



THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

MINUTES OF THE EXECUTIVE COMMITTEE MEETING
September 10, 2021
Knoxville, Tennessee

The Executive Committee of The University of Tennessee Board of Trustees met at 9:00 a.m. EDT on Friday, September 10, 2021. 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; 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; Brian Daniels, Chief Audit and Compliance Officer; 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; Tiffany Carpenter, Vice President for Communications and Marketing; Ryan Stinnett, General Counsel; Chancellors Steve Angle, Keith Carver, Mark La Branche, Donde Plowman and Steve Schwab; 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 acknowledging Kara Lawson's resignation from the Board of Trustees. On behalf of the Board, he expressed his gratitude to Ms. Lawson for her service to the Board and the University. Chair Compton reflected on the upcoming 20th anniversary of 9/11 and extended thoughts and prayers to the families of those impacted by the attack. Chair Compton concluded his opening remarks by noting that there is a lot of excitement associated with the start of the academic year. He encouraged the University community to consider obtaining a COVID-19 vaccine in a continuing effort to promote student, faculty and student safety.



III. Update from the President

Everywhere You Look, UT

President Boyd highlighted the work of UT Extension and how it serves the citizens of Giles County, including 4-H Youth Development. He shared his plans for visiting more than 50 counties as part of the “Everywhere You Look, UT” program. President Boyd believes that it is very important to: (i) recognize and thank those individuals serving in UT Extension offices for their efforts; (2) listen and learn more about the services they perform, including understanding opportunities and challenges; and (3) promote and share with others their successes. In this regard, President Boyd provided a report on the following three programs and their positive impact on the State of Tennessee and its citizens –

- Consulting services provided by the County Technical Assistance Service, Institute of Public Service;
- Testing services offered by the Soil, Plant and Pest Center, Ellington Agricultural Center; and
- Dental services to the underserved and uninsured through new regional dental clinic established by UTHSC’s College of Dental Medicine in Union City, through the generous financial support provided by the Bill and Carol Latimer Charitable Foundation.

Fundraising

For the fiscal year ended June 30, 2021, fundraising included the following achievements:

- Raised more than \$312 million, representing a 59% increase over FY 2020;
- Third time surpassing \$300 million and second-best fundraising year in the University’s history;
- \$40 million commitment from the Haslam Family;
- Commitment to gift Wildwood Farm by Melanie Taylor, valued at \$79.5 million and representing the largest single commitment in UT history;
- 66,672 donors, which is the second highest total;
- 15,223 visits, an 11% increase compared to prior year; and
- 1276 proposals, with requests of more than \$577 million.

President Boyd expressed his gratitude to the development officers for an exceptional year, especially due to the lingering impacts of the pandemic.

Research and Grants

President Boyd advised that the U.S. Economic Development Administration (EDA), a bureau within the U.S. Department of Commerce, was allocated \$3 billion in supplemental funding under



the American Rescue Plan to assist communities nationwide in their efforts to build back better by accelerating economic recovery from the coronavirus pandemic and building local economies that will be resilient to future economic shocks. He reported that the UT Knoxville campus is engaged in collaborative efforts with Oak Ridge National Laboratory, the Tennessee Valley Authority, and other partners in the region to identify projects and seek funding.

COVID-19

President Boyd concluded his remarks by outlining the efforts of the campuses in mitigating the impacts of COVID-19. The same principles of collaboration, transparency, and decisive action will continue to be applied in addressing the ongoing challenges of the pandemic.

Chair Compton thanked President Boyd for his broad engagement efforts with faculty, staff, students, alumni, community leaders, legislators, and others across the state. Chair Compton also noted the recent declines nationally regarding the number of high school students going to college. He emphasized the importance of monitoring this trend, especially in light of the State's Drive to 55 initiative. Chair Compton was hopeful that recent actions led by President Boyd (e.g., UT Promise and UT Southern) would continue to encourage high school graduates to pursue post-secondary education. President Boyd reported that the University anticipates fall, first-year student enrollment (in aggregate) to be higher for Academic Year 2021-22 than the previous year. Further, applications for admission to UT Southern are currently up 240%.

IV. Ohio Valley Athletics Conference Certification

Chair Compton informed the members of the Board that the Ohio Valley Athletics Conference (UT Martin is a member) requires a signed certification from the Board Chair confirming that –

- Responsibility for the administration of the athletics program has been delegated to the chief executive officer of the institution;
- The chief executive officer has the mandate and support of the board to operate a program of integrity in full compliance with NCAA, OVC, and all other relevant rules and regulations; and
- The chief executive officer, in conjunction with the Director of Athletics and Faculty Athletic Representative, determines how the institutional vote shall be cast on issues of athletics policy presented to the NCAA and the Ohio Valley Conference.

He noted that these statements are consistent with and reflected in the Board's Policy on Oversight of Intercollegiate Athletics and that he would be signing the certification form for the upcoming Academic Year (2021-22) following the meeting.



V. Approval of the Minutes

Upon motion duly made and seconded, the Committee approved the minutes of the May 7, 2021 meeting.

VI. Governance Matters

Policy on Presidential Performance Review

Chair Compton reviewed the current elements of the Presidential Performance Review, as set forth in Board Policy (BT0004), with respect to the annual review process. He explained that the Board Policy also contemplates a “comprehensive” review every 3-4 years with the assistance of at least one external advisor. Except for the external advisor, the elements of the comprehensive review mirror those required for the annual review. Chair Compton expressed his opinion that he believes the annual review process to be a very thorough exercise. He shared his preference for eliminating the comprehensive review requirement.

At the request of Chair Compton, Board Secretary and Special Counsel Cynthia Moore reviewed the proposed changes to the Board Policy on President Performance Reviews intended to streamline the policy and eliminate the redundant provisions. In this regard, Ms. Moore explained that the proposed revised policy would allow for the engagement of an external advisor, from time to time, as part of the annual review process. Ms. Moore also advised that, if adopted, the new Policy on Presidential Performance Reviews will necessitate certain corresponding modifications to the University’s Bylaws and the Charter of the Executive Committee.

The Chair called for a motion to approve the resolutions as set forth in the meeting materials recommending that the Board of Trustees adopt the proposed revisions to: (i) the Policy on Presidential Performance Review; (ii) the University Bylaws; and (iii) the Charter of the Executive Committee. Ms. Moore confirmed that the Committee’s recommendations will be presented at the upcoming Fall Meeting of the Board of Trustees for approval.

Terms of Service

Chair Compton indicated that four trustees’ terms of service are scheduled to expire on June 30, 2022. Three of these trustees serve on the Executive Committee. Chair Compton advised that these appointments are made by the governor, at his discretion, but that the University would undertake to engage with the governor’s office regarding these appointments. Chair Compton asked that those whose terms are expiring to notify him whether they would be willing to continue to serve. Trustee Rhodes noted the importance of this engagement in terms of succession planning, in light of the number of trustees serving in leadership roles.



Board Self-Assessment

The Bylaws and Executive Committee Charter contemplate a board self-evaluation no less than every four years. An updated, written self-assessment is being prepared. It is anticipated that the self-assessment will be distributed in early 2022.

Update on Board Governance Documents

Ms. Moore stated that it is a good governance practice to periodically review the Board's governance documents. For the upcoming year, she believes that it would be appropriate to begin this process by starting with the Board's Conflict of Interest Policy and Code of Ethics.

VII. Planning for Upcoming Board and Committee Meetings

Chair Compton then reviewed the key topics planned for the upcoming Winter Meeting, and solicited the Committee members' input on any other items that should be brought before the Board. The primary topics identified were: (i) strategic plans for UT Chattanooga and UT Knoxville; (ii) review of lecturer pay (UT Knoxville); (iii) a special session focused on the use of standardized testing in admissions; and (iv) metrics associated with the strategic plan for the UT System.

VIII. Other Business

None.

IX. Closing Remarks and 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".

Cynthia C. Moore
Secretary and Special Counsel