

MINUTES OF THE EXECUTIVE AND GOVERNANCE COMMITTEE

The Executive and Governance Committee met on Wednesday, November 29, 2017, at Middle Tennessee State University. Chairman Steve Smith called the meeting to order at 9:36 a.m. Roll call was taken by Heidi Zimmerman and a quorum was present with the following Committee members in attendance: Steve Smith, Darrell Freeman and Chris Karbowskiak. Also present were Trustees Andy Adams, J.B. Baker, Pete DeLay, Joey Jacobs, Tony Johnston, and Lindsey Weaver. Alan Thomas, Vice President for Business and Finance; Andrew Oppmann, Vice President for Marketing and Communications; Bruce Petryshak, Vice President for Information Technology and Chief Information Officer; Mark Byrnes, Provost; Joe Bales, Vice President for University Advancement; Deb Sells, Vice President for Student Affairs and Vice Provost for Enrollment Management; and Heidi Zimmerman, University Counsel and Board Secretary were also in attendance.

Approval of Minutes. Trustee Freeman made the motion to approve the minutes from the September 12, 2017 meeting of the Executive and Governance Committee. Trustee Karbowskiak seconded that motion. A voice vote was taken and the motion to approve the minutes of the September 12, 2017 meeting of the Executive and Governance Committee carried.

President's Evaluation. Chairman Smith provided a status of the president's annual evaluation by stating that he sent copies of Dr. McPhee's self-assessment to each trustee for review and feedback. He will prepare a written synopsis of the trustees' responses and comments.

President's Compensation. Chairman Smith stated that he has contacted the Association of Governing Boards, of which MTSU is an institutional member, for assistance in evaluating presidential compensation. A proposal including a scope of services was provided, with AGB recommending Dr. Joseph Johnston as the consultant. There was vigorous and thoughtful debate on the topic of hiring a consultant to evaluate the president's

compensation package. Trustee Freeman questioned using taxpayer money to pay an outside consultant to do what could be done in-house. Trustee Karbowski agreed with Trustee Freeman on those points but stated that there was some logic in using an outside source because they needed to get a broader understanding of how institutions outside Tennessee are compensating their presidents. Trustee Johnston stated that valid data was needed to better understand the broader market. The cost for the outside consultant is a factor along with the institution's budget, but valid data is needed to make supportable decisions. Trustee Freeman pointed out that the Board will be asking the institution to make budget cuts while at the same time spending taxpayers' money on outside consultants and that this sent a mixed message to the campus. Trustees Baker and DeLay agreed with Trustee Johnston that the Committee needed to see where the market was. Trustee Freeman replied that TBR did a market data search and that staff had access to sufficient information that could be used to compare salaries paid to presidents at other institutions of higher education. Mr. Thomas confirmed that staff has access to comparative data. Trustee Karbowski was concerned about the currency of that data and any perception of undue influence on staff. Trustee DeLay indicated that the fee was a small price to pay to have an independent set of eyes look at this issue. After a lengthy discussion during which the cost of the service was debated, Trustee Karbowski made the motion to engage AGB as consultant for the scope of services as presented. Trustee Freeman seconded the motion. The motion to engage AGB for the scope of services as proposed passed unanimously. Further discussion after the vote was taken was to place a deadline for receipt of the report as the end of January 2018.

Board Policy Selection, Evaluation, and Retention of the President. Chairman Smith reminded the Committee that it approved policies at the previous Committee meeting for SACSCOC purposes, but that the Committee agreed to put this policy on the agenda for further review. Several revisions were discussed with Trustee Freeman making the motion that the policy be revised to incorporate those changes, and that the revised policy be brought back to the Committee at its next meeting. Those revisions are as follows: 1.) in the first line of Section 3, replace "the Board may set terms and conditions" with "the Board

shall set terms and conditions;" 2.) in Section 5, revise the first sentence of the second paragraph to state: "This review may, from time to time;" and, 3.) combine the elements of the annual and the periodic comprehensive evaluation so that a comprehensive evaluation occurs annually. Trustee Karbowski seconded the motion. The motion to revise the policy as specified and to review it at the next meeting of the Committee carried.

The meeting adjourned at 10:06 a.m.

Respectfully Submitted,
Executive and Governance Committee