



THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE EXECUTIVE COMMITTEE MEETING  
May 8, 2020  
Knoxville, Tennessee

The Executive Committee of The University of Tennessee Board of Trustees met at 8:30 a.m. EDT on Friday, May 8, 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 all Committee members participating electronically or by telephone. The meeting was hosted from the University of Tennessee, Knoxville campus.

**I. Call to Order and Roll Call**

Chair John Compton called the meeting to order.

Board Secretary, Cynthia C. Moore, called the roll, and the following members were present: John C. Compton, Chair, Amy E. Miles, William (Bill) C. Rhodes III, Donald J. Smith, and Kim H. White. The Secretary announced the presence of a quorum. Others present included President Randy Boyd, Senior Vice President and Chief Financial Officer David Miller, Interim General Counsel Ryan Stinnett, Chief Audit and Compliance Officer Brian Daniels and other members of the administrative staff. The meeting was webcast for the convenience of the University community, the general public, and the media.

Ms. Moore also addressed the Open Meetings Act requirements for meetings conducted with members participating electronically, including the requirement that all votes be conducted by roll call. Except as otherwise indicated, the Trustees participating electronically confirmed that there was no one else present at their various locations.

**II. Remarks of the Chair**

Chair Compton welcomed everyone to the meeting, and he highlighted the key items to be discussed and/or considered during the meeting.

**III. Approval of Minutes**

Upon motion duly made and seconded, the Committee approved the minutes of the January 17, 2020 meeting.



#### **IV. Update from the President**

President Boyd began his remarks by stating that, while he would be addressing COVID updates since the special meeting held approximately 2 weeks ago, he wished to share some positive, recent developments.

##### Research

President Boyd reminded the members of the Committee of the University's long-standing, 20-year partnership with Battelle pertaining to the management of the Oak Ridge National Laboratory (ORNL) for the U.S. Department of Energy. He explained that every 5 years, the contract comes up for renewal and that the continuation of this relationship was a major objective for 2020. President Boyd was pleased to announce that the contract was again awarded for another 5-year term.

President Boyd also provided an update on the progress on the Oak Ridge Institute. The contractual details are being finalized with ORNL. While the state budget no longer includes the \$10 million in funding originally contemplated, there are sufficient internal resources to keep this project moving forward. Further, the University has applied for a \$20 million grant from the federal government, and a decision is expected within the next 60 to 90 days.

##### FY 2020-21 Tuition

The Chancellors are proposing zero tuition increases for the upcoming academic year. The campus advisory boards will consider the proposed operating budgets, including the tuition and fees schedules. President Boyd noted that the budget recommendations would be presented for his consideration, and, following his review, the budget would be finalized for presentation to the Board of Trustees in June. He advised that, while it will be a tough year for the University, it will be a much tougher year for many students and their families. He stressed the importance of supporting the University's current and prospective students during this difficult period of time.

##### UT Promise

President Boyd reported that there are approximately 3,200 students, who currently remain in the application process. Although approximately 7,200 individuals signed up to participate in the program, many of the applicants did not meet the academic and/or financial qualifications. At present, there is approximately 50% more students than the 2,000 students projected for the first year (starting Fall 2020).

Almost 2,000 individuals, from across the state, have signed-up to serve as UT Promise mentors in support of the program. President Boyd expressed his sincere appreciation to faculty, staff, alumni, and friends of the University, for their support of these students.



## COVID-19

With respect to the COVID-19 crisis, President Boyd stated that staff are returning back to work in a very staged and gradual manner. The University continues to encourage alternative work arrangements, where possible. For those individuals who are in a high-risk category, the University has requested that such employees remain at home. The University is implementing various measures to promote a safe work environment. On average, approximately 10% of the UT System administration team returned during the past week. The intention is to keep staffing levels on-site under 25%. The campuses will be starting back over the next three or four weeks, also at a very cautious, conservative, and staged manner. President Boyd stated that the mission and essential work of the University continues.

The leadership team is working to develop plans for the return of students to the campuses this fall. President Boyd advised that taskforces have been established at each campus. He explained that there are distinct differences among the campuses (e.g., no dormitories at UTHSC). In addition, each campus is subject to guidance and restrictions as established by their local county and city governments. By necessity, each campus will need to develop their own unique plan. However, as there may be certain best practices that might benefit all campuses, a statewide taskforce has been formed.

Detailed plans will be forthcoming later this month; however, the University will need to adapt as appropriate. The goal is to offer an on-campus experience for students this fall, but the University will continue to monitor the situation and may be required to reconsider this approach depending on changing conditions.

## Employee Survey

President Boyd reported on positive results from an initial pulse survey that was conducted involving UT System administration employees.

- 96% of the employees are very proud of the services that the University provides;
- 90% say that they clearly understand what is expected of them on the job every day;
- 88% say that their manager cares;
- 94% think that the University system and campus leadership have had a great response to the COVID-19 crisis; and
- 90% said that they feel like UT's actions support the health and wellbeing of employees.

President Boyd expressed his desire for perfect scores, but he acknowledged the exceptional results.



## Action Items

President Boyd concluded his remarks by addressing three items that he is recommending for the Committee's consideration.

- ***Appointment of General Counsel.*** President Boyd stated that he was excited to recommend Ryan Stinnett for appointment as the University's next General Counsel. Mr. Stinnett has served the University of Tennessee for close to 15 years, and, in the fall of 2019, he assumed the role of Interim General Counsel. President Boyd indicated that he has (i) been very impressed by Mr. Stinnett's performance, and (ii) discussed the proposed appointment with the Chancellors and other members of the senior leadership team, who are also in favor of this appointment.
- ***TVA Tower Agreements.*** President Boyd explained that the primary terms of the proposed agreements by and between the University and Knox County and/or the Tennessee Valley Authority (TVA) have been negotiated and are now being presented to the Committee for its consideration and approval, subject to approval by the state.
- ***Delegation of Authority.*** President Boyd requested that the Chancellors be granted the authority and flexibility to adjust certain tuition and fees for summer programs, as deemed appropriate. The adjustments are expected to be small dollar amounts; however, they are meaningful to students.

## Questions and Comments

Upon conclusion of President Boyd's update, Chair Compton opened the floor for questions and comments from the Committee members. In response to a question regarding fall enrollment figures, President Boyd stated that, while too early to predict, enrollment appears to be holding steady.

The Committee members expressed their sincere gratitude for the members of the University community at large, who have agreed to serve as mentors in connection with the UT Promise program. The Committee members commended the Chancellors and President Boyd for the efforts to keep a UT education as affordable as possible by recommending and supporting zero tuition increases for all of the campuses.

## **V. Appointment of General Counsel**

Chair Compton directed the Committee members' attention to the resolution and information contained in the meeting materials regarding Mr. Stinnett's background, the proposed compensation, and other terms of employment. He shared his positive impressions and asked for further input from other members of the Committee. Amy Miles, Chair of the Audit and



Compliance Committee, expressed her support of the nomination based on his interactions with and handling of matters that come before the Audit and Compliance Committee.

The Chair called for a motion to promote and appoint Mr. Stinnett as General Counsel of the University, effective immediately, with the compensation and other terms of employment presented in the offer letter. The motion was seconded, and *Resolution 020-2020* passed unanimously by roll call vote.

Chair Compton extended his congratulations to Mr. Stinnett on the appointment. Mr. Stinnett expressed his gratitude for the support provided by President Boyd, members of the executive leadership team, and Ms. Moore during the past few months as he transitioned into the role. He recognized the extraordinary team in the Office of General Counsel with whom he works daily, and he thanked the trustees for their trust in him to serve the University in this capacity.

## **VI. Approval of Subeasement and Related Contracts (TVA Tower)**

At the request of Chair Compton, Ms. Moore explained that the meeting materials contained a summary of the proposed transaction, along with a detailed overview of the subeasement and other related contracts. She highlighted the key terms of the proposed arrangement and advised that, by adopting the Resolution, the Committee would be approving the transaction based on the terms presented. The proper officers would be authorized to proceed with undertaking the final steps necessary (i.e., executing the definitive agreements and submitting them for approval by the appropriate state agencies) to effectuate the transaction.

President Boyd discussed (i) the current status of the Andy Holt Tower, (ii) the inefficient situation of having UT System offices spread among multiple locations, (iii) the benefits of separating the system office from a campus location, and (iv) the extraordinarily low rental rate (\$1.00/square foot) for prime real estate in downtown Knoxville. President Boyd confirmed that the UT logo would appear on the tower, and he highlighted the advantage of being located in closer proximity to both the Knox County School District and TVA.

The Chair called for a motion to approve the subeasement and related contracts to be entered into by the University with Knox County, Tennessee and/or the Tennessee Valley Authority, for use of office space located in the TVA East Tower, as presented in the meeting materials. The motion was seconded, and *Resolution 021-2020* passed unanimously by roll call vote.

## **VII. Grant of Authority to Adjust Tuition/Fees (Summer Sessions)**

President Boyd reminded the members of the Committee that all 2020 summer classes will be online. As such, certain adjustments to the fee schedules may be appropriate. The Administration is requesting that the Chancellors for the various campuses be granted this authority, subject to consultation with the President.



Mr. Miller addressed the current estimate of the overall financial impact associated with the pandemic, noting that the impact has primarily related to auxiliary operations. Mr. Miller further explained that the request is being made in order to avoid having to charge students higher online fees, given that in-person classes will not be offered. He confirmed that the adjustments being proposed are minor.

The Chair called for a motion to grant to the Chancellors, subject to consultation with the President, the requested authority to determine the appropriate fee schedule to be applied for the 2020 summer sessions and to make such other adjustments to mandatory fees as they deem appropriate. The motion was seconded, and *Resolution 022-2020* passed unanimously by roll call vote.

### **VIII. Appointment of the Non-voting Student Member of the Board**

Chair Compton thanked the outgoing student member of the Board, Spencer Amman, for his service. He then advised that each year a student is to be appointed as a non-voting member of the Board of Trustees and as a voting member of the Education, Research and Service Committee. The student's one-year term will begin on July 1, 2020.

For the upcoming year, the student is to be selected from the UT Martin campus. Chancellor Keith Carver has nominated Leighton Chappell. Chair Compton indicated that Leighton will be a senior in the College of Business and Global Affairs, concentrating in Sport Management. He holds a perfect 4.0 grade point average, and his internship experience includes 3 Super Bowls, among other high-profile sporting events. Chancellor Carver shared that Leighton is a thoughtful and compassionate individual, who is well respected on campus. Chancellor Carver added that he thought that Leighton would do an excellent job of serving as a voice for students from across the UT System.

The student's letter of interest, resume, and letters of recommendation were included in the meeting materials sent in advance of the meeting.

The Chair called for a motion to appoint Leighton Chappell as the non-voting member of the Board of Trustees for a term beginning on July 1, 2020 and ending June 30, 2021. The motion was seconded, and *Resolution 023-2020* passed unanimously by roll call vote. Chair Compton extended his congratulations to Leighton and his thanks to Spencer.

### **IX. Appointment of a Faculty Member to the Education, Research and Service Committee**

Chair Compton thanked faculty member Jeff Rogers for his service on the Education, Research and Service Committee over the past year. A faculty member of the University is to be appointed as a voting member of the Education, Research and Service Committee annually. The faculty member's one-year term will begin on July 1, 2020. Chair Compton informed the members of the Committee



that the faculty member is to be selected from the UT Chattanooga campus this year and that Chancellor Steve Angle has nominated Christina Vogel.

Professor Vogel is an Associate Professor in the Department of Art, where she teaches painting and drawing. Professor Vogel's art has been featured in exhibitions nationally and internationally. She is a 2018 recipient of a UT Alumni Association Outstanding Teacher Award. Professor Vogel coordinates the "Art for All" project, which involves collaboration across colleges and disciplines. The project has engaged engineering students in the design of devices to help disabled people create artwork, with the involvement of art students - who contribute an understanding of the tools, materials and methods that artists use.

In addition to her scholarly work, she has served on the General Education Steering Committee. UT Chattanooga is in the SACS-COC reaffirmation class of 2021, and the steering committee will play a vital role related to the curriculum and assessment for the institution's reaffirmation.

Chair Compton noted that Professor Vogel's resume is very impressive and that her full CV and letter of recommendation was included in the meeting materials. The Chair made a motion to appoint Christina Vogel as voting member of the Education, Research and Service Committee for a term beginning on July 1, 2020 and ending June 30, 2021. The motion was seconded, and *Resolution 024-2020* passed unanimously by roll call vote.

## **X. Planning for Upcoming Board and Committee Meetings**

### General Planning Considerations

Chair Compton indicated that Ms. Moore had circulated several scheduling options for consideration in an effort to make the Board/Committee meetings more streamlined and efficient. In response to the Chair's request, Ms. Moore shared feedback that was provided in connection with her interviews with the Board members. The observations include (i) aligning the Audit and Compliance Committee's schedule with the full board meetings to facilitate more opportunities for in-person participation, (ii) allowing extra time in the schedule for engagement opportunities while the Trustees are on campus, and (iii) revisiting the line-up of the meetings so that Committee meetings do not always feel like full Board meetings.

The Trustees shared their opinions on the proposed options, including the value of allowing the members of the respective Committees (a smaller group) to perform a deep dive followed by Committee reports and approvals at the full Board level. Such an approach provides a check and balance system allowing for an additional, objective review. Others expressed the value of learning more about a particular issue/concern through the opportunity of sitting in on other Committee meetings. Additionally, the Trustees expressed their support for the orientation sessions and the opportunity to learn more about particular programs and services offered by the University. It was acknowledged that the intention is to pursue a continuous improvement process. As a first



step, Chair Compton recommended that the Committee meetings be held the day before the board meeting, so that the full Board meeting can begin in the morning and finish around noon in order to promote broader attendance by others at the Board meeting.

### Committee Work Plans

Ms. Moore provided an overview of the draft work plans. She indicated that the plans have been prepared utilizing a standardized approach, including a summary of the roles and responsibilities of each Committee as specified in the respective charter and a chart that identifies what items will be reviewed by the Committee and the associated timing. The work plans have a longer-range horizon that should assist in preparation of agendas for upcoming meetings. The plans are intended to be a tool for examining and tracking the work of each Committee and identifying any gaps or overlaps across the Committees. Ms. Moore confirmed that the staff liaisons to the Committees participated in the development of the draft work plans. Chair Compton solicited input from the Committee Chairs on the work plans. As to next steps, Ms. Moore recommended that the plans be shared with the members of the Committees for their feedback. The Committees will not formally adopt the plans, as they are intended to serve as a planning guide for members of the Administration.

### Annual Meeting

Chair Compton advised that, due to the pandemic, the annual meeting scheduled for June will be held virtually. He then highlighted a number of agenda topics for the meeting, among others: (i) a special focus session on the impacts of and plans in response to COVID-19; (ii) a final report from the Special Committee on Athletics; (iii) the operating and capital budgets, along with tuition rates; and (iv) a number of governance-related matters (Committee appointments and Committee/Board Chair appointments). Members of the Committee requested that the Chancellors be asked to provide an update on what campus will look like for students returning in the fall and to cover contingency plans.

### **XI. Adjournment**

With no further business to come before the Committee, 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