



THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

MINUTES OF THE FALL MEETING
November 8, 2019
Knoxville, Tennessee

The Fall Meeting of The University of Tennessee Board of Trustees was held at 1:00 p.m. EST, on Friday, November 8, 2019, at the Student Union Ballroom on the campus of University of Tennessee in Knoxville.

I. Call to Order and Invocation

The Chair of the Board, John C. Compton, called the meeting to order and recognized Mason Leaf, Director of Campus Outreach Knoxville, to offer the invocation.

II. Opening Remarks and Introductions by the Chair

Although Chancellor Plowman was unable to attend the meeting, Chair Compton thanked her and the team for hosting the Board at UT Knoxville campus. He spoke of the opportunity that the Board members had to learn more about certain UT Knoxville scholarship programs and how wonderful it was to have the chance to connect with a number of amazing students, many of whom have overcome various challenges, that have found a home at the University.

With the recent appointment of Mr. Brad Box, Chair Compton announced that the composition of the Board is finally filled. He proceeded to present Trustee pins to: Brad Box; Spencer Ammen, the Non-voting Student Trustee for 2019-20, a UT Knoxville student; and Charlie Hatcher, the Commissioner of Agriculture for Tennessee, who serves an ex officio capacity.

Reflections on the performance of the Board over the past year were shared by Chair Compton. He expressed his appreciation for all of the efforts of the Board members and said that he was very proud of the group. He noted that all of the trustees are new members of the Board and that each member is dedicated to learning more about the University and, importantly, to engaging with and listening to all of the constituent stakeholders. Chair Compton advised that the Board members have been actively meeting with students, faculty, staff, legislature, alumni, and the community at large. He stated that, due to this outreach and other activities, that there are tangible positive results, including improve relationships with the state legislature, increased alumni engagement and giving, and an increase in the number of students who are enrolling.

Chair Compton said that, singularly, the most important and best accomplishment of the Board during the year was the appointment of Randy Boyd to serve as Interim President. The Chair



expressed his view that there are some decisions that really make a difference and his belief that it will be one of the decisions that will be remembered years from now as a success. He also commented that, with the selection of Chancellor Plowman, all of the Chancellor positions are now filled and one that he would put up against anyone in the country. He thanked Interim President Boyd for his efforts in this regard, along with the work that is being done by Interim President Boyd to improve the integration and collaboration across the campuses and the system.

Additionally, Chair Compton spoke of the Board's efforts to increase transparency, improve the process for addressing the Board, and to listen and meet with stakeholders. He briefly provided a brief update on the UT Foundation and the endowment, along with the UTC Foundation and its endowment. He shared that, while he is pleased to see the increased level of giving to the University, the increase in the number of donors is even more important. People are emotionally connecting to the University, and that connection is critical to the success and welfare of the University. Chair Compton also indicated that he believes the extension of the Tennessee Promise through the creation of the UT Promise was a brilliant idea. It was a bold move on one that addresses access and affordability, which will allow qualified students to consider and attend a UT campus. He noted that the Board held tuition at a rate equal to or below the rate of inflation and referenced the progress made by the Special Committee on Athletics, chaired by Mr. Charlie Anderson,

In looking forward, Chair Compton stated that the Board would need to revisit the interim president title given to Mr. Boyd. Various stakeholder groups have expressed support of Interim President Boyd's performance. However, to formally measure his performance, the Chair explained that he will be conducting a formal performance appraisal of Interim President Boyd, which will be presented to the Board. The review will include hard and soft metrics, as well as feedback from key stakeholders. Following the review, the Board will then consider next steps. Trustee Jenkins expressed his appreciation for the efforts of Interim President Boyd, who he believes has done an excellent job, and offered his support for removing the interim title. The Chair thanked Trustee Jenkins for his comments.

Chair Compton also discussed progress made on a number of key initiatives and the work that is ongoing, including:

- Oak Ridge Institute;
- UT Promise;
- Student Success (enrollment, retention and graduation)
- Growing the Research enterprise
- Efficiency and Effectiveness (e.g., TEAM and the ERP system projects)

In summary, the Chair remarked that it was a great first year but that there is a lot of work to be done. The goal is to get better every year.



The Chair then recognized Catherine S. Mizell, Secretary, Chief of Staff and Special Counsel to the Board, for her many years of service . He advised that Ms. Mizell is retiring at the end of the year after almost 40 years at the University of Tennessee. During her time at the University, she has served 10 different presidents and 11 vice chairs. Before presenting a resolution of appreciation in honor of Ms. Mizell for approval by the Board, a roll call of trustees present at the meeting was conducted.

III. Roll Call

Board Secretary Mizell, called the roll, and the following members of the Board were present: John C. Compton, Chair; Spencer Ammen; Brad Box; Charlie Hatcher; Decosta E. Jenkins; Kara M. Lawson; Amy E. Miles; William (Bill) C. Rhodes III; Donald J. Smith; Kim H. White and Jamie Woodson.

The Secretary announced the presence of a quorum. Trustee Alan Wilson 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.

Honorary Resolution

Chair Compton presented the resolution honoring Ms. Mizell for her valuable service to the University as General Counsel and Board Secretary and bestowing the title of Board of Trustees Secretary Emeriti. Ms. Mizell received a standing ovation. A member moved adoption of the Honorary Resolution, the motion was seconded and *Honorary Resolution 004-2019* passed unanimously by a roll-call vote.

Ms. Mizell expressed her gratitude for the privilege of serving the University and the Board of Trustees. She publicly expressed her very deep appreciation to Dr. Joe Johnson, who recommended her as General Counsel and Secretary of the Board of Regents, created a position to bring her back to the University in 1984, and twenty years later recommend her as General Counsel and Secretary of the University. Ms. Mizell thanked various team members for their work in supporting the Board.

The Chair acknowledged Cynthia Moore, the incoming Secretary to the Board of Trustees, and welcomed her to the team effective January 1, 2020. He described Ms. Moore as hugely accomplished having served the Board of Trustees at the University of Pittsburgh where they had 80 trustees, 36 of whom had voting rights. Ms. Moore has history with experience in serving other boards, as well as financial and legal experience in investment banking and other complex financial transactions. The Chair remarked that the Board is excited to have her on the team, and he welcomed her to the meeting.



IV. Requests to Address the Board

Chair Compton noted that there were three requests to address the Board, the first individual on the agenda was Ms. Megan Henley, a current student at UT Knoxville, who is speaking as a representative of the student organization Sexual Empowerment and Awareness at Tennessee (SEAT) on the subject of student programming. Ms. Henley was not present.

The Chair recognized Dr. Andrea Ludwig, an associate professor of ecological engineering at UT Institute of Agriculture, to address the Board on the subject of UTIA-UTK Unification. Dr. Ludwig said that she serves as the elected chair of the Ag Caucus for Faculty Senate and that she served on the unification committee as a representative of the UTIA faculty, the only representative of UT Extension on the committee. Dr. Ludwig spoke of concerns raised as to the decision-making process associated with the unification efforts involving UTIA and UTK, as well as the creation of the Oak Ridge Institute. She stressed the importance of shared governance, communication and transparency. While encouraged to see efforts to rebuild trust, she called for acknowledgment of the failures made as part of the unification process. She called on the board for faculty to be included in future structural changes and a voice in the selection of the next leader of the University. She thanked the Board for the opportunity to speak and looks forward to seeing ideas come together to nurture a healthy and collaborative UT. The Chair thanked Dr. Ludwig for her comments.

Next, the Chair recognized Dr. Mary McAlpin, Professor and Chair of the French Program, Department of Modern Foreign Languages and Literatures, College of Arts and Sciences, UT Knoxville. Dr. McAlpin indicated that she was addressing the Board as a representative of the Executive Committee of the UTK Chapter of the American Association of University Professors, who was addressing the Board on the subject of the Student Programming Fee Allocation Process. She read a prepared statement, which provided background information on the old and new process for allocation of Student Programs and Services Fee (SPSF). She voiced the Chapter's concerns, noting that the most significant pertains to the free speech rights of students. She stated the Executive Committee believes that students should be allowed a primary role in determining how the SPSF should be allocated to support student programming. The Chair thanked Dr. McAlpin for her comments.

Copies of the prepared remarks of Dr. Ludwig and the written document referenced by Dr. McAlpin are filed with these minutes.



V. President's Address

Interim President Boyd began his address by thanking the Board for the opportunity to serve the University and expressing how much it has been an honor to serve his alma matter. He said that every day he is inspired by the people – the faculty, staff and students – and the opportunities that the University provides that changes lives.

Interim President Boyd stated that his remarks would focus on the progress made in the last four months based on the identified priorities:

- Succession Planning/Recruitment
- Increase in Talent Development
- Enhance Research
- Advance Engagement
- Build the One UT Culture
- Build the Brand

Succession Planning/Recruitment. Interim President Boyd highlighted the investiture of Dr. Donde Plowman, as the ninth Chancellor of UT Knoxville. He praised Chancellor Plowman as an outstanding leader, who has great listening abilities and a bold vision. He also reviewed a number of leadership changes, involving departures, restructuring of responsibilities, and proposed promotions. He also updated the Board on ongoing hiring searches.

Talent Development. In this area, the efforts of the Chancellors to increase enrollment across the system were highlighted. It was noted that UT Martin had the highest level of growth not only within the UT System but in the State of Tennessee. Interim President Boyd advised of progress being made in the area of online education initiatives, which will be discussed in more detail at a future meeting. The importance of the role of the University as a land-grant university was emphasized. Interim President Boyd discussed the University's rise in national rankings (*U.S. News and World Report*), but shared his concerns as to certain measures employed in the rankings, namely – selectivity. He said that selectivity is also a measure of who you choose to exclude. In this regard, the University will measure its success, not by who is excluded, but by who is included. He continued his remarks by stating that UT Promise gives the University the opportunity to provide greater access to more Tennesseans. He reviewed the specific details of the program, along with a number of positive outcomes expected due to the UT Promise program, including increased retention due to reducing the financial demands placed on students and families. Interim President Boyd stated that, currently, 46% of students at UT graduate without debt. The program is expected to reduce student debt and improve this figure. The goal is to have 2,000 students enrolled next fall under the UT Promise initiative.



Research

UTIA- UTK Reunification. Interim President Boyd thanked the UTIA-UTK Reunification Committee, including Dr. Linda Martin, Dr. Ludwig and others, for their efforts in soliciting input from stakeholders and for developing the committee's. Interim President Boyd acknowledged the criticisms raised by some regarding the reunification process and offered an apology as to the process. He also expressed his appreciation for the work of Chancellor Plowman and Senior Vice President/Senior Vice Chancellor Tim Cross, along with their teams, in response to the report.

Oak Ridge Institute. Interim President Boyd advised that a steering committee was formed to look at guidelines, perform functional audits, and to develop a plan for moving the Oak Ridge Institute initiative forward. He indicated that the business plan and budget would be shared with the Board at a future meeting when there is more information regarding state funding for the initiative.

Engagement. Interim President Boyd acknowledged the dedicated and passionate staff working in the Extension offices and the impact of the offices across the state. He is optimistic about the likelihood of receiving increased state funding that would be used for hiring an additional 32 agents to serve distressed communities. On another engagement front, Interim President Boyd provided information on the Summit for Opioid Addiction and Response (SOAR), which brought together more than 700 people from across the state. He stated the University is a trusted partner, which has wide-spread reach across the state and, most importantly, the intellectual capacity to address grand challenges facing the state of Tennessee.

One UT Culture. Interim President Boyd noted that, by fostering greater collaboration and more efficient processes across the UT System, there is an opportunity to redeploy resources towards the University's efforts to further engagement, advance research, and support students and faculty.

UT Brand. Lastly, Interim President Boyd stressed the importance of trust and transparency in building a strong brand. In addition to the Transparent UT website, a new data dashboard was released that will provide useful information for students, faculty and outside stakeholders. It will include a number of metrics, starting with student data.

Interim President Boyd said that, in his opinion, today is the best time in the history of the University of Tennessee brand. He reflected on the recent story of boy in Florida, who wore a homemade UT T-shirt to school and how he was teased by some of his classmates. He spoke of how the UT family rose up in response. Chancellor Plowman has made an offer to the student to attend UT Knoxville, free of tuition and fees, if he meets the academic admission requirements. Interim President Boyd shared how news of the story has spread locally, nationally and internationally. He also reported that the VolShop printed the boy's T-shirt



design, with a portion of the proceeds going to an anti-bullying campaign recommended by the child. Interim President Boyd advised that donations have been received by from individuals, who are alumni of other universities, in appreciation of the actions of the University and the entire UT community in support of the child and for taking a stand against bullying.

VI. Promotion of Associate Vice President Tiffany Carpenter to Vice President for Communications and Marketing

Interim President Randy Boyd presented his recommendation to promote Ms. Tiffany Carpenter to Vice President for Communications and Marketing. Hearing no questions or comments, the Chair called for a motion, it was seconded, and *Resolution 103-2019* passed unanimously by a voice vote.

VII. Appointment of David Miller as Senior Vice President and Chief Financial Officer

Interim President Boyd next presented his recommendation to appoint Mr. David Miller as Senior Vice President and Chief Financial Officer given the additional responsibilities associated with the restructuring outlined in the meeting materials. Hearing no questions or comments, the Chair called for a motion, it was seconded, and *Resolution 104-2019* passed unanimously by voice vote. The Chair recognized the work being performed by Mr. Miller and congratulated him on the appointment.

VIII. Appointment of Cynthia Moore as Secretary and Special Counsel

Chair Compton recommended the appointment of Ms. Cynthia Moore as Secretary and Special Counsel to the Board of Trustees. The Chair shared information on Ms. Moore's background, the proposed compensation, and directed the Board members' attention to additional information contained in the meeting materials. Ms. Moore started as Secretary-Designate effective November 1, 2019 and will assume the role of Secretary and Special Counsel to the Board of Trustees effective January 1, 2020. Trustee Rhodes moved adoption of the Resolution, it was seconded, and *Resolution 105-2019* passed unanimously by voice vote. The Chair welcomed Ms. Moore to the team.

IX. Recommendation of Bylaw Amendments

Chair Compton explained, that upon the recommendation of the Executive Committee, amendments to the Bylaws have been proposed, which are of a technical and clarifying in nature. The proposed revisions were sent to the members in advance of the meeting. The Chair moved adoption of the Bylaw Amendments. Hearing no questions or comments, *Resolution 106-2019* was approved by a roll-call vote.



X. Campus Processes for Determining Programs to be Funded by Student Programs and Services Fee

As an informational item, President Boyd provided background information pertaining to the Board policy governing the Student Programming and Services Fee (SPSF), which was adopted by the Board at the 2019 Winter Meeting. He indicated that each of the campuses have developed processes for determining the use of the SPSF funds, which processes set forth the role and responsibilities of the Chief Student Affairs Officers and provide for student involvement. Interim President Boyd shared his hopes that the new processes will allow for a wider range of programming offerings for students with even more student input than what existed under past practices. Chair Compton called for any further discussion on this topic. Student Trustee Spencer Ammen acknowledged the controversial nature of this issue given that it has been raised with the Board on several occasions. As the fee will be used to fund programs for students, he urged the importance of continuing to allow students to be engaged in the process. Chair Compton expressed a commitment to a continuous improvement process and stated that, if issues arise from the implementation of the new processes, there remains the ability to address them. Chair Compton thanked Mr. Boyd and the Chief Student Affairs Officers for working to develop these processes to ensure there is student input, and he also thanked Student Trustee Ammen for his comment.

XI. Report of the Special Committee on UT Athletics Programs

The Chair recognized Mr. Charlie Anderson, Chair of the Special Committee on UT Athletics Programs, for the Committee's report. Committee Chair Anderson thanked the other members of the Committee for their service and reported on the status of the Committee's work. He reviewed the charge given to the Special Committee, which includes:

1. Recommending Mission Statements for the Athletics Departments;
2. Recommending Policies for the oversight of Intercollegiate Athletics;
3. Recommending standards of accountability and benchmarks against which to measure success;
4. Determining adequacy of compliance function within each athletic department including the process for reporting and investigating alleged violations of NCAA rules;
5. Reviewing policies and standards concerning admissions, academic progress and academic integrity for student-athletes; and
6. Recommending academic, fiscal, compliance and other reports the Board should receive on a regular basis.

At a meeting on September 12, 2019, the Special Committee completed three of the six tasks (Items 1, 2 and 6). Committee Chair Anderson reviewed the key elements of the proposed Board Policy. On the recommendation of the Special Committee, Committee Chair Anderson recommended that the Resolution on Policy on Oversight of Intercollegiate Athletics be



approved. Hearing no questions or comments and noting the Policy was in the meeting materials, the Chair called on Trustee Rhodes, as a member of the Special Committee, for a motion to approve *Resolution 107-2019* and the motion passed unanimously by voice vote.

Committee Chair Anderson next stated the Committee also reviewed the Mission Statements for Chattanooga, Knoxville and Martin Athletics Departments, which Mission Statements were included in the meeting materials. On the recommendation of the Special Committee, Committee Chair Anderson recommended that the Resolution to approve the Mission Statements be approved. Hearing no questions or comments, the Chair called asked Trustee Lawson, as a member of the Special Committee, for a motion to approve *Resolution 108-2019* and the motion passed unanimously by voice vote.

Mr. Anderson said that in the coming months, the Committee will address the three remaining tasks. He added that UTC and UTM will each present a report on their Athletics Programs to the Board at a future meeting. He then introduced Phillip Fulmer, Vice Chancellor and Director of Athletics, and Reid Sigmon, Deputy Athletics Director and Chief Operating Officer.

AD Fulmer expressed his appreciation for the opportunity to provide a report on the UT Knoxville Athletics Program. He shared the four pillars of the Athletics Program, which are Communication, Trust, Warmth, and Intensity. Mr. Fulmer then presented a general overview of Tennessee Athletics. He provided an update on the Learfield Director's Cup and improvement in the national rankings. He also reviewed student-athlete academic performance commenting that the approach to student-athlete development is holistic. He expressed his thanks to Donnie and Terry Smith for their support of the Vol Leader Academy.

Deputy AD Sigmon gave an overview of the financial performance of the Athletics Program. He discussed the 6-year operating results and reported that the UT Knoxville Athletics Program is only one of 25 institutions in the country that generates a surplus. However, he noted that the surplus is not as large as some of the other programs in the SEC. He reviewed the primary components of the budget, including debt service levels and financial trends.

AD Fulmer reviewed the status of capital projects, including completed projects and largest upcoming project involving Neyland Stadium. Regarding the financial aspects of the project, Deputy AD Sigmon stated that the Board of Trustees approved a budget of \$180 million in November 2017 and that the project is within the budget. The project is being financed with a combination of cash and debt. Approximately \$70 million will come from cash - a combination of gifts and partnerships. The goal is to fundraise for approximately one-third of budget. He reviewed the overall debt structure, including anticipated changes and the level of annual debt service. A copy of the presentation is filed with these minutes.

Chair Compton expressed his appreciation for the work that has been done by the Special Committee. He called on the leadership of the Athletics Program to continue their efforts in



promoting respect of women, compliance with Title IX, and student success. Chair Compton remarked that the improvement in performance overall in one year was remarkable. Committee Chair Anderson provided some closing thoughts and complimented Chancellor Plowman and Interim President Boyd for their leadership.

XII. Report of the Audit and Compliance Committee

Amy Miles, Chair of the Audit and Compliance Committee, referenced the written report included in the meeting materials and shared a few highlights of the report. Chair Compton thanked Trustee Miles for leadership of the Committee.

XIII. Consent Agenda

Chair Compton explained that except for the routine items presented in Tabs 10 through 13 of the Consent Agenda, all other 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 any item from the Consent 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 set forth in the materials. The motion passed unanimously by a voice vote. A full list of the approved items is set forth on the last page of these minutes.

XIV. Other Business

There was no other business. Chair Compton asked whether the student who requested to address the Board, who was not present at the beginning of the meeting, was in attendance. It was confirmed that the student was not in attendance.

XV. Closing Remarks

The Chair wished everyone a great Thanksgiving holiday. He announced that the next Executive Committee of the Board is scheduled for January and that the next Board meeting will be held in February.



XVI. Adjournment

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

Respectfully Submitted,

A handwritten signature in blue ink that reads "Cynthia C. Moore".

Cynthia C. Moore
Secretary and Special Counsel

Approved Consent Agenda Items

- Minutes of Prior Meetings
- Annual Report to the General Assembly
- Amendments to UTC Campus Advisory Board Bylaws
- Resolution Appointing a Managerial Group for U.S. Government Contracts
- Items from the Education, Research, and Service Committee:
 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
- Items from the Finance and Administration Committee:
 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