



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

EXECUTIVE COMMITTEE	
Friday, September 10, 2021	
9:00 am EDT/8:00 am CDT	Virtual/Knoxville, TN

## AGENDA

- I. Call to Order and Roll Call
- II. Remarks of the Chair
- III. [Approval of Minutes – Action](#) ..... Tab 1
- IV. Update from the President – Information
- V. [Governance Matters – Discussion/ Action](#) ..... Tab 2
  - A. [Revisions to BT0004 – Policy on Presidential Performance Reviews – Action](#) ..... Tab 2.1
  - B. [Revisions to Bylaws – Action](#) ..... Tab 2.2
  - C. [Revisions to Executive Committee Charter – Action](#)..... Tab 2.3
- VI. [Planning for Upcoming Board and Committee Meetings – Discussion](#) ..... Tab 3
- VII. Other Business
- VIII. Closing Remarks
- IX. Adjournment



THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE EXECUTIVE COMMITTEE MEETING  
May 7, 2021  
Knoxville, Tennessee

The Executive Committee of The University of Tennessee Board of Trustees met at 9:00 a.m. EDT on Friday, May 7, 2021. Following continuing guidance from the U.S. Centers for Disease Control and Prevention (CDC) regarding COVID-19, 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 of the Committee were present: John C. Compton, Chair; Amy E. Miles; Donald J. Smith; and Kim H. White. The Secretary announced the presence of a quorum. In addition, Trustees Leighton Chappell (Student) and Christopher L. Patterson were in attendance. Others present included: President Randy Boyd; Senior Vice President and Chief Financial Officer David Miller; Vice President for Academic Affairs and Student Success Linda Martin; General Counsel Ryan Stinnett; Chief Audit and Compliance Officer Brian Daniels; Chancellor Steve Angle; Chancellor Keith Carver; Chancellor Donde Plowman; and additional 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. Committee members participating electronically confirmed that there was no one else present at their various locations.

**II. Remarks of the Chairperson**

Chair John Compton opened the meeting by reflecting on the past academic year and the many challenges faced by members of the University community due to the COVID-19 pandemic, especially the impact on the students. He extended the Board's appreciation to the faculty for finding creative ways to engage with and ensure the continued academic progress of students and to the surprise guests for lifting the spirits of the students. Chair Compton recognized President Boyd, the Chancellors, the senior leadership team, staff, and the campus workers who have planned, fostered, and maintained a safe learning environment for the students. He also thanked the parents for sharing with the Board their thoughts and concerns over the past year.



### III. Approval of the Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the January 22, 2021 meeting.

### IV. Update from the President

President Boyd extended his gratitude to all members of the University community for their diligent efforts, which allowed for the reopening of the campuses for both the fall and spring semesters. Not only was the University successful in navigating the pandemic, the campuses led and supported their local communities with testing and vaccinations.

President Boyd opened his remarks by thanking Governor Lee and the members of the Tennessee legislature for their unprecedented level of financial support for the University and for higher education in general. He recognized Carey Whitworth, Vice President for Government Relations and Advocacy, and the entire government relations team for their efforts advocating on behalf of the University. President Boyd reviewed the key state budget outcomes, including:

- \$56.8M funding for UTK Nursing Building
- \$11.2M UTHSC Nash Building build-out
- \$59.9M for capital maintenance system-wide
- Full funding of performance formula (all campuses)
- \$5.1M recurring operating increase for UTHSC
- \$8M nonrecurring for UT Oak Ridge Innovation Institute
- \$2.2M recurring for 32 additional UT agriculture extension agents
- \$4M recurring to support Graduate Medical Education (GME)
- \$500,000 to support the demolition of Grove dormitories at UT Martin
- \$500,000 to support IPS' Law Enforcement Innovation Center
- \$5.1M recurring and \$1M non-recurring for the acquisition of Martin Methodist College

President Boyd also confirmed that the state budget provides a salary pool increase (2%+2%) that will benefit the University's employees.

Chair Compton and other members of the Committee expressed their deep appreciation to the leadership team for a remarkable year and to the state for its generous support of the University.



## V. Proposed Facility Naming, UTK

Chair Compton indicated that UT Knoxville, upon the recommendation of Chancellor Donde Plowman, is seeking approval to name the new Carousel Theatre Building after Jenny H. Boyd. He highlighted Jenny Boyd's passion for the performing arts and her long association and support of the Carousel Theatre. Chair Compton advised that the naming is consistent with the Board's policy and that President Boyd has abstained from the naming review and approval process as the gift is being made by the Boyd Foundation.

Chair Compton recommended the naming of the new Carousel Theatre as "The Jenny Boyd Carousel Theatre." Trustee Miles voiced her strong support for the naming. Upon motion duly made and seconded, *Resolution 023-2021* passed unanimously by roll call vote.

## VI. Appointment of the Non-voting Student Member

Chair Compton 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, 2021.

For the upcoming year, the student is to be selected from the UT Chattanooga campus. Chancellor Steve Angle has nominated Lane Gutridge, who is a rising senior in the Gary W. Rollins College of Business. Lane is pursuing a Bachelor of Science degree in Business Administration, majoring in marketing, and he is the former president of the UT Chattanooga Student Government Association. 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 Lane Gutridge as a non-voting member of the Board of Trustees for a term beginning on July 1, 2021 and ending June 30, 2022. Upon motion duly made and seconded, *Resolution 024-2021* passed unanimously by roll call vote.

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

Chair Compton noted that 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, 2021. Chair Compton informed the members of the Committee that the faculty member is to be selected from the UT Health Science Center campus this year and that Chancellor Steve Schwab has nominated Phyllis Richey.

Professor Richey is full-time tenure professor, whose primary faculty appointment is in the Department of Preventive Medicine, in the College of Medicine. She has an extensive history of collaboration across the colleges, has served as a member or leader of numerous faculty committee, has an extensive research background, and was a Division 1 athlete during all four years of her



undergraduate study. Chair Compton remarked that Professor Richey's resume is very impressive and that her full CV and letter of recommendation was included in the meeting materials.

The Chair called for a motion to appoint Phyllis Richey as voting member of the Education, Research and Service Committee for a term beginning on July 1, 2021 and ending June 30, 2022. The motion was seconded, and *Resolution 025-2021* passed unanimously by roll call vote.

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

Chair Compton requested that the Committee Chairs, in consultation with the Committee staff liaisons, review their respective Committee Charters prior to the Annual Meeting of the Board to determine whether any revisions should be considered by the Board to ensure that the Committees are fulfilling their responsibilities effectively.

Chair Compton then reviewed the itinerary for the upcoming Annual Meeting, highlighted key topics on the various agendas, and solicited the Committee members' input on any other items that should be brought before the Board.

### **IX. Other Business**

None.

### **X. Closing Remarks**

Chair Compton closed the meeting by extending the Board's congratulations to the recent graduates and their families.

### **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



# THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

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## AGENDA ITEM SUMMARY

Meeting Date: September 10, 2021

Committee: Executive

Item: **Proposed Revisions to Corporate Documents**

Type: Action

Presenter: Cynthia C. Moore, Secretary and Special Counsel

### **Background Information**

Currently, the Board Policy on Presidential Performance Reviews (BT0004) contemplates that the Chair shall conduct a comprehensive, cumulative review of the President's performance with the assistance of at least one external advisor every third or fourth year. Except for the engagement of external advisor(s) to assist with the review, the cumulative review process is, for the most part, virtually identical to that required for the annual review process (e.g., self-assessment in relation to strategic goals and achievements, goal setting, soliciting feedback from representatives of various constituency groups, and the preparation of a written assessment). The proposed revision to the Board Policy would: (i) allow the Board Chair the flexibility to engage external advisor from time to time in connection with the annual review process; and (ii) remove the cumulative review process.

Based on the proposed revisions to the aforementioned Board Policy, certain corresponding revisions to the University's Bylaws and the Executive Committee Charter are necessary to eliminate the reference to a "cumulative" performance review in these documents.

Further, two additional edits are being proposed to the Bylaws to: (i) reflect the correct officer title for the Vice President for Development and Alumni Affairs for The University of Tennessee Foundation, Inc. (consistent with the Board's approval of the officer appointment dated March 2019); and (ii) allow the Chief Audit and Compliance Officer to make the comprehensive report on the internal audit function annually (as opposed to specifying that the report shall be given at the Annual Meeting).



# THE UNIVERSITY OF TENNESSEE

## BOARD OF TRUSTEES

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The proposed revisions to the Board Policy, University Bylaws, and Executive Committee Charter, which follow this summary, are being presented for the Committee's consideration. Subject to the Committee's approval and recommendation, the revisions would be presented to the Board for its approval.

### **Committee Action**

The Chair will ask a member of the Committee to make a motion to adopt each of the following Resolutions.

A. Policy on Presidential Performance Reviews (BT0004)

Resolved: The Executive Committee hereby recommends that the Board of Trustees adopt the proposed revisions to Policy on Presidential Performance Reviews (BT0004), which revisions shall be attached to this Resolution after adoption.

B. University Bylaws

Resolved: The Executive Committee hereby recommends that the Board of Trustees adopt the proposed amendments to the Bylaws of the Board, which amendments shall be attached to this Resolution after adoption.

C. Executive Committee Charter

Resolved: The Executive Committee hereby recommends that the Board of Trustees adopt the proposed revision to the Executive Committee Charter, which revision shall be attached to this Resolution after adoption.



<b>System-wide Policy:</b>	
<b>BT0004 - Policy on Presidential Performance Reviews</b>	
<b><u>Version: 6</u></b>	<b><u>Effective Date: [10/21/2021]</u></b>

## BOARD OF TRUSTEES POLICY ON PRESIDENTIAL PERFORMANCE REVIEWS

### PURPOSES

The purposes of the annual performance review are: (1) to enable the President to enhance his or her performance and leadership; (2) to promote good communications and strong working relationships between the President, the Board, and University constituencies; (3) to enable the President and Board to set mutually agreeable goals; and (4) to inform Board decisions on compensation and other terms of employment for the President.

~~Periodic comprehensive performance~~ Performance reviews have the following additional purposes: (1) to solicit the informed perceptions of the Trustees and members of the University's major stakeholder groups on broader aspects of institutional health, management, and governance; (2) to engage and inform a wide range of University constituencies; and (3) to enable the President to develop plans for his or her professional development; ~~and (4) to enable the President and the Board to determine whether they have the basis for an extended commitment to each other.~~

### RESPONSIBILITY

The Board of Trustees is responsible for assessing the President's performance and, in doing so, to solicit the views of other leaders within and outside the University.

The Board delegates to the Chair of the Board the responsibility for organizing and conducting an annual performance review of the President. This delegation of authority to the Chair is subject to the provisions of this policy and to the Board's ultimate authority to approve or modify the Chair's evaluation of the President's performance. The Chair, in his or her discretion, may engage an external advisor to assist with evaluating the President's performance in connection with the annual performance review process.

The Chair of the Audit and Compliance Committee and Chair of one other standing committee (hereinafter "Committee Chairs") shall participate in the annual review process as outlined below. ~~Every third or fourth year, or earlier as the Board in its sole discretion may determine, the Chair shall conduct a comprehensive review of the President's performance with the assistance of at least one external advisor.~~



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<b>BT0004 - Policy on Presidential Performance Reviews</b>	
<b><u>Version: 6</u></b>	<b><u>Effective Date: [10/21/2021]</u></b>

## PROCESS FOR THE ANNUAL PERFORMANCE REVIEW

Self-Assessment and Proposed Goals. The President shall prepare a written self-assessment statement in a format and according to a timetable mutually agreed-upon by the President and the Chair. In addition to a retrospective review of goals previously agreed upon by the President and the Board and of other achievements, disappointments, or problems of the preceding year, the self-assessment statement shall include a prospective statement of challenges and opportunities facing the University and the President's proposed goals for the coming year.

Constituency Survey and Interviews. The Chair ~~and, on behalf of the Committee Chairs~~Board, shall solicit views of the President's performance from various groups, including the senior administrative staff; faculty, student, staff, and alumni leadership; Speakers of the Tennessee Senate and House of Representatives; and Trustees. Members of the senior administrative staff will be informed that they may request an interview with the Chair ~~and Committee Chairs~~ in person or by telephone to address the President's performance.

Performance Review. The Chair shall then ~~interview~~meet with the President ~~concerning to review~~ the President's self-assessment statement ~~and,~~ proposed goals for the coming year, ~~and the findings of the constituency survey and interviews.~~ The Committee Chairs shall be present during the ~~Chair's interview of the President~~President's review only as observers and not as participants.

Assessment. The Chair shall prepare a written assessment of the President's performance, including an aggregate summary of the views of the senior administrative staff and of faculty, student, staff, alumni, and legislative leadership, and Trustees, which shall be circulated to the Committee Chairs.

After reviewing the Chair's written assessment and recommended goals, the Committee Chairs may submit a separate written assessment of the President's performance to the Executive Committee.

The Chair shall ~~then~~ submit the following materials to the Executive Committee: (1) the President's self-assessment statement and any additional information the Chair may have requested of the President; (2) the Chair's written assessment of the President's performance; (3) the President's proposed goals for the coming year and the Chair's recommendation concerning those goals; and (4) any recommendation of the Chair concerning the President's compensation or other terms of employment. ~~After reviewing the Chair's written assessment and recommended goals, the Committee Chairs may submit a separate written assessment of the President's performance to the Executive~~



# THE UNIVERSITY OF TENNESSEE

<b>System-wide Policy: BT0004 - Policy on Presidential Performance Reviews</b>	
<b><u>Version: 6</u></b>	<b><u>Effective Date: [10/21/2021]</u></b>

## Committee:

Committee/Board Action. In a previously scheduled or a called meeting, the Executive Committee shall approve or modify the Chair's assessment of the President's performance and recommendations concerning goals, compensation, and other terms of employment. The Committee's action shall then be submitted to the full Board of Trustees for approval or ~~modification. The President shall be present at modification.~~ Notwithstanding the meetings foregoing and in accordance with the Bylaws, the Chair may designate the Chair's assessment of the President's performance and recommendations concerning goals, compensation, and other terms of employment for deliberation and action at a scheduled or called meeting of the Board, without the prior review and recommendation of the Executive Committee and the Board.

The President shall be present at the meeting(s) of the Executive Committee and/or the Board of Trustees to answer questions about his or her performance and the proposed goals for the coming year. ~~The~~ At the discretion of the Chair, the President ~~shall~~ may be excused from the ~~meetings~~ meeting(s) prior to discussion and voting on the President's performance, goals, and compensation or other terms of employment.

## PROCESS FOR THE CUMULATIVE PERFORMANCE REVIEW

~~Every third or fourth year of the President's employment, or earlier as the Board in its sole discretion may determine, the Chair shall conduct a comprehensive review of the President's performance with the assistance of one or more external advisors. The Chair shall select the external advisor(s) in consultation with the President and one or two members of the Executive Committee. If feasible, at least one external advisor should be a former chief executive with experience as head of an enterprise similar in scope and mission outside the State of Tennessee.~~

~~Early in the year of the comprehensive performance review, the Chair, in consultation with the President and the external advisor(s), shall develop a written plan and timetable for the comprehensive review and present it to the Executive Committee or the full Board for approval. The plan shall include at least the elements outlined below.~~

~~The President shall prepare a comprehensive self assessment covering the period of service under review. This self assessment should present a clear picture of the state of the University in relation to strategic goals approved by the Board and should highlight the President's view of his or her major achievements and concerns.~~

~~The external advisor(s) shall conduct personal interviews with the President, members of the Board, and a broad array of individuals or groups internal and external to the University, including but not limited to the University's senior administrative staff,~~



# THE UNIVERSITY OF TENNESSEE

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~~faculty, students, staff, alumni, and other major stakeholder groups. At his or discretion, the Chair may participate in these interviews.~~

~~The external advisor(s) shall prepare a draft written report of findings and recommendations including, but not limited to, the following: (1) a summary of the views of the various internal and external constituencies interviewed by the external advisor(s); (2) specific recommendations for enhancing the President's performance, professional development, and relationships with the Board, University constituent groups, and other major stakeholder groups; and (3) any recommendations concerning institutional or governance issues or other matters relevant to the President's future leadership performance. The external advisor(s) shall present the draft report to the President for review and comment.~~

~~After receiving the President's comments, the external advisor(s) shall present a draft report to the Chair. The Chair and the external advisor(s) shall review the report and the President's self-assessment with the President and work with the President to develop a set of goals for recommendation to the Executive Committee and the Board. The external advisor(s) shall then prepare a final written report, which shall include the recommended goals in addition to the matters outlined in the immediately preceding paragraph of this policy.~~

~~The Chair shall submit the final written report of the external advisor(s) to the Executive Committee. The Chair shall also submit to the Executive Committee any recommendation concerning the President's compensation or other terms of employment. The Executive Committee shall receive copies of the President's self-assessment and any other information the Chair or external advisor(s) may have requested of the President.~~

~~In a previously scheduled or a called meeting, the Executive Committee shall approve or modify the Chair's recommendations concerning goals, compensation, and other terms of employment. The Committee's action shall then be submitted to the full Board of Trustees for approval or modification. The President shall be present at the meetings of the Executive Committee and the Board of Trustees to answer questions about his or her performance and the proposed goals. The President shall be excused from the meeting prior to discussion and vote on the President's performance, goals, and compensation or other terms of employment.~~

**THE UNIVERSITY OF TENNESSEE**

<b>System-wide Policy: BT0004 - Policy on Presidential Performance Reviews</b>	
<b><u>Version: 6</u></b>	<b><u>Effective Date: [10/21/2021]</u></b>

History:

Adopted	03/04/2004
Revised	03/07/2007
	02/27/2014
	03/29/2017
	06/21/2019 (technical revisions)
	<u>[October 22, 2021]</u>



<b>System-wide Policy:</b>	
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## BOARD OF TRUSTEES POLICY ON PRESIDENTIAL PERFORMANCE REVIEWS

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Performance reviews have the following additional purposes: (1) to solicit the informed perceptions of the Trustees and members of the University's major stakeholder groups on broader aspects of institutional health, management, and governance; (2) to engage and inform a wide range of University constituencies; and (3) to enable the President to develop plans for his or her professional development.

### RESPONSIBILITY

The Board of Trustees is responsible for assessing the President's performance and, in doing so, to solicit the views of other leaders within and outside the University.

The Board delegates to the Chair of the Board the responsibility for organizing and conducting an annual performance review of the President. This delegation of authority to the Chair is subject to the provisions of this policy and to the Board's ultimate authority to approve or modify the Chair's evaluation of the President's performance. The Chair, in his or her discretion, may engage an external advisor to assist with evaluating the President's performance in connection with the annual performance review process.

The Chair of the Audit and Compliance Committee and Chair of one other standing committee (hereinafter "Committee Chairs") shall participate in the annual review process as outlined below.



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Constituency Survey and Interviews. The Chair, on behalf of the Board, shall solicit views of the President's performance from various groups, including the senior administrative staff; faculty, student, staff, and alumni leadership; Speakers of the Tennessee Senate and House of Representatives; and Trustees. Members of the senior administrative staff will be informed that they may request an interview with the Chair in person or by telephone to address the President's performance.

Performance Review. The Chair shall then meet with the President to review the President's self-assessment statement, proposed goals for the coming year, and the findings of the constituency survey and interviews. The Committee Chairs shall be present during the President's review only as observers and not as participants.

Assessment. The Chair shall prepare a written assessment of the President's performance, including an aggregate summary of the views of the senior administrative staff and of faculty, student, staff, alumni, and legislative leadership, and Trustees, which shall be circulated to the Committee Chairs.

After reviewing the Chair's written assessment and recommended goals, the Committee Chairs may submit a separate written assessment of the President's performance to the Executive Committee.

The Chair shall submit the following materials to the Executive Committee: (1) the President's self-assessment statement and any additional information the Chair may have requested of the President; (2) the Chair's written assessment of the President's performance; (3) the President's proposed goals for the coming year and the Chair's recommendation concerning those goals; and (4) any recommendation of the Chair concerning the President's compensation or other terms of employment.


**THE UNIVERSITY OF TENNESSEE**

<b>System-wide Policy:</b>	
<b>BT0004 - Policy on Presidential Performance Reviews</b>	
<b>Version: 6</b>	<b>Effective Date: [10/21/2021]</b>

Committee/Board Action. In a previously scheduled or a called meeting, the Executive Committee shall approve or modify the Chair's assessment of the President's performance and recommendations concerning goals, compensation, and other terms of employment. The Committee's action shall then be submitted to the full Board of Trustees for approval or modification. Notwithstanding the foregoing and in accordance with the Bylaws, the Chair may designate the Chair's assessment of the President's performance and recommendations concerning goals, compensation, and other terms of employment for deliberation and action at a scheduled or called meeting of the Board, without the prior review and recommendation of the Executive Committee.

The President shall be present at the meeting(s) of the Executive Committee and/or the Board of Trustees to answer questions about his or her performance and the proposed goals for the coming year. At the discretion of the Chair, the President may be excused from the meeting(s) prior to discussion and voting on the President's performance, goals, and compensation or other terms of employment.

History:

Adopted	03/04/2004
Revised	03/07/2007 02/27/2014 03/29/2017 06/21/2019 (technical revisions) [October 22, 2021]

**PROPOSED REVISIONS - BYLAWS****ARTICLE IV  
Committees**

**Section 4.2 Executive Committee – General Statement of Responsibilities.** The Executive Committee shall:

- (1) Oversee and monitor the work of other standing committees, the University's strategic planning processes, the President's performance and welfare, and the University's commitment to and compliance with the state's plans and objectives for higher education;
- (2) Conduct a Board self-evaluation ~~in connection with the President's cumulative performance review~~regularly, but no less than every ~~third or fourth year of the President's employment~~four years;
- (3) Recommend to the Board the initial and subsequent compensation of the President and the initial compensation of the Chancellors and other officers of the University defined in these Bylaws;
- (4) Act for the Board on any matter when necessary between meetings of the Board; and
- (5) Perform other responsibilities as the Board deems necessary or advisable, subject to the approval of the Board.

The Executive Committee shall not operate or conduct any business outside the scope of authority outlined in this section or expressly authorized by statute.

**ARTICLE VI**  
**Officers of the University – Appointment and Removal**

**Section 6.7 Removal of Officers.** The President serves at the pleasure of the Board, which has power to remove the President at any time, subject to the terms of any written employment agreement approved by the Board. The Chancellors and other officers of the University report directly and solely to the President and serve at the pleasure of the President with the following exceptions:

- (1) The Vice President for Development and Alumni Affairs ~~and Programs~~ reports jointly to the President and the Board of Directors of The University of Tennessee Foundation, Inc., but serves at the pleasure of the President;
- (2) The Chief Audit and Compliance Officer reports to the Audit and Compliance Committee and the Board with respect to all audit activities and findings but reports administratively to the Chief Financial Officer;
- (3) If the office of Treasurer is held by an individual other than the Chief Financial Officer, the Treasurer reports directly to and serves at the pleasure of the Chief Financial Officer;
- (4) If the office of Secretary is held by an individual other than the General Counsel, the Secretary reports directly to the Chair of the Board and serves at the pleasure of the Board; and
- (5) From time to time, the President may assign one or more Vice Presidents to report directly to and serve at the pleasure of another officer of the University.

The President has authority to remove a Chancellor or other officer at any time without the approval of the Board with the following exceptions:

- (1) The Board alone has authority to remove the Chief Financial Officer and the General Counsel, which shall require a simple majority vote if recommended by the President and a two-thirds roll-call vote if not recommended by the President;
- (2) The Board alone has authority to remove, reassign, or demote the Chief Audit and Compliance Officer, and only for cause, by majority vote of the Board;
- (3) If the office of Treasurer is held by an individual other than the Chief Financial Officer, the Chief Financial Officer has authority to remove the Treasurer at any time after consultation with the President and the Chair of the Board;
- (4) If the office of Secretary is held by an individual other than the General Counsel, the Board alone has authority to remove the Secretary, which shall require a simple majority vote if recommended by the Chair of the Board and a two-thirds roll-call vote if not recommended by the Chair of the Board; and
- (5) If the President has assigned a Vice President to report directly to another officer of the University, that officer has authority to remove the Vice President at any time after consultation with the President.

## ARTICLE VII Officers of the University – Duties

**Section 7.4 Duties of the Chief Audit and Compliance Officer.** The Chief Audit and Compliance Officer shall act under the direction of the Chair of the Audit and Compliance Committee and shall have direct and unrestricted access to other members of the Committee and the Chair of the Board. The Chief Audit and Compliance Officer shall have the following duties:

- (1) Develop and execute a comprehensive audit plan to be conducted in accordance with applicable professional auditing standards;
- (2) Make a comprehensive report on the internal audit function to the Board of Trustees through the Audit and Compliance Committee ~~at the Annual Meeting~~ annually. The report shall include the annual audit plan and a review of all previous year audits completed and in progress, including any follow-up reviews and any audits that were scheduled but not done;
- (3) Send a copy of each internal audit report and follow-up review, upon its completion, to the Audit and Compliance Committee;
- (4) Promptly report any activity that is illegal, or the legality of which is questioned by the internal audit department (e.g., conflict of interest, theft), to the Chair of the Audit and Compliance Committee; and
- (5) Other duties prescribed elsewhere in these Bylaws, in Board or University policies, in a formal position description approved by the Board, or otherwise prescribed by the Board, the Chair of the Audit and Compliance Committee, or a committee of the Board from time to time.

## PROPOSED REVISIONS - EXECUTIVE COMMITTEE CHARTER

### Responsibility for Recommendations to the Board

The Executive Committee's responsibility to make recommendations to the Board shall include the following matters:<sup>1</sup>

1. The initial and subsequent compensation of the President and the initial compensation of other officers of the University as defined by the Bylaws of the Board;
2. Assessment of the President's performance and welfare on an annual ~~and~~ ~~cumulative~~ basis in accordance with the Board Policy on Presidential Performance Reviews;
3. The strategic plan for each campus and institute;
4. Any system-wide strategic plan proposed by the President from time to time; and
5. Amendments to the Bylaws of the Board of Trustees identified as necessary in the course of the Committee's periodic review of the Bylaws.

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<sup>1</sup>Under the Bylaws of the Board of Trustees, the Chair of the Board may designate any of the listed matters for deliberation and action at a meeting of the Board without prior review and recommendation by the Executive Committ



Fall Meeting of the Board of Trustees  
October 20-22, 2021  
University of Tennessee, Knoxville

**Schedule of Meetings**  
(Eastern Daylight Time)

**Wednesday, October 20, 2021**

1:00 p.m. – 4:30 p.m. Education, Research, and Service Committee – Special Focus Session (ACT/Admissions)

**Thursday, October 21, 2021**

9:00 a.m. – 10:30 a.m. Finance and Administration Committee

11:00 a.m. – 12:30 p.m. Education, Research, and Service Committee

**Friday, October 22, 2021**

8:30 a.m. – 9:30 a.m. Audit and Compliance Committee – Public Session

9:30 a.m. – 10:30 a.m. Audit and Compliance Committee – Non-Public Session

11:00 a.m. – 12:45 p.m. Board of Trustees (Morning Session)

2:30 p.m. – 4:00 p.m. Board of Trustees (Afternoon Session)