



THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

SPECIAL COMMITTEE ON UNIVERSITY OF TENNESSEE ATHLETICS PROGRAMS

2:00 p.m. (EDT)/1:00 pm (CDT)	Virtual Meeting
Thursday	Video/Teleconference
June 4, 2020	Knoxville, Tennessee

AGENDA

- I. Call to Order
- II. Roll Call
- III. [Minutes of the Last Meeting – Action/Roll-Call Vote](#) Tab 1
- IV. [Review of Committee Charge – Information](#) Tab 2
- V. Review of Compliance and Reporting Functions – Information Tab 3
 - A. UT Knoxville – Athletics Department
 - B. UT Chattanooga – Athletics Department
 - C. UT Martin – Athletics Department
- VI. Additional Considerations for Preparation of Final Report - Discussion
- VII. Adjournment [*Note: Under the Bylaws, no other business can be considered at this called meeting.*]

Supplemental Materials

- [Board Policy on Oversight of Intercollegiate Athletics](#)



THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

MINUTES OF THE SPECIAL COMMITTEE ON
UNIVERSITY OF TENNESSEE ATHLETICS PROGRAMS
September 12, 2019
Knoxville, Tennessee

The Special Committee on University of Tennessee Athletics Programs of The University of Tennessee Board of Trustees was held by teleconference at 3:30 p.m. EDT, on Thursday, September 12, 2019, originating from the campus of The University of Tennessee, Knoxville.

I. CALL TO ORDER

Chair Charlie Anderson called the meeting to order.

II. ROLL CALL

Matthew Scoggins, General Counsel, first addressed the Open Meetings Act requirements for meetings conducted with members participating electronically, including the requirement that no one else be present at their location. He proceeded to call the roll, and the following members were present:

Charlie Anderson, Chair
Kara Lawson (via telephone)
William (Bill) C. Rhodes III (via telephone)

Mr. Scoggins announced the presence of a quorum. Others present included Chief Financial Officer David Miller, UTK Athletics Director Phillip Fulmer, UTM Athletics Director Kurt McGuffin, UTC Athletics Director Mark Wharton, UTK Executive Associate Athletics Director Reid Sigmon, University faculty, staff, members of the general public, and media representatives. Ms. Lawson and Mr. Rhodes both confirmed no one else was present at their locations.

III. MINUTES OF THE LAST MEETING

Chair Anderson called for any additions or corrections to the minutes of the June 19, 2019 meeting. Hearing none, the Chair directed the Committee's attention to the following prepared motion in the meeting materials:

I move that the reading of the minutes of the June 19, 2019 meeting of the Special Committee on University of Tennessee Athletics Programs be omitted and that the

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September 12, 2019



minutes be approved as presented in the meeting materials, provided that the Secretary is authorized to make any necessary edits to correct spelling errors, grammatical errors, format errors, or other technical errors subsequently identified.

Mr. Rhodes so moved, Ms. Lawson seconded, and the motion passed unanimously by a roll-call vote.

IV. BOARD POLICY ON OVERSIGHT OF INTERCOLLEGIATE ATHLETICS

Matthew Scoggins presented the background on the proposed Board Policy on Oversight of Intercollegiate Athletics. Mr. Scoggins explained one of the responsibilities of the UT Board of Trustees established by the UT Focus Act is to oversee and monitor the operation of the intercollegiate athletics programs. He stated that the 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. The recommended proposed Board Policy on Oversight of Intercollegiate Athletics would fulfill those responsibilities of the Committee. Mr. Scoggins explained that the proposed policy outlines three major annual reports to be provided by the athletics departments through the Chancellors to be forwarded to the appropriate Board committees. Oral presentations will be provided to the appropriate Board committees by the system staff person. There are other reporting requirements are ongoing, not annual, such as notifications of NCAA infractions and attorney-client privileged Title IX assessments.

Chair Anderson stated this is an effort to make sure the Board of Trustees is informed and engaged on matters of the athletics departments on each of the campuses, and he believes this policy the Committee has set out, if adhered to properly, will do just that. Mr. Rhodes commented that in some places the proposed policy gets very specific and prescriptive, such as the item stating the Chief Financial Officer will make an oral summary of the written report. With respect to that item, Mr. Rhodes expressed a concern that he does not know what else will be on the agenda of the meeting of the Finance and Administration Committee and does not know if an oral report is necessary if the members have had a chance to read the report. Mr. Scoggins explained this is required due to the elevated importance of the report, and he asked Mr. Miller to comment. Mr. Miller said the intent is to keep the report off the Consent Agenda and from being ignored. The report will be an agenda item and called out, and he said the presentation does not have to be long, but he will be available to answer questions and provide clarifications. Mr. Rhodes said we are putting very specific activities on our own agenda when we do not know what else is on the agenda. He added that we have a Board of Trustees that has the fiduciary responsibility to make these kinds of decisions and he does not want to be so prescriptive that he blocks the members into such specific things. Mr. Scoggins



further explained there is a statutory responsibility and that the University is trying to implement checks and balances. Chair Anderson said he agreed with Mr. Miller and this does not need to be a consent agenda item but rather needs to be brought before the Board. Mr. Rhodes said there are so many things the Board committees have to do that they cannot do the things they need to do. The Chair asked Mr. Rhodes if he was willing to accept the proposed Board Policy this way and see if they have some flexibility, and Mr. Rhodes said yes.

Mr. Miller then asked for clarification from Mr. Sigmon regarding the definition of "current operating budget" and the "most recent annual operating budget performance." Mr. Scoggins suggested rephrasing the prior year as "previous fiscal year's operating budget." Mr. Rhodes noted he thought this item referred to two budgets and looking at two different years: the current year budget and the previous budget which has been completed. He said it looked at what was done the previous year that has been audited and the trajectory for the current year. Mr. Rhodes added he thought the text was fine as it is written. Mr. Miller agreed. Chair Anderson recommended starting it this way and editing it in the future based on how practical and relevant the information is to make a decision. Mr. Scoggins noted this Committee is making recommendations to the Board regarding this policy and the Board could make changes between now and November, or later on.

Hearing no further discussion, the Chair asked for a Committee member to make the following prepared motion:

I move that the Special Committee on University of Tennessee Athletics Programs recommend adoption of the following Resolution by the Board of Trustees:

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.

Mr. Rhodes so moved, Ms. Lawson seconded, and the motion passed unanimously by a roll-call vote.

V. MISSION STATEMENT OF THE UTC ATHLETICS DEPARTMENT

Chair Anderson stated that each of the institutions has been asked to submit a mission statement. He recognized Mr. Scoggins to lead the discussion. Mr. Scoggins stated that another part of the charge of this Special Committee is to recommend to the Board the mission statements for the athletic departments that reflect the University's mission and academic values. Mark Wharton, UTC Athletic Director, had mentioned to Mr. Scoggins that next year they will be revising their mission statement to align with the campus' revisions of its mission statement. They are asking the Special Committee to approve this recognizing they will be bringing forth a different mission statement next year to the Board of Trustees.



Hearing no further discussion, the Chair asked for a Committee member to make the following prepared motion:

I move that the Special Committee on University of Tennessee Athletics Programs recommend adoption of the following Resolution by the Board of Trustees:

RESOLVED: The Board of Trustees approves the mission statement of the UTC Athletics Department as presented in the meeting materials, which shall be attached to this Resolution after adoption.

Trustee Lawson so moved, Trustee Rhodes seconded, and the motion passed unanimously by a roll-call vote.

VI. MISSION STATEMENT OF THE UTK ATHLETICS DEPARTMENT

Mr. Scoggins stated he did not have any comments on the UTK Mission Statement and asked Mr. Fulmer and Mr. Sigmon for their comments. Mr. Sigmon said the focus was student athletes’ experience and competitive success and the impact on the University. Mr. Fulmer added that they made sure that the mission statement of the athletics department was consistent with the mission of the campus.

Hearing no further discussion, the Chair asked for a Committee member to make the following prepared motion:

I move that the Special Committee on University of Tennessee Athletics Programs recommend adoption of the following Resolution by the Board of Trustees:

RESOLVED: The Board of Trustees approves the mission statement of the UTK Athletics Department as presented in the meeting materials, which shall be attached to this Resolution after adoption.

Trustee Lawson so moved, Trustee Rhodes seconded, and the motion passed unanimously by a roll-call vote.

VII. MISSION STATEMENT OF THE UTM ATHLETICS DEPARTMENT

Kurt McGuffin, UTM Athletic Director, said that similar to Knoxville and Chattanooga, the UTM Mission Statement was changed recently to align with the UTM Strategic Plan and focused on student-athlete experience and involvement with the community.

Hearing no further discussion, the Chair asked for a Committee member to make the following prepared motion:



I move that the Special Committee on University of Tennessee Athletics Programs recommend adoption of the following Resolution by the Board of Trustees:

RESOLVED: The Board of Trustees approves the mission statement of the UTM Athletics Department as presented in the meeting materials, which shall be attached to this Resolution after adoption.

Mr. Rhodes so moved, Ms. Lawson seconded, and the motion passed unanimously by a roll-call vote.

VIII. REMAINING ACTION ITEMS RELATING TO COMMITTEE CHARGE

Chair Anderson recognized Mr. Scoggins to address the remaining items relating to the Committee Charge. Mr. Scoggins stated there were six parts to the Committee Charge and three of them have been accomplished. Of the three that are left, the first one is recommending to the Board standards of accountability and benchmarks against which to measure the success of the intercollegiate athletics programs. Chair Anderson noted they need to work with the Chancellors to make sure they are in sync with how the Chancellors measure success.

Second, regarding examining the compliance function, Mr. Scoggins believes the Committee should hear from the each compliance officer or athletics director about their process for educating the coaches on NCAA rules, the process for investigating potential violations, and information on the size of our compliance staff and the sufficiency of that especially compared to peers. Mr. Scoggins added a discussion would be appropriate to look at the adequacy of the compliance function in each athletics department. Mr. Rhodes said it would be best to hear directly from the compliance officers and also understand their reporting structures. Chair Anderson asked about reporting and reporting structure. The Chair mentioned companies like his would have an internal audit unit, which may or may not necessarily report to the chief financial officer, and may report to the board of directors. He asked if they could look at the reporting structure to make sure there is some degree of independence when talking about compliance.

The final item that needs to be addressed by the Special Committee is reviewing the policies and standards concerning admissions, academic progress, and academic integrity for student-athletes to make sure those are generally consistent with policies and standards for the general student body. Mr. Scoggins mentioned this information will be included in the report outlined in the policy the Committee just approved. Mr. Scoggins said he would defer to the athletics departments as to who should present that information to the Special Committee. Mr. Scoggins stated that the remaining items could be accomplished in one or two more meetings. Mr. Rhodes noted that since the written reports will go to the Finance and Administration Committee, he asked the Chair if they should have a Special Committee meeting in conjunction



with the Finance and Administration Winter meeting. The Chair agreed that would be appropriate. Chair Anderson said they would take that charge and come up with a timetable.

IX. ADJOURNMENT

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

Respectfully Submitted,

Matthew Scoggins, General Counsel

THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES
SPECIAL COMMITTEE ON ATHLETICS PROGRAMS

COMMITTEE CHARGE

Purpose

In accordance with applicable NCAA principles and rules, the Board of Trustees has delegated direct responsibility for administration and control of the intercollegiate athletics programs to the Chancellor of each campus with an athletics program. Nevertheless, the Board of Trustees must oversee and monitor the athletics programs and, through the President, hold the Chancellors accountable for the appropriate execution of their responsibility for administration and control of those programs.

In the exercise of the Board's oversight and monitoring responsibilities, this Special Committee on Athletics Programs shall carry out the following specific tasks to provide assurance to the Board of Trustees that the three athletics programs are operating effectively and in compliance with applicable University policies and NCAA and SEC rules:

1. Recommending to the Board mission statements for the athletics departments that reflect the University's mission and academic values;
2. Recommending to the Board any Board policies necessary for the proper exercise of the Board's oversight responsibility with respect to intercollegiate athletics programs;
3. In consultation with the President and Chancellors, recommending to the Board standards of accountability and benchmarks against which to measure the success of the intercollegiate athletics programs;
4. Determining the adequacy of the compliance function within each athletics department, including the process for reporting and investigating alleged violations of NCAA rules;
5. Reviewing the policies and standards concerning admissions, academic progress, and academic integrity for student-athletes to determine whether they are generally consistent with policies and standards for the general student body; and
6. Recommending the kind of academic, fiscal, compliance, and other reports the full Board should receive on a regular basis concerning the intercollegiate athletics programs.

In carrying out this charge, members of the special committee must avoid involvement in the day-to-day operations of the athletics programs, including personnel matters and matters involving particular student-athletes.

Term of Appointment

The Special Committee on Athletics Programs is appointed for a term ending on June 30, 2020 or upon the earlier completion of the tasks outlined in this charge.

Meetings

The provisions of Article V of the Bylaws of the Board of Trustees apply to meetings of the Special Committee on Athletics Programs. All meetings shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act, and adequate public notice of meetings must be given. Minutes of all meetings shall be prepared and provided to all members of the committee.



**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,¹ 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.

¹ 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.²

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

² 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.