



THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

MINUTES OF THE ANNUAL MEETING

June 25, 2021

Memphis, Tennessee

(Afternoon Session)

The afternoon session of the Annual Meeting of The University of Tennessee Board of Trustees began at 1:30 p.m. (CDT) on Friday, June 25, 2021. The meeting was held in the Refectory, Mooney Building, located at the University of Tennessee Health Science Center, Memphis, Tennessee.

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

Following the recess from the morning session, Chair of the Board, John C. Compton, called the afternoon session of the Annual Meeting to order.

Board Secretary Cynthia Moore called the roll, and the following members of the Board were present: John C. Compton, Chair; Bradford D. Box; Leighton Chappell, Student Trustee; Charles Hatcher, Commissioner of the Tennessee Department of Agriculture; Decosta E. Jenkins; Kara Lawson; Amy E. Miles; Christopher L. Patterson; William (Bill) C. Rhodes III; Donald J. Smith; Kim H. White; and Jamie R. Woodson.

Others present included: President Randy Boyd; Brian Daniels, Chief Audit and Compliance Officer; Herb Byrd, Vice President, Institute for Public Service; 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; Ashley Stokes, Dean, UT Extension; and Carey Whitworth, Associate Vice Chancellor for Government Relations and Advocacy; Chancellors Carver, Plowman and Schwab; 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.

**II. Requests to Address the Board**

All requests to address the Board of Trustees were heard in the Board's standing committee meetings.



### III. Revisions to University Bylaws

Cynthia Moore, Secretary and Special Counsel, reviewed the proposed revisions to the University Bylaws. She indicated that the first revision is related to the acquisition of Martin Methodist College (MMC) and the establishment of UT Southern. Adjustments to the Bylaws are necessary to reflect the addition of UT Southern's intercollegiate athletics program and its affiliation status with the National Association of Intercollegiate Athletics (NAIA).

Ms. Moore explained that the second revision to the Bylaws is necessary in order to reflect recent revisions to Tennessee Code Annotated §49-7-154, which sets forth requirements associated with the selection and appointment of chief executive officers (i.e., presidents and chancellors) of public institutions of higher education. Under the revised statute, the Board shall establish the search process, timeline and statement of qualifications prior to initiating a search to fill a chief executive officer position.

Upon motion duly made and seconded, the Board approved *Resolution 033-2021*, by unanimous roll call vote.

### IV. Finance and Administration Committee Report

Trustee Bill Rhodes, Chair of the Finance and Administration Committee, provided the Committee's report. He highlighted the historic significance of the FY 2021-22 Operating Budget as it reflects: (i) the establishment of a new UT campus in half a century; (ii) the addition of 32 new extension agents to support Tennessee's most underserved counties; (iii) the largest percent-increase salary plan since 1994; and (iv) the largest state funding increase. Trustee Rhodes also informed the Board members that the Committee also considered a Master Plan Amendment for the UT Martin campus, which amendment is included in the Consent Agenda.

Chair Compton indicated that there were four items that have been recommended for the Board's consideration. Upon motions duly made and seconded, the Board of Trustees approved each of the following resolutions by unanimous roll call vote.

- FY 2021-22 Operating Budget (including Salary Plan, Student Tuition and Fees, and Room and Board Rates); *Resolution 034-2021*
- Capital Outlay Funding Requests, FY 2022-23 through FY 2026-27; *Resolution 035-2021*
- Capital Maintenance Funding Requests FY 2022-23 through FY 2026-27; *Resolution 036-2021*
- Revenue/Institutionally-Funded Capital Projects, FY 2022-23; *Resolution 037-2021*



## V. Proposed Master Affiliation Agreement between the University and Methodist Healthcare - Memphis Hospitals

Chancellor Steve Schwab provided an overview of the UT Health Science Center's clinical care practice and relationships with partner hospitals and clinics. Chancellor Schwab reviewed the key considerations associated with the proposed affiliation agreement. He also discussed other changes from the prior agreement, which have raised specific concerns with pediatric clinical faculty. Chancellor Schwab explained that certain revisions were deemed necessary by Methodist in order to address regulatory and compliance considerations. President Boyd stated that he fully supports Chancellor Schwab's recommendation that the Board approve the affiliation agreement.

Board Chair Compton recognized Trustee Rhodes. Trustee Rhodes commented on the significance of the decision not only on the University, its faculty and students, but also on the entire Memphis community. He shared that over the last week a large number of individuals have reached out to him to express their concerns. He also acknowledged that constituents have advocated that the Board delay making any decision on this agreement. However, Trustee Rhodes indicated that delay is not a viable option given the potential adverse consequences to the University and its faculty and students, as well as to the Memphis community. In light of the assurances that he has received from those associated with Methodist, Trustee Rhodes recommended that the Board of Trustees approve the proposed agreement. Chair Compton thanked Trustee Rhodes for his leadership on this particular matter.

Upon motion duly made and seconded, the Board approved *Resolution 038-2021*, by unanimous roll call vote.

## VI. Recommendations regarding the Chancellor Search (UTHSC)

President Boyd reminded the Board that Chancellor Schwab has announced his retirement. Beginning a search for the next leader of the UT Health Science Center is a key priority. As required by statute, the Board must establish the search process, a timeline, and a statement of qualifications for the position. President Boyd referred to the information set forth in Tab 4 of the meeting materials, and he advised that the search process outlined is consistent to how other searches have been handled previously.

Upon motion duly made and seconded, the Board approved *Resolution 039-2021*, by unanimous roll call vote.

## VII. Revisions to UHS Charter and Bylaws

Ryan Stinnett reported that the University Health System, Inc. (UHS) is proposing certain amendments to its Charter and Bylaws, including changes that would consolidate prior charter amendments into a single document, update the limitation of personal liability of directors, revise the process for appointment of directors, create the position of emeritus director, and specify the



composition of the UHS Nominating Committee. The proposed Amended and Restated Charter and Amended Bylaws of UHS were provided in the meeting materials and require the Board's approval. Mr. Stinnett indicated that UHS has approved the amendments.

President Boyd explained that he will basically have 6 other individuals who will be assisting him in identifying qualified individuals to serve on the UHS board. Mr. Stinnett confirmed that President Boyd has the authority to accept or reject the nominee(s).

Upon motion duly made and seconded, the Board approved *Resolution 040-2021*, by unanimous roll call vote.

### **VIII. Annual Presidential Performance Review**

President Boyd was excused from the next portion of the meeting.

Chair Compton indicated that he conducted an annual review of President Boyd's performance in accordance with the Board's Policy on Presidential Performance Reviews. A full copy of the written assessment, which includes a list of 2020 accomplishments and a list of 2021 goals and objectives, was included in the meeting materials. Chair Compton provided an overview of the review process. He reported that there was an aggregate response rate to the survey of almost 80%. Approximately 95% of respondents rated President Boyd's performance as exceeding expectations. Overall, President Boyd received the highest ratings for:

- Visionary leadership,
- Demonstrating integrity,
- Providing leadership to ensure the University maintains highly effective relationships with the state legislature and state officials, and
- Serving as an effective spokesperson for public higher education in Tennessee.

Notably, the overall approval rating and highest performance categories are virtually identical to the results of the prior review period.

Chair Compton indicated that he spoke with Chancellors and other members of the senior leadership team, who expressed an interest in providing additional feedback beyond the electronic survey. As required under the Board Policy, President Boyd's performance was discussed with Lt. Governor and Speaker of the Senate Randy McNally and Tennessee Speaker of the House of Representatives Cameron Sexton. In this regard, the feedback was very positive with respect to his performance, the overall direction of the University, and the efforts of the Board.

Chair Compton indicated that he met with President Boyd to discuss his performance and goals, with Trustee Amy Miles (Chair of the Audit and Compliance Committee) and Trustee Donnie Smith (Chair of the Education, Research, and Service Committee) joining as observers.



In addition to the constituent feedback, President Boyd's performance was measured against the goals identified in the Strategic Plan (2019-2025).

Chair Compton noted that, by any measure, the achievements for 2020 were impressive; however, they are even more remarkable when examined in the broader context of what was an unprecedented year, marked by the COVID-19 pandemic. Throughout the pandemic, the critical work of the University continued. Chair Compton highlighted a number of the 2020 accomplishments. Chair Compton concluded his remarks by acknowledging the tireless and dedicated service of President Boyd to the University. The other members of the Board shared their perspectives on President Boyd's performance, which were very positive. The Trustees expressed their appreciation for his passion, optimism, and efforts to improve transparency.

President Boyd returned to the meeting. Chair Compton informed President Boyd that he has the overwhelming and unanimous support of the Board. Chair Compton then summarized the feedback that he had received from the Trustees during their discussion and shared this information with President Boyd. Chair Compton also shared that, in connection with the review, he encouraged President Boyd to accept his salary for his service as president, but Randy continues to decline to do so. President Boyd thanked the Board for the opportunity to serve the University and the state. He also thanked all the many dedicated individuals across the UT System, who have worked so hard during the past year to advance the mission of the University under very difficult circumstances.

Upon motion duly made and seconded, the Board approved *Resolution 041-2021*, by unanimous roll call vote.

## **IX. University of Tennessee Strategic Plan**

President Boyd introduced the update on the UT Strategic Plan. He stated that the process has been very comprehensive, very thorough and very inclusive. President Boyd reported that the five pillars of the Strategic Plan have not changed. However, within each area the scope of certain goals/objectives may have been adjusted. He indicated that the team is still in the process of identifying metrics, some of which are dependent on year-end data that is not yet available.

President Boyd highlighted the Vision, Mission, and Values. He then provided an overview of the phases that have been identified for the development, implementation and monitoring of the strategic plan. He reported that the University is at the end of phase 1 (planning). The working group leads - Linda Martin (Enhancing Educational Excellence), Stacey Patterson (Expanding Research Capacities), Herb Byrd and Ashley Stokes (Fostering Outreach and Engagement), David Miller (Ensuring Workforce and Administrative Excellence), and Tiffany Carpenter and Carey Whitworth (Advocating for UT) - provided a review of the goals/objectives for each of the five pillars of the Strategic Plan.



Following the presentation, Board Chair Compton inquired as to whether the Board could anticipate metrics for the foundational element (Diversity and Inclusion). President Boyd indicated that each of the five pillars will incorporate diversity and inclusion.

#### **X. Consent Agenda**

The Chair outlined 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**

None.

#### **XII. Closing Remarks**

Chair Compton closed the meeting by reflecting on what was a very productive two-day period that saw the approval of a fifth UT campus, approval of the operating and capital budgets for the next year, the approval of a master affiliation agreement, the announcement of a transformative gift that will benefit the UT Martin campus, the comprehensive annual presidential review, and an update on the 5-year strategic plan for the UT System. He then highlighted items that have been identified for the Fall Meeting agenda. He encouraged everyone to consider receiving a vaccine against the COVID-19 virus, to be aware of their surroundings, and to continue to be safe.

#### **XIII. Adjournment**

With no further business to come before the Board, the Chair adjourned the meeting.

Respectfully Submitted,

A handwritten signature in blue ink that reads "Cynthia C. Moore".

---

Cynthia C. Moore  
Secretary and Special Counsel



### Approved Consent Agenda Items

- Minutes of Prior Meetings
- Statement of Commitment – Graduate Medical Education Program (2021-2026)
- Resolution Appointing a Managerial Group for U.S. Government Contracts
- Approval of Board Meeting Dates (2021-2022)
- Items from the Education, Research, and Service Committee
  - Grant of Tenure upon Initial Appointment
  - Grant of Tenure upon Early Consideration
  - Institutional Mission Profiles
  - Faculty Handbook Revisions, UTC
  - Honorary Degree Recommendation, UTK
  - New Academic Units
  - Academic Program Modifications
  - New Academic Programs
  - Diploma Guidelines
  - Authorization for Conferral of Degrees, 2021-22 Academic Year
- Items from the Finance and Administration Committee
  - UT Martin Master Plan Amendment
  - Ratification of Quasi-Endowments Created during FY 2020-21
  - Procedures Governing Compensation Increases during FY 2021-22
  - Highland Rim AgResearch and Education Center Transfer to City of Springfield (UTIA)
  - Milan AgResearch and Education Center Greenway Easement (UTIA)
  - UT Research Foundation/UT Research Park Lease Amendment
  - UT Research Foundation/UT Research Park Master Plan Update
  - Sale of Gift Property Below Appraised Value (UTSA)
  - FY 2021-2022 President Emeritus Agreement with Joseph E. Johnson

Attachments. Copies of the following documents are filed with the official minutes of this meeting.

- Presentations:
  - UTHSC – Update on Clinical Care
  - UT System Strategic Plan Update