduate Scholarships, Community Engagement
- Holistic student-athlete development
- Campus partnerships and relationships.

### STUDENT-ATHLETE DEVELOPMENT

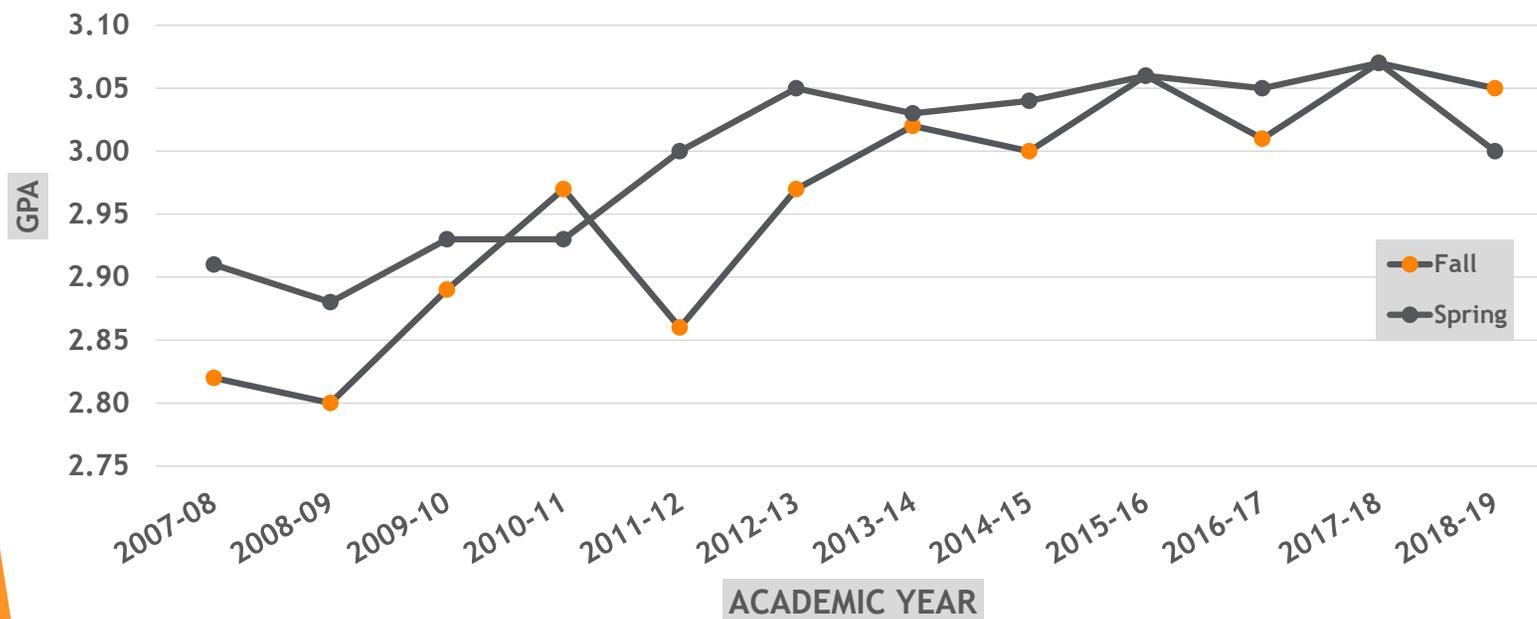
- Holistic student-athlete development
- Record level of community engagement
  - Over 4,800 hours of service in our community in 2018-2019
- VOLeaders Academy
- Career Services Staff Member





## UT BOARD OF TRUSTEES | ACADEMICS

### Overall Student-Athlete GPA by Semester

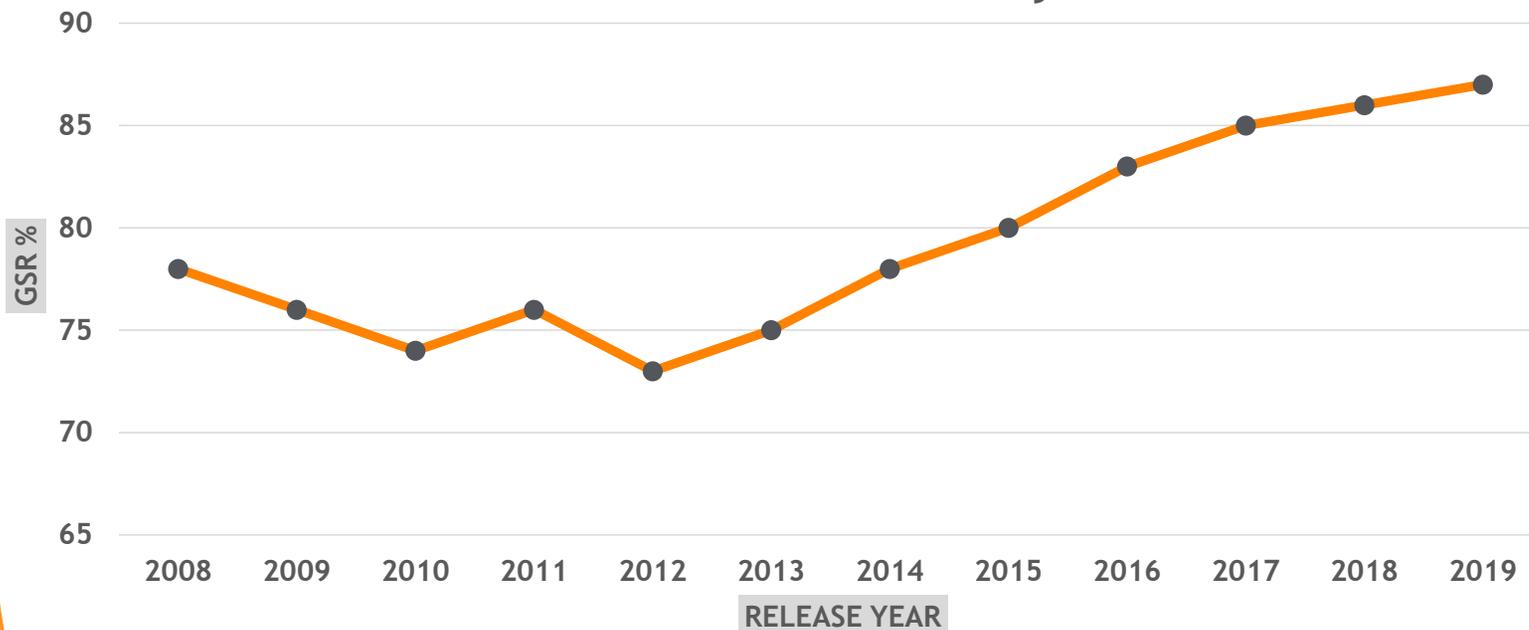


- 13 of 16 teams above a 3.00 team GPA
- 60% of student-athletes with a 3.00+ semester GPA



## UT BOARD OF TRUSTEES | ACADEMICS

### Four Year Graduation Success Rate by Release Year

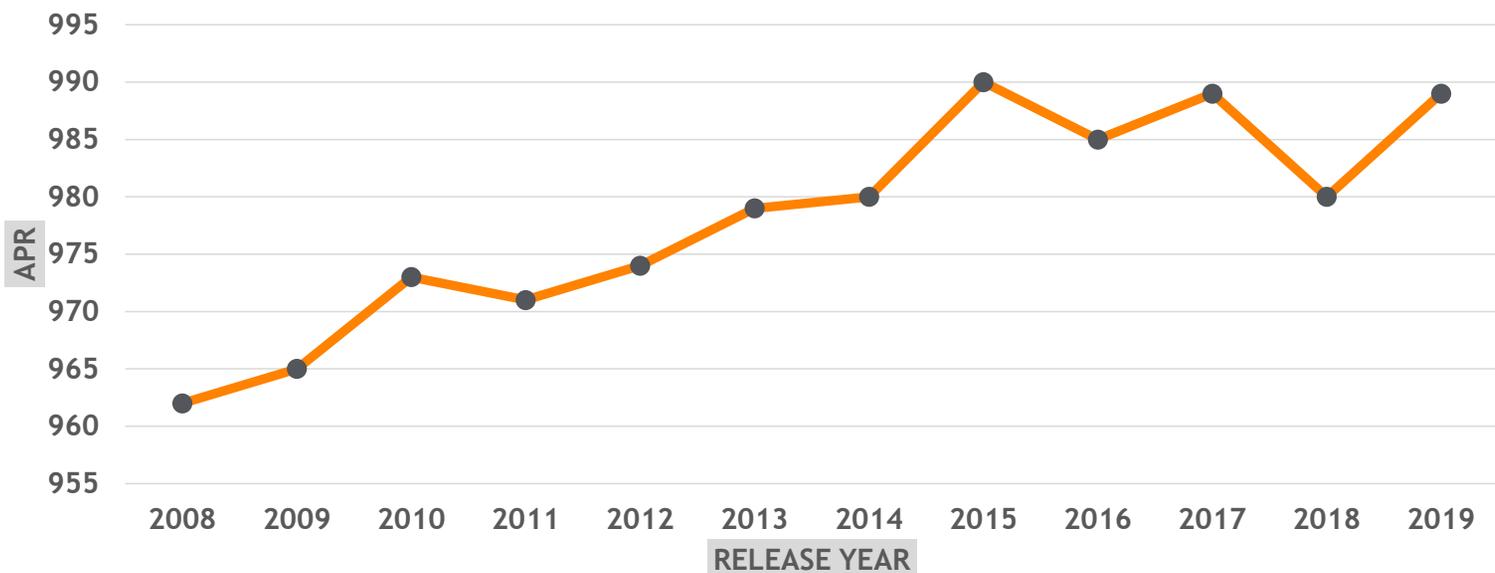


- 90% single year graduation rate (UT record)
- Men's Basketball 4-year graduation rate of 90% (UT record)
- Football 4-year graduation rate of 74% (UT record)



## UT BOARD OF TRUSTEES | ACADEMICS

### Institutional Academic Progress Rate by Release Year

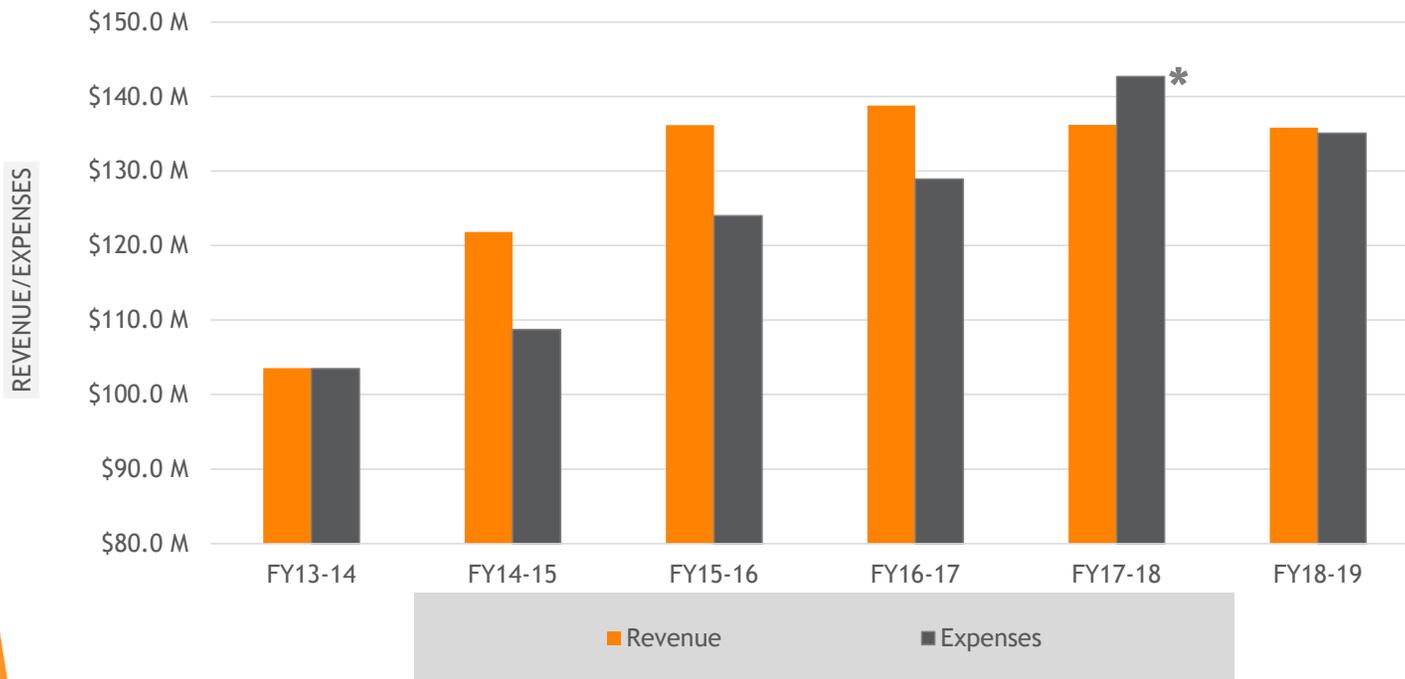


- *13 of 18 teams have a multiyear APR higher than the national average for their respective sport.*



## UT BOARD OF TRUSTEES | FINANCIAL OVERVIEW

### 6-Year Operating Results



\* Expenses includes \$13.7M in one-time severance costs.



## UT BOARD OF TRUSTEES | FINANCIAL OVERVIEW

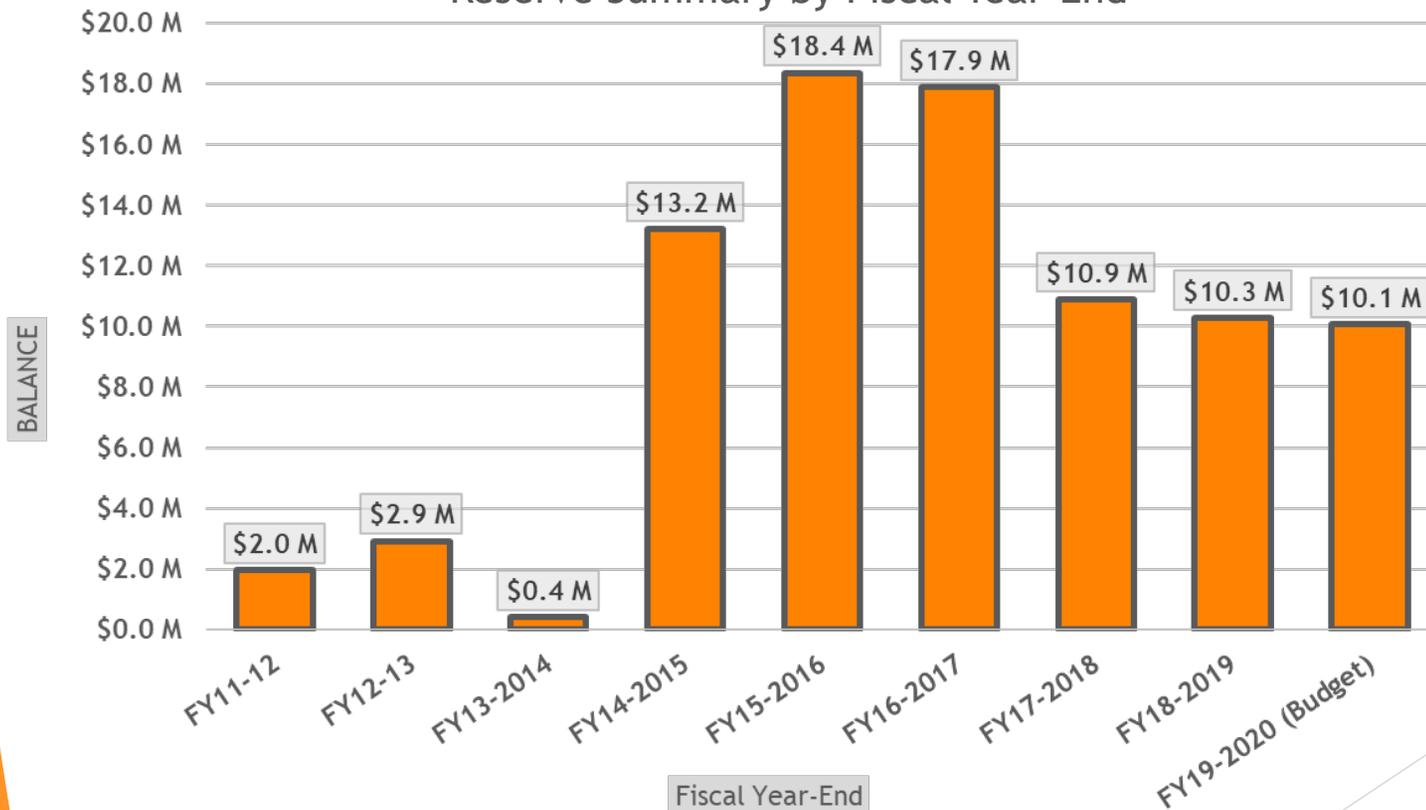
### FY17-18 vs. FY18-19 (Year-Over-Year Comparison)

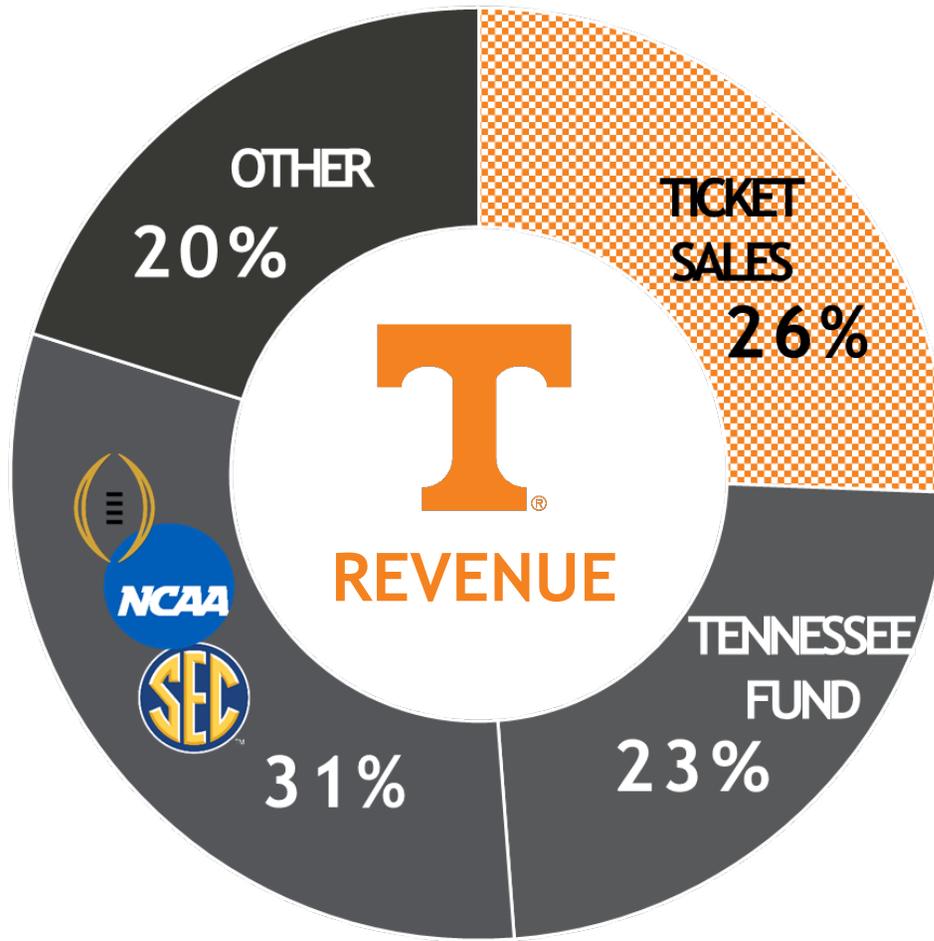
	<b>FY17-18</b>	<b>FY18-19</b>	<b>Variance</b>	
			<b>\$</b>	<b>%</b>
<b>Total Revenues</b>	\$ 136,200,702	\$ 135,818,717	\$ (381,985)	-0.3%
<b>Total Expenses (w/out Severance)</b>	\$ 128,918,013	\$ 133,612,266	\$ 4,694,253	3.6%
<b>Net</b>	\$ 7,282,689	\$ 2,206,451	\$ (5,076,238)	-69.7%
<b>Less: Severance</b>	\$ 13,768,071	\$ 1,494,722	\$ (12,273,349)	
<b>Net Surplus/(Deficit)</b>	\$ (6,485,382)	\$ 711,729	\$ 7,197,111	



## UT BOARD OF TRUSTEES | FINANCIAL OVERVIEW

### Reserve Summary by Fiscal Year-End





## UT BOARD OF TRUSTEES | FINANCIAL OVERVIEW

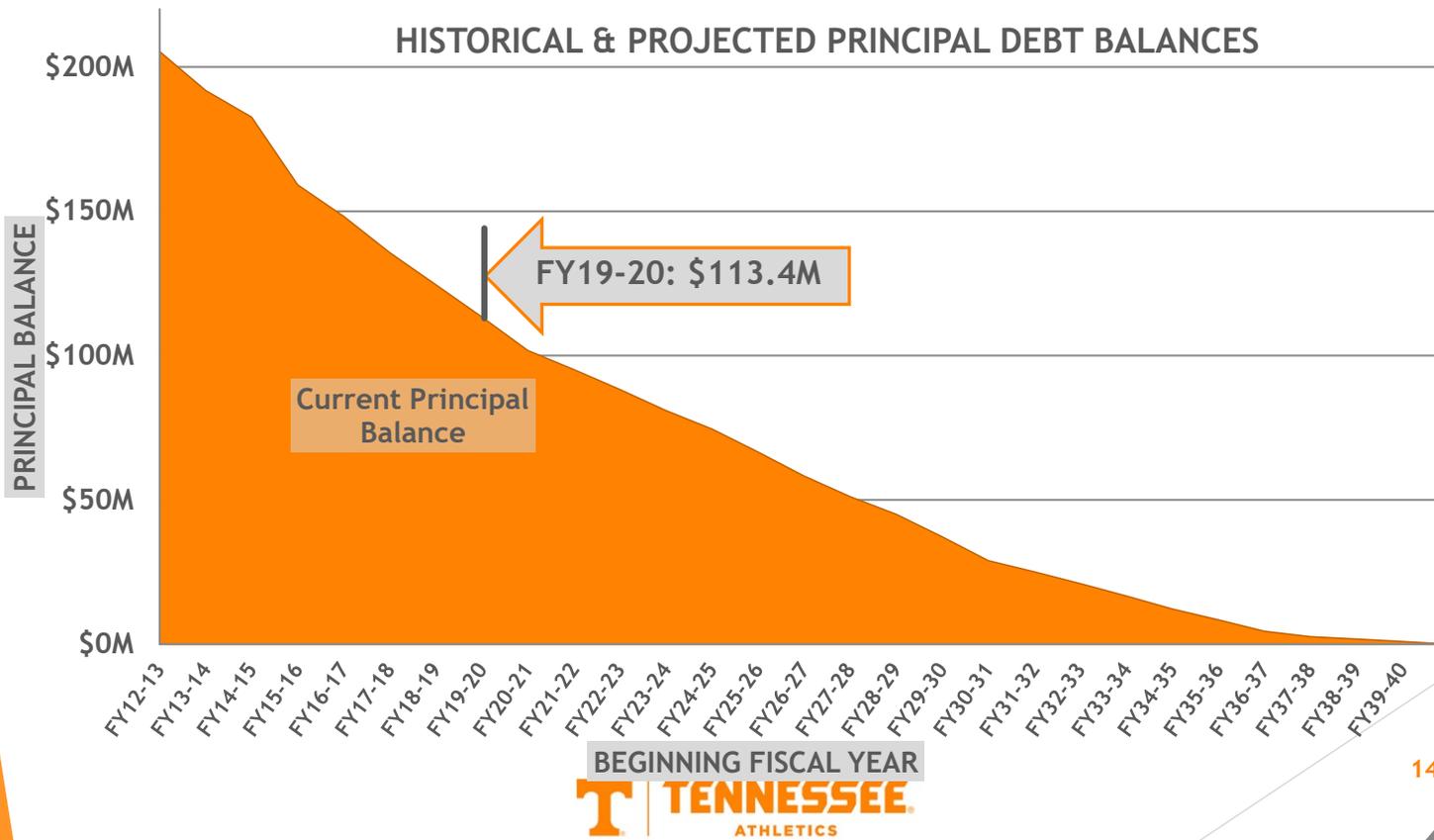
### Budget Moving Forward (FY19-20)

	<b>FY18-19</b>	<b>FY19-20</b>	<b>Variance (\$)*</b>	<b>Variance (%)</b>
Revenue	\$ 135,818,717	\$ 137,825,224	\$ 2,006,507	1.5%
Expenses	135,106,988	137,825,224	2,718,236	2.0%
Net Surplus/(Deficit)	\$ 711,729	\$ -	\$ (711,729)	

*\*For illustration purposes, Revenues & Expenses line items each excludes \$1.45M related to budgeted football bowl game participation*



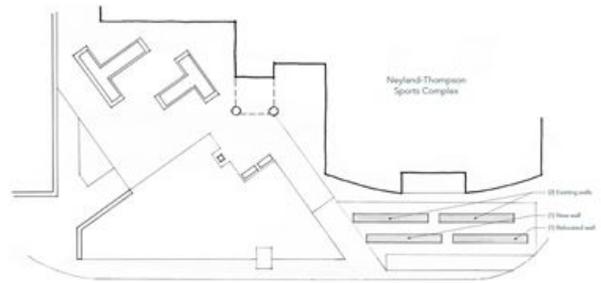
## UT BOARD OF TRUSTEES | FINANCIAL OVERVIEW



## DICKEY HALL OF FAME PLAZA



Architect Hedstrom  
Contractor Merritt  
Plaza Completion September 2019  
Letterman's Walls Completion September 2019  
Dedication October 4, 2019



hedstrom UTK Neyland-Thompson North End Plaza: Letterman's Wall (Quad)  
10/11/18 10/11/18  
SCALE: 1" = 10'



hedstrom UTK Neyland-Thompson North End Plaza: Schematic Design Plan  
10/11/18 10/11/18  
SCALE: 1" = 10'

# THORNTON CENTER

Architect Brewer Ingram Fuller Architects, Inc  
Contractor Southern Contractors, LLC  
Completion May 2019  
Dedication October 7, 2019



# **BLACKBURN-FURROW GOLF CLUBHOUSE**

Contractor Merritt  
Dedication September 14, 2019



## UT BOARD OF TRUSTEES | NEYLAND STADIUM



## UT BOARD OF TRUSTEES | NEYLAND STADIUM



## UT BOARD OF TRUSTEES | NEYLAND STADIUM



## UT BOARD OF TRUSTEES | NEYLAND STADIUM



## UT BOARD OF TRUSTEES | NEYLAND STADIUM



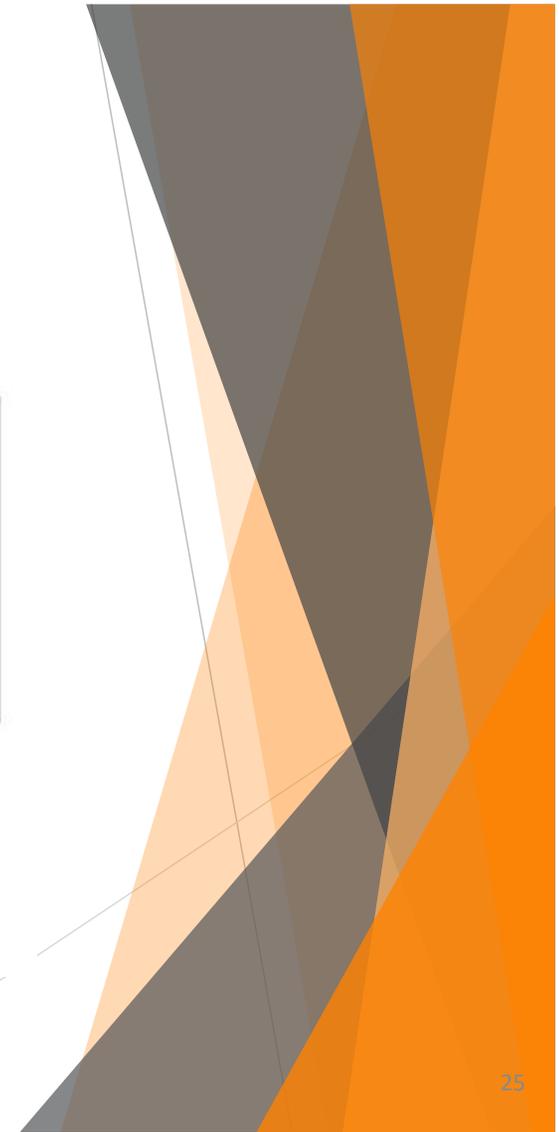
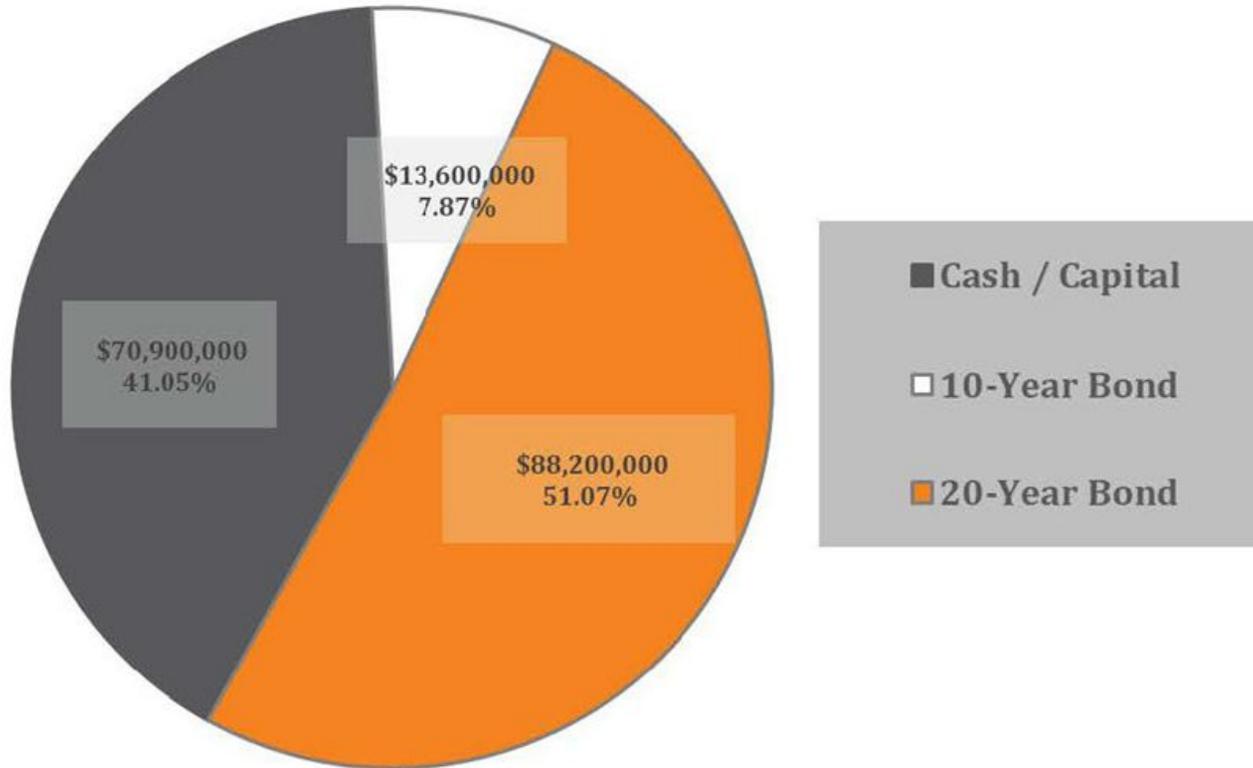
## UT BOARD OF TRUSTEES | NEYLAND STADIUM



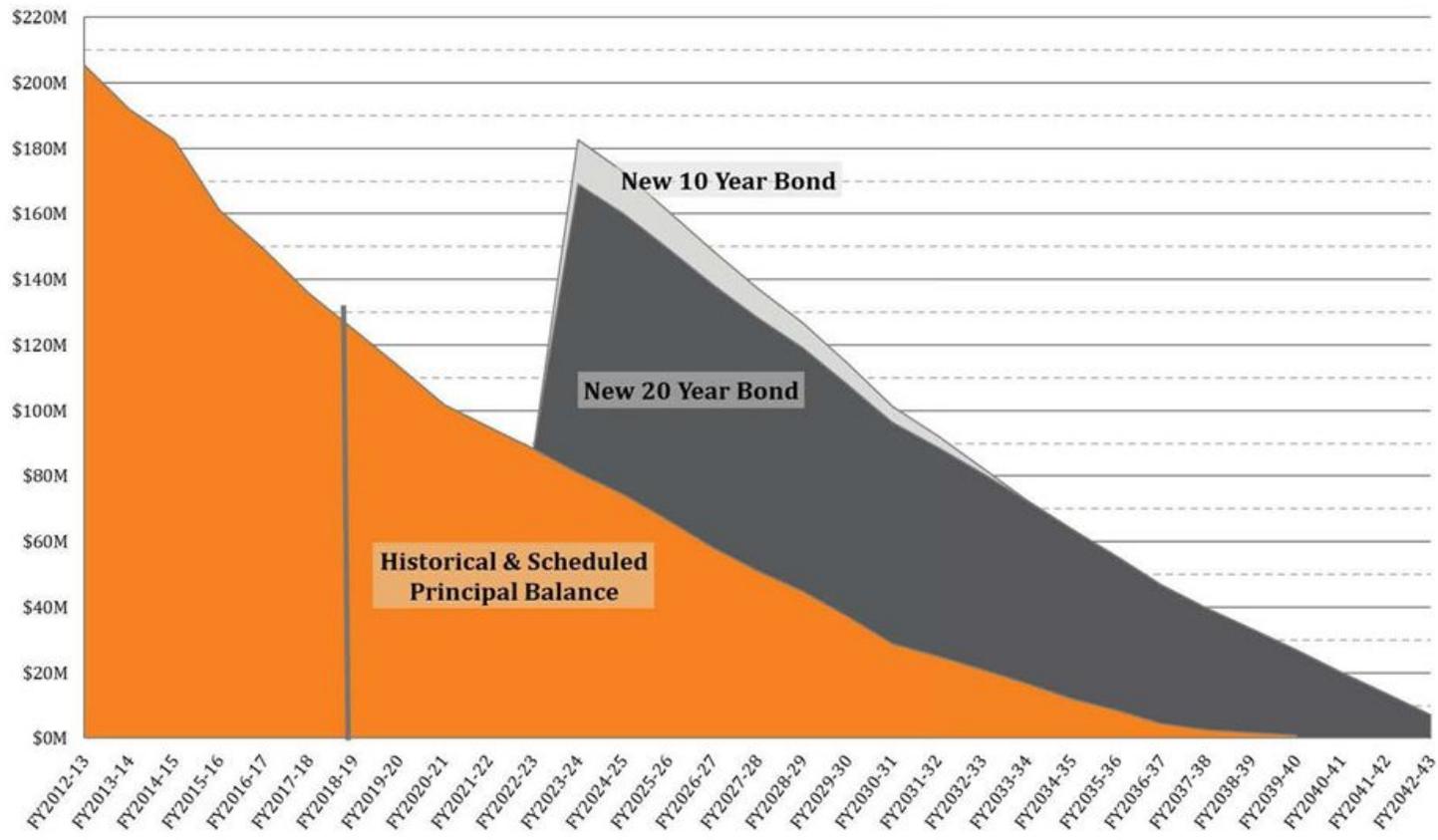
## UT BOARD OF TRUSTEES | NEYLAND STADIUM



## UT BOARD OF TRUSTEES | NEYLAND STADIUM



## UT BOARD OF TRUSTEES | NEYLAND STADIUM





The University of Tennessee  
Board of Trustees

Report of the Audit and Compliance Committee  
Submitted to the Board on November 8, 2019

The Audit and Compliance Committee met on September 25, 2019. Mr. Jim Purcell, IT audit manager in the Office of Audit and Compliance (OAC) presented an update on the University's information technology (IT) security posture. He described numerous improvements resulting from a security posture assessment performed by consulting firm BerryDunn in 2014. Improvements include an expansion of system-wide IT policies, campus/institute security plans, an IT Security Community of Practice for sharing information, and a requirement that data owners in departments and colleges develop plans to secure information they control.

In 2017, the University adopted the Cybersecurity Framework (CSF) developed by the National Institute for Standards and Technology as a means of measuring IT security posture. Mr. Purcell explained the CSF offers a more realistic measure of information security because it acknowledges that breaches will occur and addresses an organization's ability to detect, respond, and recover from these events in addition to identifying ways to protect information. He stated that each campus and institute performed a self-assessment using the CSF and determined that the implementation of methods to detect breaches currently represented the largest risk for the University.

In 2019, OAC conducted audits of each campus and institute to verify compliance with system-wide IT security policies. OAC found good compliance overall, but recommended that campuses and institutes assess the implementation of their security plans and develop continuous monitoring for detecting security breaches. Mr. Purcell noted every campus and institute has a remediation plan for addressing all outstanding issues by the end of 2020.

OAC plans to monitor completion of outstanding issues from the 2019 audits, partner with campuses and institutes to assess implementation of their security plans, and initiate either an internally or externally led system-wide security posture assessment in 2022 or 2023. The Committee discussed accelerating the timeline for a comprehensive review, given the significance of information security, the fact that the last such assessment occurred in 2014, and the projection that campuses and institutes will have completed mitigation plans by the end of 2020.

Dr. Herb Byrd, vice president of the UT Institute for Public Service, informed the Committee of actions taken to address four findings noted in the 2017 sunset review of the Tennessee Foreign Language Institute/Tennessee Language Center. Dr. Byrd explained the General Assembly established the Tennessee Foreign Language Institute (TFLI) in 1986 to help recruit foreign



businesses to the state. In 2018, the General Assembly passed legislation transferring responsibility for the TFLI from the Tennessee Board of Regents to the UT Institute for Public Service, where it has been renamed the Tennessee Language Center (TLC). Dr. Byrd described efforts to improve controls over cash handling; clarify the role of the TFLI Fund, a nonprofit fundraising entity for TLC; improve oversight of contracts; and expand the TLC's client base. Dr. Byrd assured the Committee that IPS was monitoring the changes implemented to align the TLC's operations with University policy and procedures.

Mr. Ryan Stinnett, deputy general counsel, provided information related to a question from the Committee's April meeting about the University's liability for the financial obligations of University Clinical Health (UCH), one of the UT Health Science Center's faculty practice plans. The Office of General Counsel (OGC) reviewed the existing agreement and found no language addressing this issue. Though OGC did not consider the omission a significant risk, the staff thought it appropriate to minimize financial and legal risks by drafting an amendment to the current agreement. Among other issues, the amendment specifies that UCH is solely responsible for all debts and other financial liabilities of its practice. This language is similar to that in an existing affiliation agreement between the University and another entity and can be used as a template for future agreements. The amendment was executed and became effective in September.

The director of the Office of Institutional Compliance, Mr. Bill Moles, described progress toward implementing the recommendations from an external review of the University's institutional compliance function conducted by consulting firm Baker Tilly in 2018. The consultants concluded the University has an effective bottom-up approach to its compliance program, but provided recommendations to ensure an equally sound top-down approach. To that end, Mr. Moles described meetings with the executives of several UT entities to discuss top compliance risks, the assignment of executive owners for compliance areas, and a compliance roundtable discussion for UT system compliance officers to share leading practices across the University, among other initiatives. Mr. Moles also presented top risks at three entities that had worked on risk mitigation activities during 2019. At a future meeting, the Committee will discuss how to link strategic planning, compliance, and risk to ensure the University identifies risks to achieving its goals.

The Committee also met in a non-public setting to review external audits and investigations into allegations of fraud, waste, and abuse.

Respectfully Submitted,

*Original digitally signed*

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Amy Miles, Committee Chair



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Consent Agenda**

Type: Action

Presenter: John C. Compton, Chair of the Board

Certain items have been placed on the Consent Agenda of the full Board meeting, including all or most items recommended unanimously by a standing committee that met in conjunction with this regular meeting of the Board. Only items B through E were not considered in a committee meeting.

Items on the Consent Agenda will not be presented or discussed in the Board meeting unless a Committee member requests removal of an item from the Consent Agenda. In accordance with the Bylaws, before calling for a motion to approve the Consent Agenda, the Chair will ask if any member of the Committee requests that an item be removed from the Consent Agenda. The Bylaws provide that an item will not be removed from the Consent Agenda solely for the purpose of asking questions for clarification. Those questions should be presented to the Secretary before the meeting.

### **Board Action**

**If there are no requests to remove items from the Consent Agenda, the Chair will call for the following motion:**

**I move approval of the items on the Consent Agenda by adoption of the applicable Resolutions in the meeting materials.**



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Minutes of Prior Meetings**

Type: Action

Minutes of the March 15, 2019 and June 21, 2019 meetings of the Board of Trustees follow this memorandum.

**Resolved: The reading of the minutes of the March 15, 2019 and June 21, 2019 meetings of the Board of Trustees is omitted, and the minutes are approved, provided that the Secretary is authorized to make any necessary edits to correct spelling, grammatical, or format errors or other technical errors subsequently identified.**



THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF A SPECIAL MEETING  
March 15, 2019  
Knoxville, Tennessee

At the call of the Chair, a special meeting of The University of Tennessee Board of Trustees was held by teleconference starting at approximately 11:30 a.m. EDT on Friday, March 15, 2019, originating from the West Wing of the Haslam College of Business on the campus of The University of Tennessee, Knoxville.

**I. CALL TO ORDER**

Chair John Compton called the meeting to order.

**II. ROLL CALL**

The Secretary, Catherine S. Mizell, first addressed the Open Meetings Act requirements for meetings conducted with members participating electronically, including the requirement that all votes be conducted by roll call. She proceeded to call the roll, and the following members of the Board of Trustees were present:

John C. Compton, Chair  
Charles W. Hatcher (by telephone)  
Decosta E. Jenkins (by telephone)  
Kara M. Lawson (by telephone)  
Amy E. Miles (by telephone)  
Kenneth Packer (by telephone)  
Donald J. Smith (by telephone)  
Kim H. White (by telephone)  
Alan D. Wilson (by telephone)  
Jamie R. Woodson (by telephone)

Trustee Bill Rhodes was unable to attend the meeting. The Secretary announced the presence of a quorum. She announced that others present at the meeting location in Knoxville included CFO David Miller, University faculty, staff, and students, and media representatives. Interim President Boyd also participated in the meeting by telephone. The Secretary said she would assume no one else was present at the Trustees' locations unless they advised otherwise, and no one did. The meeting was webcast for the convenience of the University community, the general public, and the media.



### III. APPOINTMENT, COMPENSATION, AND OTHER TERMS OF EMPLOYMENT OF THE CHIEF AUDIT AND COMPLIANCE OFFICER

The Chair recognized Trustee Miles, Chair of the Audit and Compliance Committee, to present the item on appointment of the Chief Audit and Compliance Officer for the University. Trustee Miles said the Audit and Compliance Committee met immediately prior to this meeting, and on the recommendation of the Committee, she moved adoption of the following Resolution by the Board of Trustees:

**Resolved: The Board of Trustees approves the appointment of Brian J. Daniels as the Chief Audit and Compliance Officer, effective June 1, 2019, or such other date agreed to by the Chair of the Audit and Compliance Committee, with the compensation and other terms of employment presented in the meeting materials.**

Trustee Miles then described the search process, explaining that she appointed and chaired an internal search committee of senior administrators, and a national search was conducted with the assistance of Ashlie Czyz, Executive Recruiter. She said the search committee was very pleased with the breadth and depth of the applicant pool, including diverse applicants from both higher education and industry. The search committee selected eight applicants for preliminary interviews and then selected the top three candidates, two of whom were advanced to on-campus interviews. Interim President Boyd, the existing Audit and Compliance team, and a significant number of senior administrators interviewed the top two candidates. She said the on-campus interviews resulted in overwhelming support for Brian Daniels. Trustee Miles then mentioned highlights from Mr. Daniels' resume, noting that he has over fifteen years of audit experience in higher education (most of it at Virginia Tech); he has all the certifications needed to lead the Office of Audit and Compliance; he is very active in professional organizations; and he has a strong background in Information Technology.

Concerning the compensation and other terms of employment in the offer letter, Trustee Miles said Mr. Daniels' annual salary will be \$250,000, and a one-time \$15,000 relocation allowance will be provided. She said the search committee reviewed not only external market data, but also internal data to determine whether the proposed compensation would be appropriate based on internal comparisons. Considering those factors, the recommended salary is at the 75th percentile, which she is convinced is necessary to get the quality of candidate need for this key position.

The Chair said Trustee Miles had answered his question about compensation, explaining that he wanted to be sure the position was benchmarked against either peer institutions or aspirational peers. He said if the proposed compensation is on the high end, then the qualifications need to be exemplary. CFO David Miller said the compensation is on the high end but that he, the Executive Recruiter, and Trustee Miles became convinced this is



where the market is to recruit a highly qualified candidate. The Chair then asked for and received confirmation from Mr. Miller that this position does not come with a discretionary expense allowance. Trustee Miles said that from an audit and risk perspective, a candidate with strong qualifications to handle this very important responsibility is needed. The Chair agreed that this position is very important in helping the Board oversee a \$2.4 billion dollar budget across the system, with multiple locations and multiple partnerships. Mr. Miller added that the oversight responsibilities include compliance and aspects of athletics. Trustee Miles and the Chair expressed appreciation to the search committee, especially for meeting an aggressive timeline.

Hearing no further discussion, the Chair called for a roll-call vote, and the motion to adopt the Resolution passed unanimously [*Resolution 048-2019*].

#### **IV. APPOINTMENT, COMPENSATION, AND OTHER TERMS OF EMPLOYMENT OF THE VICE PRESIDENT FOR DEVELOPMENT AND ALUMNI AFFAIRS/PRESIDENT AND CEO OF THE UT FOUNDATION, INC.**

The Chair recognized Interim President Boyd to present his recommendation for appointment of Kerry W. Witcher as the Vice President for Development and Alumni Affairs/President and CEO of the UT Foundation, Inc. Mr. Boyd said Chancellor Tim Cross led the search committee for this internal search. He said Mr. Witcher had been doing an outstanding job in the interim role, noting that last year, UT set a new record of \$397 million dollars in fundraising. That success, however, did not deter other outstanding internal candidates from applying. He complimented Ashlie Czyz, Executive Recruiter, for managing an exhaustive process. The candidates participated in well-attended town hall meetings at the campuses, and there were over 70 responses to an on-line evaluation and survey. Each of the four internal candidates received strong recommendations, and Mr. Boyd said the University would have been well served by any of the four candidates. However, based on the overwhelming support from those who have worked closely with Mr. Witcher over the past year, Mr. Boyd said he decided to recommend him for the appointment. He said Mr. Witcher has proven in the past year that he can lead the UT Foundation to great heights and is also the right person for the strategy we are looking for the organization to execute, which is to provide services for the vice chancellors for development in the most effective and efficient matter. He described Mr. Witcher as having a heart for customer service.

The Chair called for a motion to adopt the following Resolution:

**Resolved: The Board of Trustees approves the appointment of Kerry W. Witcher as the Vice President for Development and Alumni Affairs/President and CEO of the UT Foundation, Inc., effective March 18, 2019, with the compensation and other terms of employment presented in the meeting materials.**



Trustee Wilson made the motion, and Trustee Miles seconded.

Trustee White said Mr. Witcher really understands the role, and she believes he is the right person to lead the University in a new direction in this area. The Chair agreed and added it is important to have a Tennessee person in this role who knows the alumni base, has a track record of success, and understands our culture.

The Chair asked Mr. Boyd to discuss the salary recommendation. Mr. Boyd said the annual salary is \$225,000, which is an increase from Mr. Witcher's salary in the interim role and gives him room to grow. Compared to other organizations, the salary is on the lower side, but Mr. Witcher understands he has opportunity for increased compensation as he continues to prove himself. There is also a non-accountable expense allowance of \$5,000 annually. The Chair said that going forward, the non-accountable expense allowance for senior administrators needs to be eliminated. Interim President Boyd said he would take that as an action item.

The Chair thanked the search committee for finding someone for this very important role, noting that roughly one-third of the operating budget dollars come from private gifts, so continued growth is important. Hearing no further discussion, the Chair called for a roll-call vote to adopt the Resolution, and the motion passed unanimously [*Resolution 049-2019*].

## V. ADJOURNMENT

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

Respectfully Submitted,

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Catherine S. Mizell, Secretary



THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE ANNUAL MEETING  
June 21, 2019  
Knoxville, Tennessee

The Annual Meeting of The University of Tennessee Board of Trustees was held at 1:00 p.m. EDT, on Friday, June 21, 2019, at the UT Conference Center in Knoxville.

**I. CALL TO ORDER AND INVOCATION**

The Chair of the Board, John C. Compton, called the meeting to order and asked Britton Sharp, Director of the Collegiate Abbey at UT Knoxville, to offer the invocation.

10

**II. ROLL CALL**

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

- John C. Compton, Chair
- Charlie Hatcher
- Decosta E. Jenkins
- Kara M. Lawson
- Amy E. Miles
- Kenneth I. Packer
- William (Bill) C. Rhodes III
- Donald J. Smith
- Kim H. White
- Alan D. Wilson

The Secretary announced the presence of a quorum. Trustee Jamie Woodson was unable to attend the meeting. Others present included University faculty, staff, and students, members of the general public, and media representatives. The meeting was webcast for the convenience of the University community, the general public, and the media.

**III. OPENING REMARKS AND INTRODUCTIONS BY THE CHAIR**

The Chair introduced and welcomed the following special guests: Spencer Ammen, Non-voting Student Trustee beginning July 1; President Emeritus Joe Johnson; and Dr. Donde Plowman, Chancellor of UT Knoxville beginning July 1. He then congratulated Trustee Kara Lawson on her induction into the Tennessee Sports Hall of Fame.



Referring to the tour and orientation at Oak Ridge National Laboratory (ORNL) the previous day, the Chair thanked Dr. Thomas Zacharia, Lab Director, for his support and collaboration, which is critical to maximizing the great possibilities of this special partnership.

#### **IV. REQUESTS TO ADDRESS THE BOARD**

The Chair recognized Natalie Campbell, Student Body President at UT Knoxville, to address the Board on the subject of the Student Programs and Services Fees (SPSF). Ms. Campbell asked the Board to revisit this subject and allow student-organized programming to ensure the efficacy of programs and impactful investing of student dollars.

Interim President Boyd thanked Ms. Campbell for coming to express her views. He said the campuses are redrafting the processes for determining programs to be funded by the SPSF because of differences at each campus. He reiterated that student input will be sought for student programming.

#### **V. PRESIDENT'S ADDRESS**

Before beginning his remarks, Interim President Boyd asked Chancellor Carver to take the podium for a historic announcement. Dr. Carver said UT Martin is all about creating opportunities for students, and one of its alumni, Bill Nunnely and his wife Rosann, have made a bequest that will create a \$22 million endowment to fund scholarships for UT Martin students from rural counties. This is the largest gift in the history of UT Martin. Dr. Carver said that although the gift is included in the Nunnelys' estate plans, Mr. Nunnely wanted to see an immediate impact and will fund the endowment with sufficient cash to award four scholarships for the upcoming fall semester.

Addressing progress on his six goals, the President pointed out that two items on the meeting agenda will take the University to another level in enhancing research – unification of the UT Institute of Agriculture with UT Knoxville and creation of the Oak Ridge Institute at UT. He also noted that the Board would receive the report of the Task Force on Effective Administration and Management (TEAM), which is aimed at clarifying the respective roles of the system and campus administrations to improve effectiveness and efficiency. On the goal of advancing engagement, the President said a state-wide summit on opioid addiction would be held at UT Knoxville on August 1 and 2.

Trustee Rhodes commended Interim President Boyd and his team for all they have accomplished in less than a year. Chair Compton concurred, adding that the initiatives involve making time and effort to engage many stakeholders.



## VI. REPORT OF THE FINANCE AND ADMINISTRATION COMMITTEE

Trustee Rhodes, Committee Chair, reported the Committee's recommendation on the FY 2019-20 Operating Budget, which came forward to the regular agenda of the full Board. Other items unanimously recommended by the Committee came forward to the consent agenda. He praised David Miller, Chief Financial Officer, and his team members, Ron Maples and Ron Loewen, for their hard work on the budget. Then, on the recommendation of the Finance and Administration Committee, he moved adoption of the Resolution on the FY 2019-20 Operating Budget (including Salary Plan, Student Tuition and Fees, and Room and Board Rates). For the benefit of the audience, Chair Compton explained that the FY 2019-20 Operating Budget was thoroughly reviewed during the Finance and Administration Committee meeting held earlier that day, with most Trustees in attendance. Hearing no questions or requests for discussion, the Chair asked the Secretary to take a roll-call vote, and the motion to adopt the Resolution [Resolution 053-2019] passed unanimously.

## VII. REPORT OF THE TASK FORCE ON EFFECTIVE ADMINISTRATION AND MANAGEMENT

By way of introduction to the TEAM Report, Chair Compton said in business, you are looking every year for enough productivity to offset inflation. Productivity should be endless; there should always be a new way of thinking and looking for new technologies and other improvements that could be put in place. In education, whatever benefits are reaped should be reinvested in the priority areas President Boyd has outlined. He recognized CFO David Miller to present the TEAM Report.

CFO Miller said the point of the exercise was to define clearly the roles and responsibilities of system staff and institutional staff, which have become confused over time because of periodic centralization and then de-centralization. He said an agreed upon sustainable platform of operations is needed going forward to ensure effective delivery of services for students, faculty and the public – to be as cost effective as possible, to provide value, and, where possible, find savings for reallocation to the core mission. He explained that at this stage, the report does not identify dollar savings, but added that savings must be kept in mind because the Board and the administration are responsible for internal control management.

The five functional areas reviewed by the task force were: Capital Projects; Communications and Marketing; Human Resources; Information Technology; and Procurement and Contracting. The recommendations fall into two categories: (1) short-, medium-, and long-term opportunities the working groups largely agreed upon (changes needed to improve current operations); and (2) Deloitte-observed best practices in higher education and other industries for further consideration. Deloitte's overall finding is the existence of a significant gulf between UT's current state and a best practice environment, and bridging that gap will require leadership, governance review, KPIs (metrics), building trust, and proof of concept (meaning some early wins in some initiatives).



Overriding all of this work is the fact that a new Enterprise Resource Planning (ERP) platform must be built in the next few years because SAP, the current platform managing financials, will cease to exist by 2025. In addition, the student information system, a Banner platform, is not a common system because it was implemented differently at each institution. A seminar to kick off ERP planning will consider the question – “Can we have a single information system that addresses student information, human capital management, and financials?” Deloitte recommends prioritizing and moving through these three areas strategically and, most important, standardizing processes where appropriate. In closing, Mr. Miller quoted Deloitte’s advice to “Pursue relentless incrementalism to achieve radical change.”

Trustee Rhodes said finding efficiencies to redeploy dollars to meet our mission is great and necessary work. He said back office operations should be standardized as much as possible to remove administrative burdens and allow campuses to focus on their mission to educate students and conduct important research. Trustee Miles applauded the use of Deloitte to provide a fresh perspective. Trustee White said it is important to build trust with the campuses by going into the project stating the goal of helping the campuses by streamlining processes. Chair Compton said this project must be leader-led, and CFO Miller must have the support he needs to carry out this project.

### **VIII. REPORT OF THE EDUCATION, RESEARCH, AND SERVICE COMMITTEE**

Trustee Smith, Committee Chair, presented the following summary report of the Education, Research, and Service Committee, which met earlier that day with most Trustees present:

All but two items considered by the Committee are on the Consent Agenda of the full Board, having been unanimously recommended by the Committee. The major focus of the meeting was on growing research, and Dr. Stacey Patterson, Vice President for Research, Outreach and Economic Development, presented ways UT can grow research by capitalizing on the talent, resources, and existing relationships within the UT System and with Oak Ridge National Lab.

Building on Dr. Patterson’s presentation, Interim President Boyd presented two proposals that can be described as historic, and if executed well, transformational: first, unification of the UT Institute of Agriculture with UT Knoxville; and second, creation of the Oak Ridge Institute at the University of Tennessee. Following a robust discussion on both items, the Committee voted unanimously to recommend both Resolutions for adoption by the Board.

On the recommendation of the Education, Research, and Service Committee, Trustee Smith moved adoption of the following Resolution for the unification of the UT Institute of Agriculture with UT Knoxville:



**WHEREAS the Board of Trustees is confident that the University of Tennessee Institute of Agriculture and the University of Tennessee, Knoxville would both be greatly strengthened through expanded collaboration and coordination, enhanced national reputation, and consolidation of reporting for all academic and research enterprises as a single institution;**

**NOW, THEREFORE, BE IT RESOLVED:**

- 1. The Board of Trustees directs Interim President Boyd to unify the University of Tennessee Institute of Agriculture with the University of Tennessee, Knoxville as described in the meeting materials;**
- 2. The Board directs Interim President Boyd to solicit faculty, staff, and stakeholder input to ensure that implementation of the unification will result in the intended benefits to both UTIA and UTK; and**
- 3. At the November 8, 2019 meeting of the Board, Interim President Boyd shall report on a detailed plan on the unification including any additional necessary structural and reporting changes, as well as fiscal implications, and implementation timelines.**

10

Chair Compton noted that further steps on this item would be presented at the November Board meeting. Hearing no further discussion, the Chair called for a voice vote, and the motion to adopt the Resolution passed unanimously [*Resolution 054-2019*].

On the recommendation of the Education, Research, and Service Committee, Trustee Smith moved adoption of the following Resolution to approve the creation of the Oak Ridge Institute at the University of Tennessee:

**WHEREAS the Board of Trustees recognizes that The University of Tennessee, Oak Ridge National Laboratory (ORNL), and the State of Tennessee would benefit from a stronger and more coordinated relationship; and**

**WHEREAS Interim President Boyd has proposed the creation of a new institute to foster a stronger and more coordinated relationship;**

**NOW, THEREFORE, BE IT RESOLVED:**

- 1. The Board of Trustees approves creation of the Oak Ridge Institute at the University of Tennessee (ORI) to organize established joint UT/ORNL programs under a single administrative umbrella and provide a platform for strategic growth opportunities and global impact;**



2. **ORI shall be led by an Executive Director charged with pursuing leading-edge interdisciplinary research and workforce development in emerging fields;**
3. **The Board directs Interim President Boyd to solicit faculty, staff, and stakeholder input to ensure the success of ORI; and**
4. **At the November 8, 2019 meeting of the Board, Interim President Boyd shall submit, for Board approval, a detailed business plan for ORI including necessary structural and reporting framework, fiscal implications, and implementation timelines.**

Chair Compton said this too would be discussed further at the November Board meeting. Hearing no further discussion, the Chair called for a voice vote, and the motion to adopt the Resolution passed unanimously [*Resolution 055-2019*]. Chair Compton said he believes the Board will look back six to ten years from this historic meeting and be proud of these actions.

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#### **IX. STRATEGIC PLAN REFRESH, 2019-2025**

Interim President Boyd said the System-wide Strategic Plan was last updated two years before he came into office, and he asked Dr. Tonja Johnson to lead an effort across the system to refresh the plan.

Dr. Johnson said the refreshed plan adds “Championing Diversity and Inclusive Excellence” as a foundational principle cutting across each of the five broad goal areas, which are:

1. Enhancing Educational Excellence
2. Expanding Research Capacities
3. Fostering Outreach & Engagement
4. Ensuring Workforce & Administrative Excellence (previously known as Ensuring Effectiveness and Efficiency)
5. Advocating for UT

She pointed out that each of the Interim President Boyd’s six priorities align with the five broad goal areas. The President asked the Goal Champions to work with their working groups to identify keystone actions and behaviors that would bring about meaningful and high impact change that would demonstrate commitment to students, employees, and the very ambitious goals of the state. The President also asked for recommended KPIs and metrics that would be considered big and audacious and reflect where we want the UT System to be by 2025. The groups were also charged with making sure diversity and inclusive excellence goals were both quantitative and qualitative and to give thought to where strategic investments might be needed. Dr. Johnson then presented highlights of the refreshed plan.



Following the presentation, Chair Compton called for a motion to adopt the following Resolution approving the System Strategic Plan Refresh:

**Resolved: The Board of Trustees approves the Strategic Plan Refresh for 2019-2025 as presented in the meeting materials, a copy of which shall be attached to this Resolution after adoption.**

Trustee Rhodes made the motion, and Trustee Jenkins seconded. Hearing no questions or requests for discussion, the Chair called for a vote, and the motion to adopt the Resolution passed unanimously by voice vote [*Resolution 056-2019*].

#### **X. UPDATE ON CAMPUS PROCESSES FOR DETERMINING PROGRAMS TO BE FUNDED BY THE STUDENT PROGRAMS AND SERVICES FEE**

**10**

Chair Compton stated that at the March Board meeting, in response to the State Comptroller's Special Report on Sex Week, the Board amended the Board Policy on a Student Programs and Services Fee (SPSF) to eliminate student-organized programming as an authorized expenditure of funds derived from the Student Programs and Services Fee. SPSF fees will continue to be spent on programming for students, but the chief student affairs officer (CSAO) for each campus will be the decision maker with respect to what programs are funded. The Chair added that at the March meeting, he asked the CSAOs to come back to the Board with a process for gathering input from students for student programming funded by the SPSF. The Chair said Matthew Scoggins, General Counsel, has been working with the CSAOs on a process, but more work needs to be done. The Chair urged that this matter to be brought to resolution in the very near future and then brought to the Board.

#### **XI. GOVERNMENT RELATIONS REPORT**

Interim President Boyd recognized Anthony Haynes, Vice President for Government Relations and Advocacy, and praised his work and that of his team during the recent legislative session. Mr. Haynes then mentioned highlights of the recent session:

- Largest state appropriation in UT history--\$643 million awarded on a performance basis;
- UTIA received the largest capital project in UT history--\$81.5 million;
- \$10 million for campus security;
- \$4 million to support medical residencies through the UT Health Science Center;
- 100% success rate in significantly amending or defeating legislation that would create unfunded mandates, resulting in about \$12 million in recurring cost avoidance to the University's baseline budget;
- Key revenue generating measures were passed, such as the Sports Authority Legislation, which is expected to generate approximately \$5 million a year statewide to the UT System;



- Overall, the State Government Relations team had a \$20 million positive impact considering cost avoidance and new funding beyond what was included in the Governor's budget and in performance funding;
- Measures that would ensure the integrity of the game and protection for college players were included in the Sports Betting legislation; and
- Dual-enrollment was expanded allowing students to start with credit for two more classes, which impacts student success and graduation rates.

Turning to federal relations, Mr. Haynes said UT is set for a \$5 million mark in the House and a \$15 million mark in the Senate under the National Defense Authorization Act. Regarding hypersonic research at the UT Space Institute (primarily missile technology), UT has had four years of increased funding in Air Force accounts, and UT Thermal Protection Systems in hypersonics has received a \$10 million appropriation.

In closing, Mr. Haynes said that in thinking about how knowledge and discoveries need to be applied, there are three important areas that will resonate with Tennessee legislators: quantum sciences for encrypted communications; hypersonics (which has become the Pentagon's number one research and development technical priority); and artificial intelligence.

## XII. HONORARY RESOLUTIONS

- A. Interim President Boyd presented a Resolution honoring Dr. Wayne Davis for his service in faculty and administrative roles for 45 years, concluding with his service as Interim Chancellor of The University of Tennessee, Knoxville from May 2018 to June 2019. A member moved adoption of the Resolution; the motion was seconded and passed unanimously by voice vote [*Honorary Resolution 001-2019*]. Following a standing ovation, Dr. Davis said retiring during such a great time at UT is bittersweet, but he looks forward to continuing to support UT as a proud alumnus for the rest of his life.
- B. Trustee Smith presented a Resolution honoring Kenneth Packer for his service as the Non-voting Student member of the Board during 2018-19 and as a voting member of the Education, Research, and Service Committee. He praised Mr. Packer for his engagement and diligence in adding his perspective on matters that came before the Board. Trustee Smith moved adoption of the Resolution; the motion was seconded and passed unanimously by voice vote [*Honorary Resolution 002-2019*]. Mr. Packer said it was an honor and privilege to serve on the Board adding that he is confident the University is headed in the right direction.
- C. Trustee Smith presented a Resolution honoring Dr. Bonnie Ownley for her service as the faculty member of the Education, Research, and Service Committee of the Board during 2018-19. He moved adoption of the Resolution; the motion was seconded and passed unanimously by voice vote [*Honorary Resolution 003-2019*]. Dr. Ownley expressed her appreciation for the opportunity to serve and participate in this shared



governance through the Education, Research, and Service Committee. She applauded the engagement of the Board and said it is appreciated by the faculty.

### **XIII. REPORT OF THE AUDIT AND COMPLIANCE COMMITTEE**

Amy Miles, Chair of the Audit and Compliance Committee, welcomed Brian Daniels as the new Chief Audit and Compliance Officer and thanked Judy Burns for doing a phenomenal job in her service in the interim role six months. She then presented highlights of the written report in the meeting materials. She also gave a brief summary of the April 17, 2019 committee meeting, when the Committee met with the Division of State Audit, UT's external auditor. She reported that UT received a clean audit and that the state auditors were complimentary of the UT audit staff.

### **XIV. CONSENT AGENDA**

For the benefit of the audience, the Chair explained that except for the items A through E at the beginning of the Consent Agenda, all items were considered in committee meetings held earlier in the day with most Trustees present and participating, and all were passed unanimously by the committees. The Chair asked whether any Trustee wanted to move an item to the Regular Agenda for discussion. Hearing no requests, the Chair called for a motion. A motion was made and seconded to approve the items on the Consent Agenda by adoption of the relevant Resolutions in the materials. The motion passed unanimously by a roll-call vote.

### **XV. OTHER BUSINESS**

There was no other business.

### **XVI. ADJOURNMENT**

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

Respectfully Submitted,

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Catherine S. Mizell, Secretary



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **2018-19 Annual Report to the General Assembly**

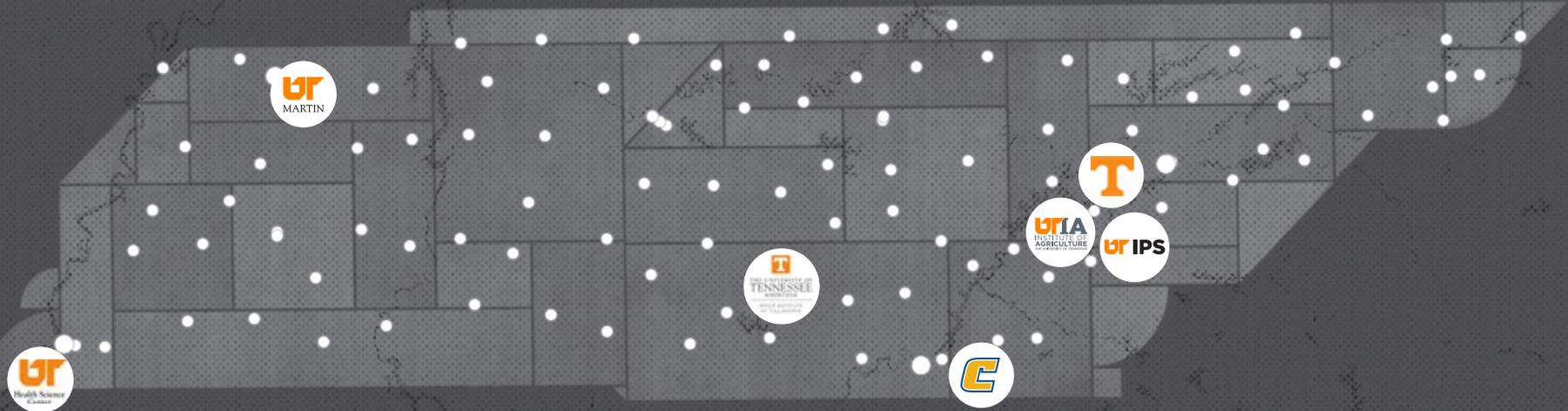
Type: Action

State law requires the Board of Trustees to submit an annual report to the General Assembly including enrollment information, financial information, and other information about the operations of the University. The Annual Report for 2018-19 follows.

**Resolved: The Board of Trustees approves the 2018-19 Annual Report to the General Assembly as presented in the meeting materials, which shall be attached to this Resolution after adoption.**

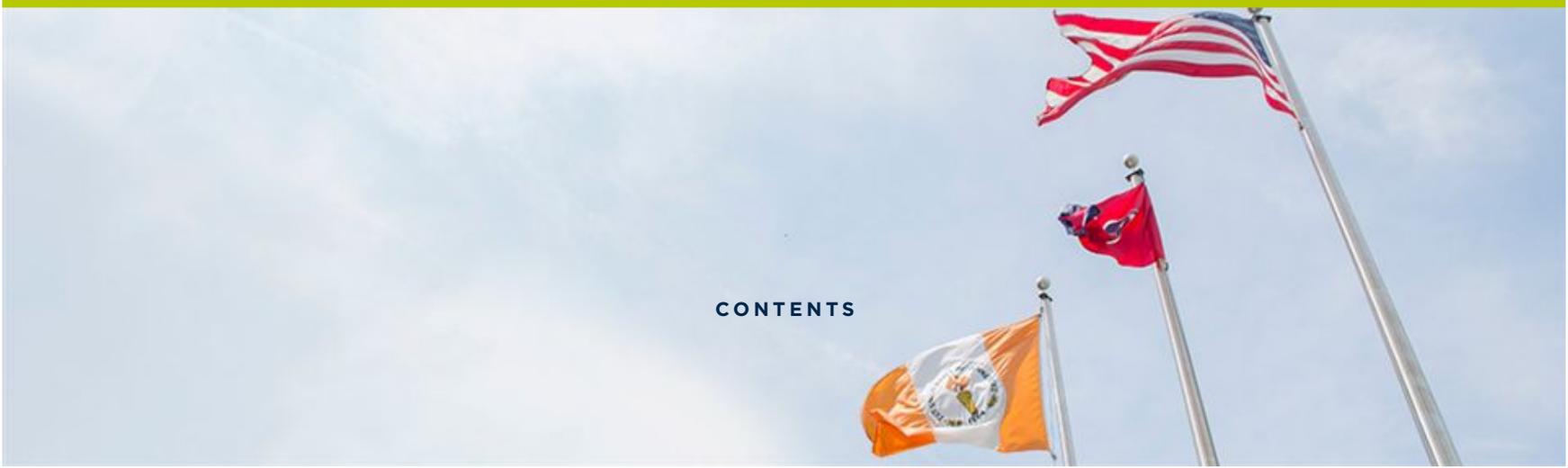
ANNUAL REPORT TO THE  
GENERAL ASSEMBLY

2019



**UT** THE UNIVERSITY OF  
TENNESSEE





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ANNUAL REPORT TO THE GENERAL ASSEMBLY



**From Interim  
President  
Randy Boyd**

It is such an honor to serve the great state of Tennessee. I'm incredibly proud of the accomplishments we have made, as a team, during the past year. One of the greatest legacies we can leave is to have a profound impact on young people, and so I've tried to

approach my role at the University of Tennessee with that mentality in everything we do.

I am convinced, more so than ever, that there is no better time in the University of Tennessee's history than now. As I look back on the last year, I am encouraged by all that has been accomplished and energized about what's to come.

- **Increased enrollment, record-breaking fund raising at our campuses, profound impact around the state and around the world.**
- **A sizeable impact in our communities.** Everywhere you look, we are making a sizeable impact in the communities we serve. Last year, we announced UT's estimated economic impact of \$9.094 billion across the state for fiscal year 2017.

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- **New Chancellor for UT Knoxville, Donde Plowman.** In her short time as chancellor, Chancellor Plowman has already made tremendous strides in bringing the campus together and helping ensure our faculty, staff and students are working and learning in a welcoming environment.
- **Launched TEAM.** We must ensure work is done in the most efficient and effective manner between the UT System and its campuses and institutes. Therefore, the Task force for Effective Administration and Management (TEAM) was launched and is actively working to ensure, and to make clear why things are done a particular way. More than 50 people from all campuses continue to be involved with this initiative.
- **Launched the One UT Leadership Council.** In an effort to increase collaboration and communication with our great partners at Oak Ridge National Laboratory (ORNL) and to ensure a broader platform for the Institute of Agriculture, we replaced a quarterly "chancellors meeting" with a monthly, in person "One UT Leadership Council" consisting of ORNL Director Thomas Zacharia, UTIA Senior Vice President and Senior Vice Chancellor Tim Cross, and the chancellors at the UT Health Science Center, UT Knoxville, UT Chattanooga and UT Martin. Having face-to-face time

with the leadership from across the state is impactful and important. Independently we are all good, but together we are great. There is not a stronger force for positive change in our state.

- **Hosted Summit for Opioid Addiction and Response (SOAR):** UT is uniquely positioned to identify the state’s “grand challenges,” such as the opioid addiction crisis, and convene the key stakeholders to work together to combat those challenges. More than 700 leaders from across the state and nation gathered in Knoxville to share ideas and information, make connections and make new plans to work together to combat this epidemic on our people, our state and the nation.
- **Graduate Medical Education assistance.** Tennessee has a critical shortage of family practice doctors in our rural communities. While we can graduate more from our academic programs at the Health Science Center, it doesn’t help if they cannot get residencies. Since those are funded by the federal government and they aren’t increasing the number, we suggested, and the legislature and Tennessee Gov. Bill Lee agreed, to fund 100 new positions at \$9 million per year. This was a

huge win for the people of Tennessee. Many thanks to our state leadership for their support.

- **UT Promise.** It is critically important that we do our part to be a ladder up for the middle and working classes. By launching UT Promise, we have done something no statewide university system has ever done in history, and are being recognized across the state and throughout the country.
- **UTIA and UTK Reunification:** Of all the 1862 land grant institutions, UT was the only one with its flagship campus independent of the College of Agriculture, College of Veterinary Medicine, Experiment Stations and Extension. As a result, according to Fiscal Year 2017 National Science Foundation Higher Education Research and Development Survey data, UT Knoxville ranks 107th in research and UTIA ranks 170th. We were not structured in a way that allows us to be competitive. Our trustees voted to reunify these two critical campuses, which already shared the same faculty senate, faculty handbook, residence halls, and facilities management. Together, the campuses now rank 55th among public universities.

ANNUAL REPORT TO THE GENERAL ASSEMBLY

- **Launched the UT Commission on Agriculture:** The land-grant mission of the UT Knoxville has always had serving the agricultural industry at its core. In order to serve, we need to understand and to understand, we need to listen. The more ways we can do so, the better we can deliver that mission. The UT Commission on Agriculture was created to help us listen. All UT leaders that support agriculture at UT need to hear directly from the people, the communities and the industries we serve in order to provide the value they want, need and deserve.
- **Oak Ridge Institute at UT established:** The Oak Ridge Institute at the University of Tennessee (ORI@UT) forges a path of increased collaboration and alignment between UT and Oak Ridge National Laboratory, and will enhance Tennessee's ability to provide talent to meet national needs.
- **Fundraising.** We had our third highest fundraising year in history and finished the year with 64,632 donors, the most donors in UT's history. UT Martin Chancellor Keith Carver announced the largest gift to its campus, a \$22 million bequest from Bill and Rosann Nunnally, for scholarships for rural students to attend UTM free of tuition, fees, room and board!

- **Unleashing our best kept secret.** After my first two weeks on the job, I boasted I had been to every campus: Memphis, Martin, Tullahoma, Chattanooga, Institute for Public Service, Institute of Agriculture, Knoxville and Oak Ridge National Lab. I was reminded that we have campuses in all 95 counties—our Extension offices. I promptly committed to visiting all 95. They share the same mission and passion, but are unique and inspiring in their own way.

These are just a few of the many points of pride we have all contributed to during the past year. While these milestone achievements are important, I remain squarely focused on our students and ensuring we do our part to help them achieve their dream of successfully completing college. That means hiring and retaining the best faculty and staff, having a growth mindset at all times, and expanding access to our campuses and institutes to students across Tennessee and around the world. I can't wait to see what next year brings!





## MILESTONES

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### Moving Tennesseans closer to a debt-free degree through UT Promise

Announced in March 2019, UT Promise is a last-dollar scholarship program that guarantees free tuition and mandatory fees for qualifying Tennessee undergraduate students with a family household income of under \$50,000 after other financial aid is received (such as Pell Grants, HOPE Scholarship or other institutional scholarships) at UT Knoxville, UT Chattanooga, UT Martin and UT Health Science Center. Students must qualify for the Tennessee Hope Scholarship and meet the academic qualifications for the institution to be eligible for this new scholarship. To help ensure success, students will complete eight volunteer service hours each semester.



“UT wants to ensure that Tennessee residents can achieve their dreams with college degrees,” Boyd said. “We want to ease the financial burden for the state’s middle- and working-class families as we know education is the route to change lives, which then change communities and the state.”

6

While 46 percent of UT students graduate without debt, the goal of UT Promise is to make higher education even more accessible and affordable for Tennessee students. UT Promise will welcome its first class in the fall of 2020, and the scholarship program will include those students who were previously enrolled in college when the program begins in 2020.

### UT System Sparks Change During Summit for Opioid Addiction and Response

The University of Tennessee System ignited action across Tennessee around the opioid epidemic through the first Summit for Opioid Addiction and Response (SOAR).

More than 700 people from various backgrounds came together in August at UT Knoxville to discuss the ongoing opioid addiction



epidemic in Tennessee. The summit brought together stakeholders of all backgrounds and areas to talk about the opioid-driven addiction and suicide problem in Tennessee and identify solutions that can be used across the state.

“The best way to make the greatest impact on this terrible disease and epidemic is for all of us to bring our collective expertise to the table. I am excited to see all of the big ideas and solutions that will come from this event,” said Boyd. The two-day summit included discussions on current trends, dissolving the stigma, the economic impact the crisis is having on our state, state agency response to the epidemic, federal grant support and developing community-based, collaborative response to the crisis.

“Together, we can develop solutions that permanently break the cycle of addiction in our communities across the state. Together, we can transform those affected by this opioid epidemic. UT is for all Tennesseans, and we are here to help change lives,” Boyd said.

### **ORI@UT - Building the Technology Talent Pipeline for America**

The Oak Ridge Institute at the University of Tennessee (ORI@UT) will create a robust talent pipeline in areas of growing national need and demand. As a result, Tennessee will become the “go-to” destination for top-level talent development and discovery.

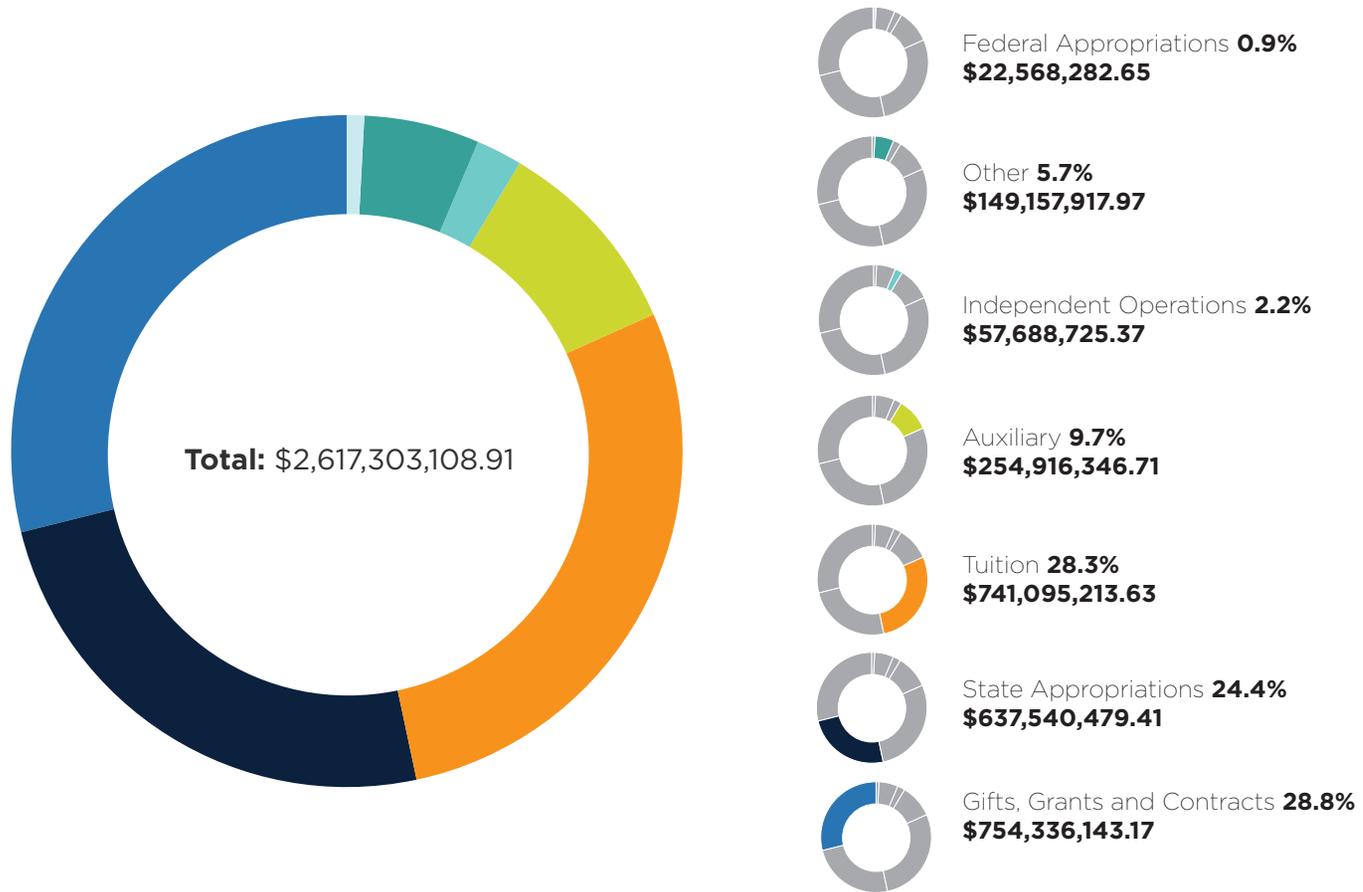
The establishment of ORI@UT forges a path of increased collaboration and alignment, and will enhance Tennessee’s ability to provide top-tier talent in areas of national need. ORI@UT will maximize coordination of the many joint programs at UT and ORNL, bring together colleges and departments across UT campuses and ORNL and remove barriers to collaboration that will usher in world-class interdisciplinary graduate research and education.

ORI@UT will address top-tier industry and workforce needs emerging from the introduction of automation and artificial intelligence. The institute will develop scientists and engineers, who will be locally relevant and globally competitive. Students will be prepared by teaching innovation and interdisciplinary problem-solving skills.

FINANCIALS

Sources of Current Funds

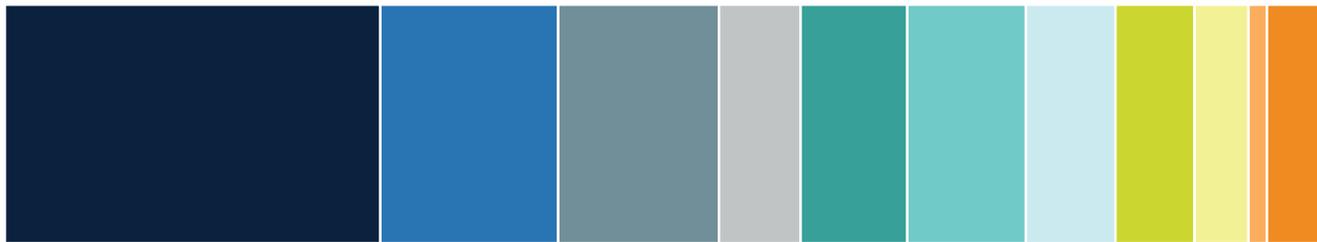
FOR THE FISCAL YEAR ENDED JUNE 30, 2019



FINANCIALS

**Uses of Current Funds**

FOR THE FISCAL YEAR ENDED JUNE 30, 2019

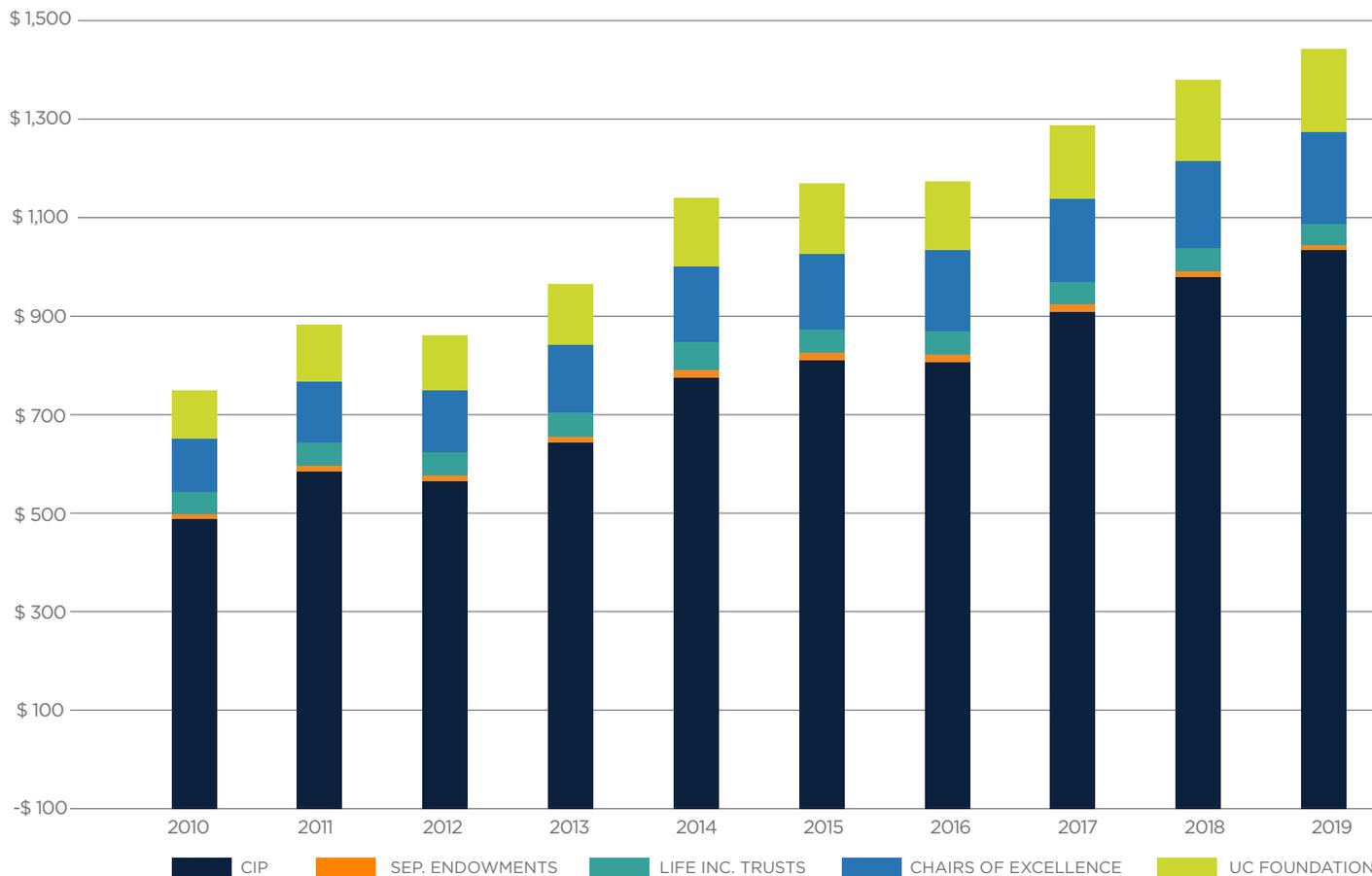


● Instruction	722,618,437.69	<b>28.5%</b>	● Physical Plant	152,473,902.47	<b>6.0%</b>
● Research	343,978,408.31	<b>13.5%</b>	● Student Services	103,191,532.67	<b>4.1%</b>
● Student Aid	310,684,708.36	<b>12.2%</b>	● Independent Operations	35,030,747.24	<b>1.4%</b>
● Public Service	157,195,278.60	<b>6.2%</b>	● Long Term Debt & Other Transfers	108,103,471.61	<b>4.3%</b>
● Auxiliary Enterprises	204,774,588.95	<b>8.1%</b>			
● Academic Support	228,207,699.35	<b>9.0%</b>			
● Institutional Support	172,681,240.41	<b>6.8%</b>			

**Total: \$2,538,940,015.66**

FINANCIALS

**Total Funds Invested for the Benefit of UT, 2010-2019**



	CIP	SEP. ENDOWMENTS	LIFE INC. TRUSTS	CHAIRS OF EXCELLENCE	UC FOUNDATION		CIP	SEP. ENDOWMENTS	LIFE INC. TRUSTS	CHAIRS OF EXCELLENCE	UC FOUNDATION
<b>2010</b>	\$ 531	\$ 10	\$ 40	\$ 99	\$ 88	<b>2015</b>	\$ 822	\$ 15	\$ 44	\$ 137	\$ 131
<b>2011</b>	\$ 619	\$ 11	\$ 42	\$ 113	\$ 103	<b>2016</b>	\$ 820	\$ 14	\$ 43	\$ 140	\$ 125
<b>2012</b>	\$ 601	\$ 11	\$ 42	\$ 114	\$ 101	<b>2017</b>	\$ 911	\$ 15	\$ 42	\$ 152	\$ 135
<b>2013</b>	\$ 672	\$ 12	\$ 44	\$ 123	\$ 112	<b>2018</b>	\$ 976	\$ 10	\$ 43	\$ 160	\$ 149
<b>2014</b>	\$ 791	\$ 15	\$ 50	\$ 139	\$ 127	<b>2019</b>	\$ 1,025	\$ 9	\$ 40	\$ 167	\$ 153

FINANCIALS

## University of Tennessee Fall Student Enrollments Headcount

	2015	2016	2017	2018	2019	1-Yr Change N	%	% 5-Yr Change	5-Yr Trend
<b>UT System</b>									
Undergrad	38,646	38,875	39,162	40,043	40,589	546	1.4%	5.0%	
Grad / Professional	10,489	10,512	10,717	10,767	10,993	50	2.1%	4.8%	
<b>Total</b>	<b>49,135</b>	<b>49,387</b>	<b>49,879</b>	<b>50,810</b>	<b>51,582</b>	<b>931</b>	<b>1.5%</b>	<b>5.0%</b>	
<b>UT Knoxville</b>									
Undergrad	21,863	22,139	22,317	22,815	23,290	475	2.1%	6.5%	
Grad-Academic	5,259	5,244	5,280	5,350	5,431	81	1.5%	3.3%	
Grad-Professional	723	669	724	729	739	10	1.4%	2.2%	
Total Graduate/Prof	5,982	5,913	6,004	6,079	6,170	91	1.5%	3.1%	
<b>Total</b>	<b>27,845</b>	<b>28,052</b>	<b>28,321</b>	<b>28,894</b>	<b>29,460</b>	<b>566</b>	<b>2.0%</b>	<b>5.8%</b>	
<b>UT Chattanooga</b>									
Undergrad	10,083	10,170	10,176	10,195	10,239	44	0.4%	1.5%	
Grad	1,304	1,363	1,411	1,393	1,351	(42)	-3.0%	3.6%	
<b>Total</b>	<b>11,387</b>	<b>11,533</b>	<b>11,587</b>	<b>11,588</b>	<b>11,590</b>	<b>2</b>	<b>0.0%</b>	<b>1.8%</b>	
<b>UT Martin</b>									
Undergrad	6,435	6,279	6,330	6,674	6,763	89	1.3%	5.1%	
Grad	392	426	442	374	517	143	38.2%	31.9%	
<b>Total</b>	<b>6,827</b>	<b>6,705</b>	<b>6,772</b>	<b>7,048</b>	<b>7,280</b>	<b>232</b>	<b>3.3%</b>	<b>6.6%</b>	
<b>UT Health Science</b>									
Undergrad	265	287	339	359	297	(62)	-17.3%	12.1%	
Grad-Academic	1,093	1,068	1,099	1,133	1,154	21	1.9%	5.6%	
Grad-Professional	1,718	1,742	1,761	1,788	1,801	13	0.7%	4.8%	
Total Graduate/Prof	2,811	2,810	2,860	2,921	2,955	34	1.2%	5.1%	
<b>Total</b>	<b>3,076</b>	<b>3,097</b>	<b>3,199</b>	<b>3,280</b>	<b>3,252</b>	<b>(28)</b>	<b>-0.9%</b>	<b>5.7%</b>	

Notes:

Includes non-degree seeking and dual enrollment (high school) students

Excludes students enrolled in audited classes and co-op courses

UTK includes Space Institute and Veterinary Medicine students

UTHS excludes Residents in Health Sciences

Grad- Professional = Medicine: MD, Dentistry: DDS, Pharmacy: PHARM.D, Law: JD, and Vet Med: DVM



The University of Tennessee is an EEO/AA/Title VI/Title IX/Section 504/ADA/ADEA Institution.



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Amendments to UTC Campus Advisory Board Bylaws**

Type: Action

The UT FOCUS Act of 2018 established a seven-member advisory board for UT Knoxville, UT Martin, UT Chattanooga, and UT Health Science Center, with five members appointed by the Governor, a student member, and a faculty member. The Act provides that each advisory board “shall adopt bylaws to govern its meeting, subject to approval by the board of trustees.” The Board of Trustees approved a set of bylaws for each campus advisory board at the March 1, 2019 meeting.

The Campus Advisory Board for UTC has adopted certain amendments to its bylaws, subject to approval by the Board of Trustees. The amendments were suggested by the faculty member of the Advisory Board and conform to provisions in the bylaws of the UTK board, which were previously approved by the Board of Trustees. The amendments are shown in redlined strike-out and insertion in the following copy.

**Resolved: The Board of Trustees approves the amendments to the bylaws of the UTC Campus Advisory Board as presented in the meeting materials, which shall be attached to this Resolution after adoption.**

## AMENDMENTS TO UTC CAMPUS ADVISORY BOARD BYLAWS

November 8, 2019

### Article IV Conflict of Interests

**Section 4.2(c) Attempt to Influence a University Contract.** A member shall not attempt to influence any person who is involved in making or administering a contract with the University if the member would derive a direct benefit from the contract. Nor shall a member solicit or receive any gift, reward, or promise of reward in exchange for recommending, influencing, or attempting to influence the award of a contract by the University. This Section 4.2(c) shall not be construed as constraining the faculty member of the Advisory Board, as part of their normal faculty duties, from pursuing externally-funded contracts or grants for the University which may potentially benefit the faculty member directly or indirectly.

### Article VII Meetings

**Section 7.4 Notice of Meetings.** Notice of meetings may be delivered to members by postal mail, courier, electronic mail, or facsimile transmission. As required by Tennessee Code Annotated § 8-44-103(a) and (b), adequate public notice shall be given of all regular and special meetings. Notice of a regular meeting shall be provided at least seven (7) days in advance of the meeting date.

**Section 7.5 Meetings Open to the Public.** *[no amendment]*

**Section 7.6 Agenda.** An agenda for every meeting of the Advisory Board shall be prepared by the Chancellor in consultation with the Chair and with the assistance of the Secretary. The agenda shall list in outline form each item to be considered at the meeting. When feasible, a copy of the agenda, with any proposed resolutions or reports to be considered at the meeting, shall be made available to the Advisory Board and the public at least seven (7) days in advance of the meeting.~~accompany the notice of the meeting, but~~ ~~When not feasible, a copy~~ of the agenda, with any proposed resolutions or reports to be considered at the meeting, otherwise shall be provided to the ~~members~~ Advisory Board and made available to the public before the meeting date. Items not appearing on the agenda of a regular meeting may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the Board. Items not stated in the call of a special meeting may not be considered at the meeting.

**Article XI**  
**Adoption, Amendment, and Repeal of Bylaws**

**Section 11.1** *[no amendment]*

| **Section ~~10~~11.2** The Advisory Board may change these Bylaws by amendment, by adoption of one or more new Bylaws, or by repeal of one or more existing Bylaws at any regular or special meeting by an affirmative two-thirds (2/3) roll-call vote of the total membership of the Advisory Board; provided that a copy of the amendments or new Bylaws to be offered or notation of the Bylaws to be repealed shall be furnished to each member in writing at least seven (7) days in advance of the meeting; and provided further that any change to the Bylaws shall not be effective until approved by the Board of Trustees.



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Resolution Appointing a Managerial Group for U.S. Government Contracts**

Type: Action

The Department of Energy, Department of Defense, and other federal agencies with which the University has contracts impacting national security require the Board to appoint a Managerial Group and delegate to that group responsibility for negotiation, execution, and administration of U.S. government contracts. Only members of the Managerial Group will receive security clearance to access classified information related to these contracts.

A new Resolution is required periodically to reflect changes in personnel. The following Resolution incorporates changes in members of the Board of Trustees and officers of the University who are not included in the Managerial Group and do not have access to classified information related to government contracts.

[Resolution in Required Form Follows]



The University of Tennessee  
Board of Trustees

Resolution 0\_\_-2019\*  
Appointment of the Managerial Group for Contracts between  
The University of Tennessee and the United States Government  
Pursuant to the National Industrial Security Program Operating Manual

BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF TENNESSEE THAT:

1. Those persons occupying the following positions at The University of Tennessee shall be known as the Managerial Group, having the authority and responsibility for the negotiation, execution, and administration of U.S. Government contracts as described in the National Industrial Security Program Operating Manual:

President  
Chief Financial Officer  
General Counsel  
Chancellor, The University of Tennessee, Knoxville  
Vice Chancellor for Research and Engagement, The University of Tennessee, Knoxville  
Executive Director, The University of Tennessee Space Institute  
Facility Security Officer

2. The Chief Executive and the members of the Managerial Group are cleared, or will be processed for clearance, to the level of The University of Tennessee's facility clearance. If uncleared, pending issuance of the requested access authorization, such individual shall be excluded from all access and shall not participate in any decision or other matter pertaining to the protection of classified information and/or special nuclear material.
3. The above-named Managerial Group is hereby delegated all of the Board's duties and responsibilities pertaining to the protection of classified information and/or special nuclear material released to The University of Tennessee.
4. In the future, when any individual is appointed to the Managerial Group as an additional member or replacement member, such individual shall immediately be processed for an access authorization at the same level as The University of Tennessee's facility clearance. Pending issuance of this requested access authorization, such individual shall be excluded from all access and shall not participate in any decision or other matter pertaining to the protection of classified information and/or special nuclear material.
5. The following named officers and members of the Board of Trustees of The University of Tennessee shall not require, shall not have, and can be effectively excluded from access to all classified information and/or special nuclear material released to The University of Tennessee and do not



occupy positions that would enable them to affect adversely the policies or practices of The University of Tennessee’s performance of classified contracts for the U.S. Government:

**Officers**

<u>Name</u>	<u>Title</u>
Steve R. Angle	Chancellor, The University of Tennessee at Chattanooga
William H. Byrd III	Vice President, Institute for Public Service
Keith S. Carver	Chancellor, The University of Tennessee at Martin
Tim L. Cross	Senior Vice Chancellor and Senior Vice President for Agriculture
Brian J. Daniels	Chief Audit and Compliance Officer
Anthony C. Haynes	Vice President for Government Relations and Advocacy
James R. Maples	Treasurer
Linda C. Martin	Vice President for Academic Affairs and Student Success
Catherine S. Mizell	Secretary, Chief of Staff, and Special Counsel
Stacey S. Patterson	Vice President for Research, Outreach, and Economic Development
Steve J. Schwab	Chancellor, The University of Tennessee Health Science Center
Kerry W. Witcher	Vice President for Development and Alumni Affairs and Programs

**Members of the Board of Trustees**

<u>Name</u>	<u>Title</u>
Spencer M. Ammen	Trustee
Bradford D. Box	Trustee
John C. Compton	Trustee and Chair of the Board
Kara Lawson Barling	Trustee
Decosta E. Jenkins	Trustee
Amy E. Miles	Trustee
William C. Rhodes III	Trustee
Donald J. Smith	Trustee
Kim H. White	Trustee
Alan D. Wilson	Trustee
Jamie R. Woodson	Trustee
Commissioner of Agriculture	Ex Officio Trustee

Adopted the 8th day of November, 2019.

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\* Number will be inserted after adoption.



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Items from the Education, Research, and Service Committee**

Type: Action

Education, Research, and Service Committee agenda items approved unanimously in the committee and coming forward to the full Board Consent Agenda are in the committee book and not repeated here. See the full Board Consent Agenda for the list of these items.



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: November 8, 2019

Item: **Items from the Finance and Administration Committee**

Type: Action

Finance and Administration Committee agenda items approved unanimously in the committee and coming forward to the full Board Consent Agenda are in the committee book and not repeated here. See the full Board Consent Agenda for the list of these items.