



THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

MINUTES OF THE SPECIAL MEETING
March 27, 2020
Knoxville, Tennessee

A Special Meeting of The University of Tennessee Board of Trustees was held at 3:30 p.m. EDT, on Friday, March 27, 2020. The meeting was held virtually and was hosted at the Executive Conference Room, in the Joint Institute for Advanced Materials (JIAM), located at Cherokee Farm in Knoxville, Tennessee.

I. Call to Order and Roll Call.

The Chair of the Board, John C. Compton, called the meeting to order.

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

The Secretary announced the presence of a quorum and provided a few announcements associated with holding the meeting electronically. Others participating remotely included University members of the University's senior leadership team. The meeting was webcast for the convenience of the University community, the general public, and the media.

III. Opening Remarks of the Chair

He began his remarks by reflecting on the changes that have transpired in the world since the last Board meeting in Chattanooga just five weeks ago. Following guidance issued from the U.S. Centers for Disease Control and Prevention, he announced that the meeting is being held virtually, via the web and teleconference. Meeting electronically is necessary to protect the health, safety and welfare of participants in light of the coronavirus situation.

Chair Compton advised that the Board extended the opportunity to the public to address the Board at this special meeting and to participate remotely. He stated that, in the spirit of access and transparency, the Board has taken measures to accommodate stakeholders in the decisions that are before the Board today.

The Board typically begins its meetings with a prayer. Given all that everyone has gone through – and is going through – Chair Compton requested a moment of silence and personal reflection. He asked for reflection on the University's campuses and its students, faculty, and staff, along with consideration for the parents, the student athletes, research partners, and everyone associated with the UT System, who has been impacted in one way or another. He expressed his hope that the decisions to be made by



the Board will bring some measure of relief and comfort to members of the University community and key stakeholders.

Chair Compton reviewed a number of recent events since the last Board meeting, including –

- On March 11, the University announced that it would suspend in-person instruction until early April (following spring break for most of the campuses);
- On March 12, Governor Lee declared a state of emergency;
- On March 13, President Trump declared national emergency;
- On March 16, the University announced online classes would continue through the end of the academic term and the cancellation of traditional commencement ceremonies in May; and
- All of University’s sporting and other group events were cancelled.

He stated that, in typical Volunteer spirit, our teams have rallied and moved fast to make the best of a very tough situation. Interim President Boyd has been keeping the Board updated daily, often multiple times a day. The sacrifices that everyone has made are profound –

- Interrupted study abroad programs;
- International travel and travel outside of Tennessee were cancelled;
- Students were asked to move out weeks many earlier than expected and missing the fun and excitement of spring on campuses; and
- Graduating seniors and graduate students will miss the glory of commencement exercises, which is such an important day for students and their loved ones, and many may face an uncertain job future.

He acknowledged that the recent actions have been especially acute for some students, who may not have other options for housing, food, and other support services. In addition, online classes bring other challenges associated with access to the needed technology and reliable internet services, as well as grading concerns. These changes impact not only students, but faculty and staff members throughout the organization.

Chair Compton expressed his appreciation for the leadership demonstrated by Interim President Boyd, the Chancellors, and other members of the Senior Administration team in responding to the ever-changing situation. On behalf of the Board, Chair Compton thanked the faculty members, who acted quickly to move classes online to ensure that students can continue their academic progress, who are working clinically to care for patients, and for those who are applying their research talents in this situation.

In conclusion, Chair Compton noted that Interim President Randy has been championing a OneUT spirit, which is something that is needed now more than ever. He shared some personal reflections on the stress that individuals are facing adjusting to this unprecedented situation, and he highlighted some shining examples of extraordinary and creative efforts undertaken by faculty and members of the University’s alumni organization to support our students, including Peyton Manning’s surprise visit to a Communications class via zoom.



Chair Compton advised that this Special Meeting of the Board was scheduled several weeks ago to follow the public town hall meetings. Now, more than ever, it is important for the Board to move forward on the matter of addressing the appointment of a president and solidifying the leadership team.

He stated that the Agenda focuses on three critical items: (i) action to consider the appointment of Randy Boyd as President of the University of Tennessee system for a limited, term appointment of 5 years (through June 30, 2025); (ii) an update on the actions taken or which may be necessary in response to COVID-19; and (iii) necessary actions to revise the Board policy on tenure.

III. Requests to Address the Board

Chair Compton reported that there were no requests to address the Board pertaining to matters set forth on the meeting agenda.

IV. Appointment of the President of the University of Tennessee System.

Chair Compton referred the Board members to the meeting materials circulated in advance of the meeting and made available to the public. The information provided outlines the steps that the Board has taken, to date, in considering Randy Boyd for appointment as president of the University. These steps have included: (i) the completion of an annual Presidential Performance Review, including a holistic 360-degree survey assessment by key stakeholders; (ii) a discussion by the Board at the Winter Meeting held in February as to Interim President Boyd's performance, the findings from the Survey, and the advantages/disadvantages of undertaking a national search; and (iii) engagement with the University community and the public at large through a series of five Town Hall meetings. Chair Compton indicated that the feedback he has received from the series of Town Hall meetings has been overwhelmingly positive and supportive of the appointment of Mr. Boyd. As Chair, it is his responsibility to make a recommendation to the Board on the appointment of a president, and he fully supports the appointment of Randy Boyd as President for limited term of five years, through June 30, 2025.

Chair Compton opened the floor for discussion by the Trustees and to members of the leadership team participating in the meeting. The Trustees expressed their gratitude to Chair Compton for a thoughtful, transparent and open process. The members of the Board individually offered their support of Mr. Boyd's nomination. The Town Hall meetings were well attended and the feedback has been very positive. The Trustees complimented Mr. Boyd's servant leadership style, his passion for the University, and his broad engagement across the UT System. Beyond his day-to-day performance, recent events have also demonstrated his ability to perform in a crisis situation. The Trustees expressed their views that it is especially important to move forward with the appointment and that it would not be the right time for making a leadership change. Student Trustee Spencer Ammen voiced the students support for Mr. Boyd continuing in this role. There was unanimous support for Mr. Boyd's appointment.

Chair Compton expressed his gratitude to the faculty and campus administration for their involvement in the process. He thanked the faculty for the trust they have placed in the Board in making this



important decision. He indicated that the board recognizes that this candidate and process has been unique and that what may be appropriate in this instance, may not be appropriate for a future selection of a president.

Upon motion duly made and seconded, the Board approved the appointment of Randy Boyd as President of the University of Tennessee, subject to the terms and conditions set forth in *Resolution 018-2020*, by unanimous roll call vote.

Board Chair introduced Randy Boyd as the 26th President of the University of Tennessee.

President Boyd thanked the members of the Board for the trust and confidence that they have placed in him. He said it was the most detailed and lengthy job interview he has ever had, but that he learned a lot through the process. President Boyd stated that it is the honor of his life to be able to serve his alma mater in this role. He looks forward to working with all the members of the University and the Board of Trustees to making certain that this is the "Greatest Decade in the History of the University of Tennessee."

V. Update - Coronavirus (COVID-19)

Chair Compton asked President Boyd, as his first official act, to provide the Board with an update on actions the University Administration has been taking in response to COVID-19. President Boyd informed the Board that the University Administration is committed to serving its students, faculty and staff. The highest priority is to ensure that our students' academic progress is not interrupted, while protecting the health and safety.

President Boyd expressed his gratitude to the faculty for their heroic efforts to transition in-person instruction to remote (online) delivery. He provided an update on the work being done at UTHSC to address the situation, including the production of hand sanitizer, converting labs to process COVID-19 tests, research efforts for treatment and cure for the disease, and the establishment of a testing site where students are volunteering. He also discussed ways in which things are changing for employees - learning to work from home, through the expanded use of technology. President Boyd stated that the full financial impact from the crisis will not be known for some time. The University has begun processing refunds to students for residence hall, dining and other services that will not be used or available. In this regard, he noted that the University has sufficient financial reserves to address these refunds. Lastly, he advised that the additional funding contemplated under the Governor's recommended budget in support of extension offices, UTHSC, and ORI have been put on hold. He expressed his hopes that some of this funding could be restored when the legislature reconvenes. He believes that strong support for the University remains, but there may be a delay.

Chair Compton opened the floor for discussion regarding lessons learned so far. The Chancellors shared their perspectives and concerns regarding barriers to student success, which have been amplified in this situation. They also were inspired by how their teams have pulled together to address the challenges. President Boyd conveyed how difficult the last two weeks have been given that everyone has been impacted professionally and personally by this unprecedented situation. He still believes that this will still be the "Greatest Decade in the History of the University of Tennessee."



Chair Compton asked Linda Martin, Vice President for Academic Affairs and Student Success, to present the proposed revision to the Board tenure policy. Dr. Martin explained that the revision provides flexibility for extending the probationary period associated for tenure due to a significant disruption of University operations that has impeded the faculty member's opportunity to conduct required research or other scholarly activity, teaching and/or service. The revision also streamlines the process for granting such an extension. She confirmed that the Policy change was developed in consultation with the Chancellors and chief academic officers for each campus, as well as the University Faculty Council.

The University administration requests that the revision to the Board policy be implemented immediately to allow each campus to expeditiously address needed extensions of the probationary period to allay concerns on the part of tenure-track faculty members in light of the coronavirus crisis.

Upon motion duly made and seconded, the Board approved the revision to the Board tenure policy, as set forth in *Resolution 019-2020*, by unanimous roll call vote.

VI. Closing Remarks

Chair Compton thanked everyone for participating in the meeting, and he wished everyone continued good health.

VII. 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

Attachment. A copy of the following document is filed with the official minutes of this meeting.

- Recommendation of John C. Compton, Chair of the Board of Trustees, regarding the Appointment of a President of the University of Tennessee system, dated March 27, 2020