

MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
MINUTES

The Middle Tennessee State University Board of Trustees met electronically on December 15, 2025, for a special called meeting.

Call to Order

Chairman Steve Smith called the meeting to order at 1:02 p.m.

Roll Call

Board Secretary James Floyd called the roll. The following trustees were in attendance: J.B. Baker, Tom Boyd, Pete DeLay, Jimmy Granbery, Bill Jones, Kari Neely, Steve Smith, Christine Vanek, Chad White, and Michai Mosby. Consistent with Tennessee Code Annotated § 8-44-108(c)(3), the trustees were asked and responded in the affirmative that they could hear clearly and confirmed that no one else was in their location. A quorum was declared. Trustee John Floyd and Trustee Michael Wade were absent.

President Sidney A. McPhee and Kim Edgar, Executive Assistant to the President and Chief of Staff, also participated electronically in the meeting.

Approval of Proposed Board Bylaws Revision – Action

The sole action item on the agenda was approval of the proposed revision to the Board Bylaws. Board Secretary Floyd provided the board members with proposed revisions to the MTSU Board of Trustees Bylaws on December 5, 2025.

Board Secretary Floyd summarized the revisions, stating that they are needed to bring the Board Bylaws into compliance with T.C.A. § 49-8-201, which was recently amended during the last session of the General Assembly, and to reflect that the Board meets accreditation

governance standards. In particular, Article 4, Membership Officers of the Board, is amended to align the composition of the Board of Trustees, the terms of office, and the conditions of membership with state law. Board Secretary Floyd noted that there is also a technical, grammatical edit in Article 5.6.

Lastly, Article 8, Meetings of the Board, is amended to specify that the quorum for the Board to conduct business is six (6) voting members, rather than five (5). Board Secretary Floyd clarified that the University is currently undergoing its reaccreditation process and that, as part of that review, an assessment of our governance principles is underway. He noted that the Board Bylaws state that, at present, five (5) members constitute a quorum; however, with the state law change in Board membership to twelve (12), six (6) members now constitute a quorum. Board Secretary Floyd shared that the Board has been operating its meetings under the six (6) member quorum requirement since the amendment of the state law. The Board Bylaw revision will ensure that the Board operates in compliance with accreditation standards and specifically incorporate in writing our compliance with state law.

As background, Board Secretary Floyd also advised that Article 10 provided that the Bylaws may be modified by amendment at any special meeting called for that purpose, provided a two-thirds (2/3) vote of the Board members is obtained.

Motion

Trustee DeLay motioned to approve the revisions to the board bylaws, and Trustee Vanek seconded the motion. A roll call vote was taken, and the motion to approve the action item carried unanimously.

Chairman Smith observed that special meetings are the exception, and Board Secretary Floyd advised that this meeting was needed because steps in the reaccreditation process will occur in February, prior to the next board meeting.

Adjournment

Chairman Smith adjourned the meeting at 1:11 p.m.

Respectfully submitted,

A handwritten signature in blue ink, reading "James C. Floyd". The signature is written in a cursive style with a large, stylized "F" and "L".

James Floyd, Board Secretary and University Counsel