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## THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

### EXECUTIVE COMMITTEE CHARTER

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#### PURPOSE

The Executive Committee oversees and monitors the work of the Board and its standing committees to promote effective and efficient exercise of the Board's fiduciary responsibilities.

#### POWERS AND RESPONSIBILITIES

##### **Power to Act for the Board**

The Executive Committee has the power to act for the Board on any matter when necessary between meetings of the Board. The minutes of the meeting shall reflect the facts and circumstances making it necessary for the Committee to act for the Board. The Secretary of the Board shall provide the agenda and supporting materials for each meeting of the Executive Committee to all members of the Board of Trustees in advance of the meeting.

##### **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;

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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 Committee.

2. Assessment of the President's performance and welfare on an annual 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.

### **Other Responsibilities**

Other responsibilities of the Executive Committee shall include the following:

1. Oversee and monitor the University's commitment to and compliance with the state's plans and objectives for higher education;
2. Oversee the strategic planning processes and monitor progress toward goals;
3. Monitor the effectiveness of the Board's committee structure;
4. Conduct a self-evaluation of the Board no less often than every four years and present a summary report of findings to the Board;
5. Oversee an effective orientation and continuing education process for Trustees; and
6. Other responsibilities as the Board deems necessary or advisable, subject to the approval of the Board.

### **MEMBERSHIP**

In accordance with state law, the Executive Committee shall be composed of five (5) voting members of the Board of Trustees. One of the members shall be the Chair of the Board, who shall serve ex officio as chair of the Committee. Committee members shall be appointed by the Board of Trustees at the Annual Meeting on the recommendation of the Chair of the Board. The Board shall strive to ensure that the Committee includes alumni from different University of Tennessee institutions. The term of appointment shall be two years, beginning July 1 of the first year and ending June 30 of the second year. If a vacancy occurs prior to expiration of the two-year term, the Chair of the Board shall appoint a voting member of the Board to fill the remainder of the term. If appointments or reappointments to the Board are pending at the end of the two-year term, the appointments shall continue beyond the end of the term until all vacancies on the Board

have been filled and the Board has made new standing committee and committee chair appointments.

The Secretary of the Board shall provide staff support for the Executive Committee.

## **MEETINGS**

### **Required Number, Call, and Location**

The Executive Committee shall meet as often as necessary to carry out its responsibilities but at least once annually. The Committee may meet in conjunction with regular meetings of the Board of Trustees, at stated times approved in advance by the Committee, or at any other time upon a call by the Chair of the Board (who also serves as the Committee Chair), the President, or the Secretary of the Board upon the written request of two members of the Committee. Committee meetings may be held at any location in the State of Tennessee.

### **Notice**

At least five (5) days' notice of meetings shall be given to all Committee members and all other members of the Board when feasible, but less notice may be given when there is a need for urgent action. Notice may be delivered by postal mail, courier, electronic mail, or facsimile transmission. If written notice is not feasible, by reason of urgency or other exigent circumstance, notice may be given by telephone.

As required by Tennessee Code Annotated § 8-44-103(a) and (b), adequate public notice of Executive Committee meetings shall be given. All meetings of the Committee shall be open to the public unless otherwise provided by the Tennessee Open Meetings Act or a judicially-recognized exception to the Act.

### **Agenda**

An agenda shall accompany the notice of every meeting of the Committee when feasible, but when not feasible, the notice shall state the purpose or purposes for which the meeting is called.

Development of the Committee agenda shall be the responsibility of the Committee Chair, in consultation with the President and the Secretary of the Board. The agenda shall list in outline form each matter to be considered at the meeting. The Committee may use a consent agenda in the manner provided by the Bylaws of the Board of Trustees. Items not set forth on the agenda or in the meeting notice may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the Committee.

## **Quorum**

A quorum shall be a majority (more than one-half) of the members of the Committee. The Chair of the Board, who is an ex officio, voting member of the Committee, shall be counted for quorum purposes only when present. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

## **Action of the Committee**

The action of a majority of the quorum of Executive Committee members present at any meeting shall be the action of the Committee, except as otherwise provided in the Bylaws of the Board of Trustees, Board policy, or statute.

## **Minutes**

The Secretary of the Board shall prepare minutes of all Executive Committee meetings, review the minutes with the Committee Chair, and provide the minutes to all Committee members and all other members of the Board before the next meeting of the Committee.