MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

EXECUTIVE AND GOVERNANCE COMMITTEE
MINUTES

The Executive and Governance Committee met on Tuesday, May 19, 2026.

Call to Order and Opening Remarks

Chairman Steve Smith called the meeting to order at 10:59 a.m.

Roll Call

Chairman Smith asked Board Secretary James Floyd to call the roll. Trustee Tom Boyd participated in the meeting electronically. Consistent with Tennessee Code Annotated § 8-44-108(c)(3), he was asked and responded in the affirmative that he could hear clearly and confirmed that no one else was in his location. Chair Smith and Vice Chair Vanek were present. A quorum was declared. Also present were Trustees: J.B. Baker, Pete DeLay, John Floyd, Jimmy Granbery, Bill Jones, Kari Neely, and Michael Wade.

Also present were Dr. Sidney A. McPhee, President; Joe Bales, Vice President for University Advancement; Dr. Mark Byrnes, Provost; Andrew Oppmann, Vice President for Marketing and Communications; Yvette Clark, Vice President for Information Technology and Chief Information Officer; Drew Harpool, Vice President for Business and Finance; Danny Kelley, Interim Vice President for Student Affairs and Dean of Students; Brenda Burkhart, Interim Chief Audit Executive; Keith Huber, Lt. Gen. (Ret.); and James Floyd, Vice President for Legal Affairs and Board Secretary.

Approval of Minutes

The first agenda item was approval of the minutes of the November 11, 2025, meeting of the Executive and Governance Committee. A motion to approve the minutes was made by Vice Chair Vanek and seconded by Trustee Boyd. A roll call vote was taken, and the motion to approve the minutes of the November 11, 2025, meeting of the Executive and Governance Committee passed unanimously.

<u>Revision to Policy 103 Free Speech on Campus – Action</u>

Board Secretary Floyd explained that in accordance with Tennessee Public Acts, Chapter 831, this revision updates MTSU Policy 103 Free Speech on Campus to affirm the University's commitment to protect free and open expression. In summary, the required statement clarifies that the University may not suppress speech based on offense or disagreement, recognizes only narrow, lawful limits on expression, and affirms the University's and its community members' responsibility to preserve open debate while prohibiting obstruction of others' expressive rights.

Chair Smith highlighted the importance of the policy, recalling Howard Baker's famous guiding philosophy of listening to others with an open mind. He also noted that the Board unanimously passed the Chicago Principles, which remains the leading free speech document in the country – something few public institutions have done.

A motion to approve the revision to Policy 103 Free Speech on Campus was made by Chair Smith and seconded by Vice Chair Vanek. A roll call vote was taken, and the motion to approve the revision to Policy 103 Free Speech on Campus passed unanimously.

<u>Institutional Mission Profile – Action</u>

Vice Provost for Planning and Effectiveness, Mary Hoffschwelle, explained that T.C.A. §49-8-101(d) requires the institution to annually submit its institutional mission profile to the Tennessee Higher Education Commission for review. On April 17, 2026, the University Planning Committee considered revisions to the University's mission profile. She explained that, once approved by the Board, the University will report on changes to the mission profile to THEC in fulfillment of this statutory requirement.

The goal is not to replace or repeat our Institutional Mission Statement, but rather it is a THEC specific document that the commission uses to understand what is distinctive about each institution's degree programs, student population, learning, research, and public service. THEC uses mission profiles when considering the outcomes-based funding formula priorities and additional processes, such as the capital outlay review.

A motion to approve the Institutional Mission Profile was made by Vice Chair Vanek and seconded by Trustee Boyd. A roll call vote was taken, and the motion to approve the Institutional Mission Profile passed unanimously.

Legislative Update – Information

Government Relations Liaison Bill Ketron provided an overview of recent legislative actions affecting higher education, including state appropriations, funding opportunities, and compliance requirements.

Mr. Ketron reported that the Governor has called a special legislative session on congressional reapportionment, resulting in Rutherford County being represented by two members of Congress during the transition to the new congressional district.

He highlighted key components of the State's $58.3 billion FY 2026-27 budget, including increased funding for K-12 education, teacher salary enhancements, and educational freedom scholarships. In higher education, the University of Tennessee, Knoxville received funding for a new medical facility in Memphis, while MTSU was appropriated $5 million for the IBM X-Force Cyber Range.

Mr. Ketron noted that IBM selected MTSU as the only institution in Tennessee to host a cyber range, citing the strength of the University's cybersecurity program and its location in Middle

Tennessee. The facility is expected to support workforce development and generate revenue through training opportunities for students, educators, and private-sector professionals.

MTSU did not receive funding for the proposed Civil Leadership and Applied Humanities Building or the QRISE initiative. However, Mr. Ketron reported that the University may have opportunities to compete for a portion of remaining state funds earmarked for advanced technology initiatives, including quantum networking projects associated with Oak Ridge National Laboratory.

Mr. Ketron also summarized several recently enacted laws affecting higher education, including legislation related to faculty tenure and discipline, THEC's governance and funding metrics, immigration status reporting requirements, and guidance on implementing the Divisive Concepts Act. He noted that these measures reflect increased state oversight of public higher education institutions.

In response to a question from Trustee Baker, Dean Joyce Heames of the Jennings A. Jones College of Business clarified that the IBM X-Force Cyber Range will not be limited to IBM technology. Through IBM partnerships and additional industry collaborations, including discussions with Dell, students and program participants will gain experience with a broad range of cybersecurity platforms and tools. Dean Heames also observed that MTSU's cybersecurity and quantum initiatives position the University favorably for future state funding opportunities.

<u>Presidential Search Update – Information</u>

Chair Smith shared that Board Secretary Floyd initially reviewed more than fifty (50) search firms for the committee's consideration in directing our presidential search. Of those firms, the committee met twice to narrow the prospective search firms down to five (5) or six (6) finalists with whom we will meet in person on Tuesday, May 26, and Wednesday, May 27. The finalists consist of both local and national firms, and each has a very similar recruiting process.

Chair Smith explained that the selected search firm will typically receive one-third (1/3) of the president’s first year's salary. One of the requirements for candidates is that they have previously conducted an executive search for a president position similar to ours in the last two (2) years. All of the finalists are either in the process of completing a search or have recently completed one at a university of our stature. Chair Smith clarified that while the search is progressing nicely, there is no rush to meet an arbitrary deadline if the right person has not been identified. The expectation is that this opening will attract high-caliber candidates, including sitting presidents at other universities.

Chair Smith noted the important role that Kim Edgar, Chief of Staff, has played in coordinating schedules with all parties involved. Both Chair Smith and Vice Chair Vanek thanked and acknowledged Board Secretary Floyd's work in compiling and reviewing the search firms and providing feedback and guidance to the board. The presidential search process is dictated by state statute, and Mr. Floyd has done a great job of ensuring compliance. Vice Chair Vanek also noted that all the candidates have provisions in their proposals to include input from the various communities MTSU serves. She emphasized that the committee and board are committed to an open, transparent process and to constituent engagement.

Motion for Recess

A motion to recess until after the conclusion of the Audit and Compliance Executive Session was made by Vice Chair Vanek and seconded by Chair Smith. A roll call vote was taken, and the motion to recess until after the conclusion of the Audit and Compliance Executive Session passed unanimously.

Motion to Amend the Executive and Governance Agenda

Upon the reconvening of the Executive and Governance Committee, Vice Chair Vanek observed that the committee may act on behalf of the board in between regular board meetings on urgent matters.

A motion to amend the Executive and Governance Committee agenda was made by Vice Chair Vanek and seconded by Trustee Boyd. A roll call vote was taken, and the motion to amend the Executive and Governance Committee agenda passed unanimously.

<u>Review of Independent Investigation – Information</u>

Vice Chair Vanek asked whether there were any objections to allowing trustees who were not members of the Executive and Governance Committee to participate in the discussion. By unanimous consent, all trustees were permitted to share their perspectives on the matter.

Vice Chair Vanek summarized the allegations and the investigation. Vice Chair Vanek reported that the Board had received notice of a complaint filed by a University employee alleging that the President had violated University policies. Consistent with its responsibilities and established procedures, the Board engaged independent external counsel to conduct a thorough and impartial investigation. The law firm of Ogletree Deakins was selected to conduct the investigation. The investigation was conducted with due regard for the privacy and confidentiality interests of all individuals involved. However, to meet its obligation to address discrimination, retaliation, or harassment claims against the President, the board had to publicly assess the investigation's findings.

The independent investigator reviewed relevant documents, interviewed witnesses, analyzed the allegations, and applied the appropriate legal and policy standards. The engagement of independent external counsel preserved objectivity and led to an impartial, thorough fact-finding process as presented to the board. The investigation included a chronology of relevant facts, an analysis of the allegations, and conclusions based on the objective critical analysis of the facts and witness credibility. After a comprehensive review of the record under the preponderance of the evidence standard, the investigator concluded that the allegations were not substantiated and found no basis for a violation of MTSU Policy 26 or MTSU Policy 27.

Following its thorough review and discussion of the investigative report, the Board concurred with the investigator's findings and recommendations. Vice Chair Vanek moved that the Board accept the report and its conclusions, finding that the evidence did not support a determination of responsibility under the applicable University policies and that no sanctions were warranted.

<u>Accept Independent Investigation Report – Action</u>

A motion to accept the independent investigation report was made by Vice Chair Vanek and seconded by Chair Smith. A roll call vote was taken, and the motion to accept the independent investigation report passed unanimously. Board Secretary Floyd will notify the complainant and respondent of the board's decision.

Before the vote, Vice Chair Vanek asked Board Secretary Floyd to note the perspectives of the non-committee members. In response to Secretary Floyd's questions on whether they agree or disagree with accepting the independent investigation report, the following indicated their agreement: Trustees J.B. Baker, Pete DeLay, John Floyd, Jimmy Granbery, Bill Jones, Kari Neely, and Michael Wade.

<u>State Budget - Discussion</u>

Trustee Granbery clarified earlier discussion regarding state budgeting and the $300 million allocation to the University of Tennessee in Memphis, noting his understanding that the funding was supported through state bonding, a financing approach Tennessee has recently expanded.

Chair Smith commented that Memphis's financial challenges have resulted in the region receiving priority consideration for funding over Middle Tennessee in the near term.

Vice President Drew Harpool explained that the state began financing more capital projects through bonding last year rather than relying primarily on pay-as-you-go funding.

The meeting adjourned at 12:28 p.m.

Respectfully submitted,

Executive and Governance Committee