



THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

MINUTES OF THE EXECUTIVE COMMITTEE SPECIAL MEETING November 20, 2024

The Executive Committee of The University of Tennessee Board of Trustees met at 8:00 a.m. (EST) on Wednesday, November 20, 2024. 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.

Committee Members Present: John C. Compton, Board Chair; Decosta E. Jenkins; William (Bill) C. Rhodes III; Donald J. Smith; and Jamie R. Woodson.

Others in Attendance:

Trustees: Christopher L. Patterson; and T. Lang Wiseman.

University Officers: President Randy Boyd and Board Secretary and Special Counsel Cynthia Moore were present.

Ms. Moore announced the presence of a quorum. The meeting was webcast for the convenience of the University community, the general public, and the media.

Remarks of the Chair

Board Chair John Compton, who also serves as Chair of the Executive Committee, opened the special meeting and provided an overview of the action items on the agenda.

Approval of the Minutes of the Last Meeting

Chair Compton noted that the minutes of the September 13, 2024, meeting were included in the meeting materials (Tab 1). He asked for any corrections to the minutes. Hearing none, the minutes were accepted as presented.

Update and Recommendations of the President

President Boyd began his remarks by reminding the members of the Committee that Dr. Linda Martin will be concluding her service as Chancellor at the University of Tennessee Southern (UT Southern) at the end of the current academic year. Additionally, Dr. Steve Angle has announced that he will be concluding his service as Chancellor at the University of Tennessee at Chattanooga (UT Chattanooga) on December 31, 2024, and he will be serving in a full-time, tenured faculty position at UT Chattanooga. President Boyd indicated that he has appointed Dr. Robert Dooley as Interim Chancellor of UT Chattanooga, effective January 1, 2025.

Chancellor Searches - UT Chattanooga and UT Southern

President Boyd announced that he has determined that it is in the best interest of the University to proceed with an external, national search for filling each chancellor vacancy. He provided an overview of the timeline and key steps associated with the search process, which approach is consistent with the methodology used in connection with the University's most recent chancellor searches (UT Health Science Center and UT Martin). President Boyd will be naming the members of the search committees by the end of the year, with the work of the committees to start in January 2025. The goal is to have chancellor nominations to present to the Board for its consideration no later than the next, regularly scheduled Annual Meeting of the Board (end of June 2025). President Boyd stated that he has come to appreciate the value of having such a robust search process that includes representatives of various University constituent groups, including faculty, staff, students, alumni, and many others.

Title, Compensation, and Terms of Employment of a Former Officer

The second recommendation brought forward by President Boyd was for the title, compensation, and other terms of continued employment of Dr. Steve Angle as a faculty member. President Boyd highlighted advances made by UT Chattanooga under the leadership of Chancellor Angle - growth in enrollment, philanthropy, and campus improvements.

Members of the Committee expressed their support for the President's recommendation and expressed their gratitude to Dr. Angle for both his service as Chancellor of UT Chattanooga and his continued commitment to serving students.

Action Items

Chair Compton reminded the Committee members that by state law and the University's Bylaws, when the President deems it appropriate to fill a vacancy in a chancellor position by an external search, the search process, timeline, and statement of qualifications for the position must be presented to the Board for its consideration and approval. Upon motion duly made and seconded, a roll call vote was taken, and the Executive Committee, on behalf of the Board of Trustees, unanimously approved *Resolution 089-2024* approving the search process, timeline and statement of qualifications for each chancellor position (as presented in Tab 2 of the meeting materials).

Additionally, Chair Compton advised that, pursuant to the Bylaws, when a chancellor of the University retires or otherwise leaves office, the title, compensation, and other terms and conditions of any continued full-time employment by the University must be presented to the Board or the Executive Committee for approval before the employment can begin. If the officer holds tenure in an academic department and leaves office to assume full-time faculty duties, the Board of Trustees sets the faculty salary in accordance with the provisions of the Board Policy on Setting Faculty Salaries upon Conclusion of Administrative Appointments. However, in this instance, Dr. Angle's hire letter precedes

the date of the Board Policy. As such, the provisions of his original hire letter apply. As approved by the Board in 2013, following his administrative appointment, Dr. Angle's initial salary as a full-time tenured professor shall be set at 75% of his final base salary as chancellor. Upon motion duly made and seconded, a roll call vote was taken, and the Executive Committee, on behalf of the Board of Trustees, unanimously approved **Resolution 090-2024** approving the title, compensation, and other terms of employment for Dr. Steve Angle (as presented in Tab 3 of the meeting materials).

Other Business and Adjournment

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

Respectfully Submitted,

/s/Cynthia Moore

Cynthia C. Moore

Secretary and Special Counsel