



THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE ANNUAL MEETING

June 26, 2020

Knoxville, Tennessee

The Annual Meeting of the University of Tennessee Board of Trustees was held at 9:30 a.m. (EDT) on Friday, June 26, 2020. Following continuing guidance from the U.S. Centers for Disease Control and Prevention (CDC) regarding COVID-19 and in compliance with the Tennessee Pledge and other state and local guidelines, the meeting was held virtually with Board members participating electronically or by telephone. The meeting was hosted from the University of Tennessee, Knoxville campus.

**I. Call to Order and Invocation**

The Chair of the Board, John C. Compton, called the meeting to order and recognized Steve Moldrup, Co-Director of Collegiate Abbey, who gave the invocation.

**II. Roll Call**

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

Others present included: President Randy Boyd; Tiffany Carpenter, Vice President for Communications and Marketing; Linda Martin, Vice President for Academic Affairs and Student Success; David Miller, Senior Vice President and Chief Financial Officer; Stacey Patterson, Vice President for Research, Outreach and Economic Development; Ryan Stinnett, General Counsel; Chancellors Angle, Carver, Plowman and Schwab; Tim Cross, Senior Vice President/Senior Vice Chancellor for the University of Tennessee Institute of Agriculture; and other members of the UT senior leadership and administrative staff.

Ms. Moore addressed requirements for meetings conducted with members participating electronically and announced the presence of a quorum. The meeting was webcast for the convenience of the University community, the general public, and the media.

**III. Opening Remarks of the Chair**

Chair Compton welcomed everyone to the meeting and provided an overview of the items on the agenda for the meeting. He then shared his reflections from the previous day's meetings, noting three themes that emerged during those conversations.



- ***Collaboration*** – The level of collaboration across the system is quite impressive. Chair Compton provided a number of examples that demonstrated the teamwork of the leadership team, the faculty, staff, and students in responding to the COVID crisis, as well as the approaches being implemented in other areas such as mental health and Title IX. He complemented President Boyd and the entire team for their efforts to find common ground to the extent possible, while respecting the qualities that make each campus distinctive.
- ***Fiscal Responsibility*** – Chair Compton expressed his deep gratitude to the trustees and chief financial officers that served the University previously for their foresight in establishing and maintaining a healthy balance of reserves for those “rainy days.” He stated that COVID has been much more than a few rainy days. In fact, it has been a monsoon. Essentially, over a period of six weeks, the financial impact of COVID has totaled approximately \$70 million. While there are certain offsets from federal and state funds, the University has absorbed losses of approximately \$50 million to date. While it is difficult to anticipate the full impact of this pandemic over the long-term horizon, the University is in a much better position to weather this storm than many other entities both within and outside of higher education. The University is in this unique position due, in large part, to the steadfast commitment of Governor Bill Lee to higher education and the support of Mike Krause, Executive Director of the Tennessee Higher Education Commission.
- ***Greatest Decade in the History of the University*** – In terms of enrollment, graduation, and research at the University, the numbers remain encouraging. Fall enrollment figures remain relatively strong. Although graduation figures for spring are not yet final, the preliminary information is optimistic. With respect to research, Chair Compton anticipates that it may be a very challenging year for grants, but that the University is off to a great start with the recent award to the Oak Ridge Institute at UT. He recognized the support received from U.S. Senator Lamar Alexander, Governor Lee, and many other members of the federal and state legislatures.

Chair Compton concluded his remarks by thanking Dr. Mia Romano for her address to the Board at the meeting of the Education, Research, and Service Committee. He commended her professional approach to sharing her concerns. Chair Compton noted that other lecturers have raised similar concerns. He asked the leadership to consider these remarks seriously, to follow-up where appropriate, and to report back on these concerns at a future meeting.

The floor was opened for comments from other members of the Board of Trustees. Trustee Kim White shared her observations from the prior day’s meetings. She is encouraged that there will be opportunities to build a new and better normal, based on what has been learned from responding to this crisis.

#### **IV. Requests to Address the Board**

There were no requests to address the Board pertaining to matters set forth on the meeting agenda.



## V. President's Address

President Boyd thanked the members of the Board for all of their support and dedication through these challenging times. He also complimented Board Secretary Cynthia Moore for her efforts in organizing the meetings and for the improved format.

In his address, President Boyd discussed two challenges facing the University. The first being the issue of social justice. It is a matter of world-wide concern, but it is especially acute in the United States. He expressed his gratitude to the University's leaders, who have condemned racism and are promoting social justice. President Boyd shared his vision for the University to serve as a beacon of light. In this regard, he also believes that three elements are needed for meaningful progress, namely - communication, commitment, and change. President Boyd reflected on unique ways that the University can lead in this area. He shared an example of a new initiative being undertaken by the Law Enforcement Innovation Center (LEIC), housed within the University's Institute for Public Service, to develop new curriculum for law enforcement in partnership with the Museum of Tolerance, located in Los Angeles, California. The new program will first be offered to the University's campus police departments.

The second challenge facing the University is the ongoing COVID crisis, which was discussed with the full Board at length in the Special Focus Session held the previous day. President Boyd reviewed the guiding principles of teamwork, communication, transparency, and decisiveness that have been at the center of the University's response to date. He thanked the faculty and staff for all their tremendous efforts in support of the University's students.

President Boyd then highlighted a number of accomplishments over the last six months in each of the five goal areas specified in the strategic plan: (i) Enhancing Educational Excellence; (ii) Expanding Research Capabilities; (iii) Fostering Outreach and Engagement; (iv) Ensuring Workforce and Administrative Excellence; and (v) Advocating for UT.

The following recipients of 2020 President's Awards were announced during the meeting.

- EDUCATE HONOREE: Richard Robinson
- DISCOVER HONOREE: Robert Williams
- CONNECT HONOREE: Karen Armsey
- SUPPORT (EXEMPT) HONOREE: Ashlie Czyz
- SUPPORT (NON-EXEMPT) HONOREE: Davis Rash
- DIVERSITY HONOREE: Michael Alston

Trustee Miles stated that she has served on the selection committee for the President's Awards for the last two years and that it is very difficult it is to select a single winner in each of the categories. She congratulated all the award winners and nominees.



President Boyd concluded his remarks by once again thanking the trustees, faculty, staff, students, Chancellors, and other leaders from across the entire UT System. He remains confident that the University will be a beacon of light, will create a new and better normal, and, as result, this will be the greatest decade in the history of the University.

Chair Compton opened the floor for questions and comments. He extended his appreciation to President Boyd for raising the issue of social unrest. He encouraged the Administration to develop and provide diversity metrics (e.g., procurement spending; representation information relating to faculty, staff, and students; and enrollment, retention, graduation data) that can be used to measure progress.

## **VI. COVID-19 and Guiding Principles for Fall 2020 Reopening**

Chair Compton indicated that the full Board participated in a lengthy discussion on the previous day regarding the Administration's plans for Fall 2020 re-entry. In addition, the Finance and Administration Committee and the Education, Research, and Service Committee both met yesterday afternoon. As such, there have been multiple opportunities to ask questions and learn more about the reopening plans. He underscored the Board's fiduciary responsibilities associated with protecting the health and safety of the members of the University community.

Chair Compton stated that the proposed resolution before the Board includes a framework for approving the resumption of in-person instruction for the Fall 2020 Academic Semester, built on certain Guiding Principles (System-Wide Directives), as informed by the CDC, the American College Health Association (ACHA), and other public health guidance.

Before considering the action item, the floor was opened for any additional questions or suggestions from the trustees. Members of the Board expressed their general support for the reopening plan. The trustees recommended that the Administration consider (i) identifying objective criteria that could be used to assess if the University would need to reverse course; and (ii) creating a simple checklist to set expectations for those returning to campus (e.g., mask, hand sanitizer, temperature self-checks, flu vaccine, and social distancing). Chair Compton thanked Trustee Lawson for her insights on testing and other safety protocols that were shared in the Special Focus Session.

Upon motion duly made and seconded, a roll call vote was taken, and the Board approved the Guiding Principles for Fall 2020, as set forth in *Resolution 025-2020*.

## **VII. Adoption of UAPA Rule (Student Immunization Requirements)**

Chair Compton advised that the proposed emergency rule on student immunizations was discussed in the meeting of the Education, Research, and Service Committee. Chair Donnie Smith requested that General Counsel Ryan Stinnett review the specifics of this emergency rule with the full Board prior to its consideration.



Mr. Stinnett noted that, under the Guiding Principles approved by the Board, the System-Wide Directives require all employees and students to obtain a flu immunization and a COVID vaccine, if one becomes available. The President of the University may authorize this requirement as it applies to employees. However, the Uniform Administrative Procedures Act (UAPA) applies to students. Mr. Stinnett explained the requirements and process under UAPA for the adoption of emergency and permanent rules. Certain exceptions, including for medical and religious reasons, are available under the proposed rule. Following his remarks, Mr. Stinnett responded to questions from the trustees with respect to the availability, student health insurance, and costs associated with the flu vaccine.

Upon motion duly made and seconded, a roll call vote was taken, and the Board approved the emergency student immunization rule, as set forth in *Resolution 026-2020*.

### **VIII. Committee Reports**

#### Report of the Education, Research and Service Committee

Committee Chair Donnie Smith brought to the attention of the Board members three items included on the Consent Agenda that have been recommended by the Committee for approval. These items include: (i) the granting of tenure to upon initial appointment to 13 candidates; (ii) the granting of early tenure to 28 faculty members; and (iii) approval of a new academic program that will award a Bachelor of Science degree in elementary education at the UTK campus.

In addition, Committee Chair Smith reported that Leigh Cherry, Coordinator for Student Success Initiatives, presented the OneUT Mental Health Task Force's findings and planned action items in response to the recommendations set forth in the Performance Audit Report prepared by the Comptroller (the "Sunset Audit"). Committee Chair Smith encouraged the Board members who do not serve on the Committee to read the report which is available in the Committee meeting materials. He also advised that Dr. Ashley Blamey, UT System Title IX Coordinator, and Rachel Powell, Associate General Counsel, provided the Committee with an update on the final Title IX regulations released by the U.S. Department of Education scheduled to become effective in August. Changes to existing University policies will be required to comply with the regulations. There is pending litigation challenging the Title IX regulations. Depending on the outcomes of these cases, a special meeting of the Board may need to be called to adopt emergency rules to comply with these regulations.

Committee Chair Smith concluded his remarks by stating that the Committee is recommending for approval by the Board of certain revisions to the Education, Research, and Service Committee Charter. The revisions were included in the meeting materials (Tab 3.1) and circulated in advance of the meeting. Upon motion duly made and seconded, a roll call vote was taken, and the Board approved the revised Committee Charter, as set forth in *Resolution 027-2020*.





## Report of the Finance and Administration Committee

Committee Chair Rhodes reported that the Committee is recommending the proposed FY 2020-21 Operating Budget for approval by the Board. He explained that it is an unusual year and that there are a lot of unknowns (enrollment, auxiliaries, etc.). At present, the proposed operating budget does not reflect any significant adjustments for COVID impacts. He highlighted that, after removing a one-time distribution of \$10 million that was received for security upgrades last year, the budget is essentially flat. He expressed his gratitude to the state for its continued support of higher education and for the University. There are no salary increases proposed, but, so far, there are no general system-wide wage decreases or furloughs either. The operating budget contemplates no increases in tuition or mandatory fees for any of the campuses for the upcoming fiscal year.

Committee Chair Rhodes made a motion that the Board adopt the FY 2020-21 Operating Budget (including Salary Plan, Student Tuition and Fees, and Room and Board Rates). Before acting on the motion, Chair Compton concurred with Committee Chair Rhodes' assessment of the operating budget and the challenges in predicting what may happen with regard to, among other things, attendance at athletic events or whether students will remain on campus for the full academic year. Trustee Miles commented upon the emphasis that has been placed on identifying and mitigating risks, as well as scenario planning. She indicated that she was pleased with the answers to the "what if" questions that were raised in the Committee meeting.

There being no further discussion, the motion was seconded, a roll call vote was taken, and the Board approved the FY 2020-21 Operating Budget, as set forth in *Resolution 028-2020*.

Committee Chair Rhodes highlighted: (i) a number of other items on the Consent Agenda pertaining to capital projects, including the proposed use of UHS Proceeds to assist with UTHSC capital projects; and (ii) the five-year strategic plan update provided by Chancellor Carver. He encouraged the members of the Board to reach out to Chancellor Carver to learn more about the details of the plan.

## Report of the Audit and Compliance Committee

Committee Chair Amy Miles provided an update on the items that were discussed at the Committee's last two meetings held on February 3, 2020 and May 8, 2020. These items included a number of reports from various offices on a range of topics that were raised in the Sunset Audit. These presentations covered, among other things, (i) emergency management and campus safety; (ii) Title IX; and (iii) the Clery Act. The Committee also received reports pertaining to COVID, including the Federal Emergency Management Agency (FEMA) claims process. In addition, Mr. Brian Daniels, the Chief Audit and Compliance Officer, provided updates on the operations of the Audit and Compliance offices and plans for the reprioritization of projects based on changing risk considerations due to COVID (e.g., assessment of internal controls in light of a remote work environment).



Committee Chair Miles directed the Board members attention to the Annual Report on the Internal Audit Function for Calendar Year 2019 included in the meeting materials (Tab 3.3.). She advised that this report is required pursuant to the University's Bylaws. She concluded the Committee's report by providing an overview of the audit plan progress to date.

### Report of the Special Committee on UT Athletics Programs

Chair Compton informed the Board members that the Special Committee on UT Athletics Programs has completed the charge given to it by the Board. He reviewed the six primary items covered under the charge and stated that a full copy of the final report of the Special Committee was circulated and included in the meeting materials. Chair Compton thanked Mr. Charlie Anderson, who chaired the Special Committee, along with Trustees Lawson and Rhodes, who also served on the Special Committee. He also extended his appreciation to Athletic Directors Fulmer, McGuffin, and Wharton, and to the other members of the senior leadership team that provided support to the Special Committee. Chair Compton indicated that there may be other issues, such as those involving name, image and likeness, that may warrant further consideration by the Board.

Trustee Lawson indicated that she was generally comfortable with the items that were reviewed by the Special Committee as part of its charge, but that she had a separate item that she wished to raise with Board concerning athletics separate from the report. Trustee Lawson shared that she was pleased to hear the comments of President Boyd and Chair Compton pertaining to social justice initiatives. She stated that athletics is one of the most diverse areas of the University as it relates to the student population. However, what she finds striking is the lack of diversity as it relates to the senior leadership across all three athletics departments. Trustee Lawson encouraged the members of the Board, the President, and Chancellors Angle, Carver, and Plowman to examine critically this lack of diversity to see where the University can improve and grow. She challenged the Chancellors to engage in a dialogue with the Athletic Directors on this issue. Trustee Lawson noted that with respect to her alma mater, UTK, there is not a single African American head coach. She stated that the same is not true for the majority of other schools in the Southeastern Conference. She believes that the University is not leading and is actually behind in this regard. Given that the University routinely benchmarks itself against peers and aspirational peers in other areas of success (enrollment, graduation, etc.), she recommended that the same approach be applied to examining the University's diversity efforts.

President Boyd thanked Trustee Lawson for her comments and responded by saying that you cannot manage what you do not measure. He provided his commitment to developing metrics and reporting this information to the Board. Chair Compton also expressed his appreciation to Trustee Lawson for raising her concern with the Board and Trustee Woodson offered her full support.



## IX. Board Governance Matters

Chair Compton indicated that there were a number of Board governance matters on the agenda. The first of which is the election of the Chair of the Board. He thanked for the Board for the opportunity to serve as Chair for the last two years. He then turned this portion of the meeting over to Trustee Miles, Chair of the Audit and Compliance Committee, to chair.

Trustee Miles advised that under the University's Bylaws, the Chair of the Board is to be elected at the Annual Meeting. The Board Chair serves a two-year term, which will cover the period from July 1, 2020 through June 30, 2022. In general, the Chair may be elected to serve no more than three (3) consecutive terms. Trustee Miles then opened the floor for nominations.

Trustee Decosta Jenkins nominated John Compton to continue to serve as the chair. He recognized Mr. Compton's leadership skills, creative thinking, and passion for the University. Trustee Rhodes offered his support for the nomination. He stated that Mr. Compton has given generously of his time and energy, is a calming influence, and is unafraid to ask the tough questions. As the newest member of the Board, Trustee Brad Box shared his positive experiences and concurrence with the nomination. Trustee Miles also stated that she was thankful for Mr. Compton's expertise, time, and his overall manner in serving as chair of the Board.

Upon motion duly made and seconded, a roll call vote was taken (John Compton abstained from the vote), and the Board elected John Compton as Chair to serve a two-year term, beginning on July 1, 2020 and ending June 30, 2022. (This Board action is documented in *Resolution 029-2020*.)

Chair Compton expressed his gratitude to the members of the Board. He indicated that it has been a true labor of love and that it has been rewarding to work with each and every member of the Board. He stated that he was very proud of the accomplishments of the Board over the last two years and is happy with the direction of the University.

### Appointment of Standing Committees and Chairs

Chair Compton resumed chairing the meeting. He advised that, under the Bylaws (except for the student and faculty members of the Education, Research and Service Committee), the Board is responsible for appointing the members and chairs of the standing committees. Appointments are for a 2-year term (July 1, 2020 through June 30, 2022). The proposed appointments of the Committee Chairs, and the appointments to the Committees were included in the materials circulated in advance of the meeting. Given that all Board members were just recently appointed under the UT Focus Act, Chair Compton expressed his view that continued continuity of the Committee assignments and Committee Chairs would be beneficial.

Upon motion duly made and seconded, a roll call vote was taken, and the Board approved the appointments to the Committees and the Committee Chairs, as set forth in *Resolution 030-2020*.





## Revision to Bylaws

Cynthia Moore, Secretary and Special Counsel to the Board, reviewed the proposed revision to Section 3.1 of the Bylaws. She explained that the current language calls for required annual reports to be delivered at the Annual Meeting of the Board. Ms. Moore advised that the related foundations (UT Research Foundation, the UC Foundation, and the UT Foundation) are each required to provide annual reports. However, the current timing does not permit the preparation of annual reports with complete, fiscal year-end information. Further, there are a number of required annual reports, which has resulted in a disproportionate number of written reports being presented to the Board at a single meeting. To address these concerns, the proposed change to the Bylaws would eliminate the restriction that the required reports be delivered at the Annual Meeting of the Board.

Upon motion duly made and seconded, a roll call vote was taken, and the Board approved the revision to Section 3.1 of the Bylaws, as set forth in *Resolution 031-2020*.

## **X. Consent Agenda**

The Chair reviewed the items listed in the Consent Agenda and asked whether any trustee wanted to remove an item from the Consent Agenda for discussion. Hearing no requests, the Chair called for a motion to adopt the relevant Resolutions set forth in the materials. Upon motion duly made and seconded, a roll call vote was taken, and the Board approved the items set forth in the Consent Agenda. (A complete list of the approved items on the Consent Agenda appears at the end of these minutes.)

## **XI. Other Business**

Trustee Rhodes remarked that he was reflecting on Trustee Lawson's earlier comments, and he believes that the Board should think about the future diversity of the Board's leadership as well.

## **X. Closing Remarks**

Chair Compton recognized Student Trustee Spencer Ammen for his dedicated service to the Board over the last year. He stated that Spencer graduated this past spring with a Bachelor of Science in Business Administration, with a major in Finance. He had a cumulative GPA of 4.0 and was a Chancellor's Honors Program student. Chair Compton thanked Spencer for providing a student perspective to the work of the Board. Spencer Ammen expressed his gratitude for the opportunity to serve on the Board.

Chair Compton also recognized Dr. Jeff Rogers, Professor of Geography, from the University of Tennessee at Martin, who has served as a voting member of the Education, Research and Service Committee this past year. On behalf of the Board, he thanked Jeff for his many contributions to the University.



Chair Compton advised that Christina Vogel, Associate Professor in the Department of Art, College of Arts and Sciences, at the University of Chattanooga will join as the next faculty representative to the Education, Research, and Service Committee. In addition, Leighton Chappell, an outstanding student from the UT Martin campus, will serve as the next Student Trustee.

In closing, Chair Compton offered prayers for the health and safety of everyone.

## 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".

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Cynthia C. Moore  
Secretary and Special Counsel

### Approved Consent Agenda Items

- Minutes of Prior Meetings
- Resolution Appointing a Managerial Group for U.S. Government Contracts
- Reappointment of a UT Member of the U
- University Health System Board of Directors
- Approval of Board Meeting Dates (2020-2021)
- Items from the Education, Research, and Service Committee
  - 1) Grant of Tenure upon Initial Appointment
  - 2) Grant of Tenure upon Early Consideration
  - 3) New Academic Programs
  - 4) Program Modifications
  - 5) Authorization for Conferral of Degrees, 2020-21 Academic Year
- Items from the Finance and Administration Committee
  - 1) Capital Outlay Funding Requests, FY 2021-22 through FY 2025-26
  - 2) Capital Maintenance Funding Requests, FY 2021-22 through FY 2025-26
  - 3) Revenue/Institutionally-Funded Capital Projects, FY 2020-21 and FY 2021-22
  - 4) Use of UHS Proceeds
  - 5) Distribution of Corpus from Haslam College of Business Quasi-Endowment
  - 6) Ratification of Quasi-Endowments Created during FY 2019-20
  - 7) Granting of Easements
  - 8) FY 2020-2021 President Emeritus Agreement with Joseph E. Johnson
  - 9) Procedures Governing Compensation Increases during FY 2020-21