

MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
MINUTES

The Middle Tennessee State University Board of Trustees met on June 8, 2021, in the Miller Education Center Meeting Room at Middle Tennessee State University.

Call to Order and Pledge of Allegiance

Board Chair Steve Smith called the meeting to order at 1:00 p.m. Lt. Gen. (Ret.) Keith Huber led the Pledge of Allegiance.

Introduction of Student Veteran

Gen. Huber introduced Army Staff Sergeant, Lisa Kiss. Sgt. Kiss entered the Army in 1995 and served as a technician of explosive ordinance disposal. After active duty, she remained as a contractor in bomb disposal in Iraq, Guam, and Puerto Rico. For the last seven years, she has served as Davidson County Veterans Service Officer and also for the nonprofit Operation Stand Down, which seeks to address veteran homelessness. Sgt. Kiss stated that MTSU has cultivated a reputation of being very veteran friendly, leading her to choose to complete her Bachelor's Degree here at MTSU. She expects to graduate in May 2022.

Introduction of Guest - Dr. Lisa Piercey, Commissioner, Tennessee Department of Health

Dr. McPhee introduced Dr. Lisa Piercey, Commissioner of Health for the State of Tennessee and spoke of his working relationship with Dr. Piercey throughout the COVID-19 pandemic including participation in a COVID-19 forum at the White House. Dr. Piercey spoke of the special team at MTSU, including Student Health Services and clinical staff. She also commented that Student Trustee Delanie McDonald had done an amazing job with her remarks during a forum at the White House. Dr. Piercey concluded by thanking the Board of Trustees and University for their efforts and stated that the University's COVID-19 response has been an example to the nation.

President's Opening Comments

Dr. McPhee informed the Board that Dr. Tibor Koritsanszky, Professor in the Department of Chemistry, passed away suddenly on June 2, 2021 following an auto accident. Professor Koritsanszky was an internationally-recognized expert in computational chemistry and x-ray-based structural analysis of molecular crystals. He was a member of the Computational Sciences Ph.D. program, and he taught a diverse array of classes ranging from general education courses in Physical Science to doctoral-level courses in Computational Sciences. He was admired and loved by students and faculty alike for his outstanding intellect, his quiet wisdom, his dry wit, and his kind heart. Dr. McPhee requested that the University keep Dr. Koritsanszky's family in our thoughts and prayers.

Roll Call

Acting Board Secretary Jeff Farrar called the roll. The following trustees were in attendance: J.B. Baker, Tom Boyd, Pete DeLay, Darrell Freeman, Joey Jacobs, Chris Karbowiak, Mary Martin, Stephen Smith, Pam Wright, and Delanie McDonald. A quorum was declared.

President Sidney A. McPhee; Mark Byrnes, University Provost; Joe Bales, Vice President for University Advancement; Bruce Petryshak, Vice President for Information Technology and Chief Information Officer; Deb Sells, Vice President for Student Affairs and Vice Provost for Enrollment and Academic Services; Alan Thomas, Vice President for Business and Finance; Andrew Oppmann, Vice President for Marketing and Communications; Brenda Burkhart, Chief Audit Executive; Jeff Farrar, Associate University Counsel and Acting Board Secretary; and, Kim Edgar, Executive Assistant to the President and Chief of Staff, were also in attendance.

Approval of April 6, 2021 Meeting Minutes – Action

The first agenda item was approval of the minutes from the April 6, 2021 Board Meeting. Trustee DeLay made the motion to approve the minutes from the April 6, 2021 meeting, and Trustee Freeman seconded the motion. A voice vote was taken and the motion to approve the minutes from the April 6, 2021 meeting of the Board passed unanimously.

Committee Report: Academic Affairs, Student Life, and Athletics

Committee Chair Pam Wright reported that the Academic Affairs, Student Life, and Athletics Committee met on May 25, 2021. The Committee approved the minutes from the March 16, 2021 meeting. The Committee report contained two (2) action items, unanimously approved by the Committee, for the Board's consideration. Several information items were also presented. Materials outlining these actions were made available for review prior to the Board meeting and were contained in the Board notebooks.

Approval of Tenure and Promotion Candidates – Action

Provost Mark Byrnes presented tenure and promotion candidates for approval by the Board. Faculty members applied for tenure and/or promotion in September 2020 and have been reviewed by their department chair/school director, department/school committee, college committee, college dean, provost, and president, as stipulated by MTSU Policies 204 Tenure and 205 Promotion of Tenured and Tenurable Faculty, and their respective college and department policies. The President and University Provost recommend they be granted tenure and/or promotion effective August 1, 2021. The Committee unanimously approved 22 candidates recommended for tenure and 38 candidates for promotion.

Board Priority Consistent with Strategic Plan – Action

Trustee DeLay made a motion to make the MTSU Board of Trustees' number one priority, consistent with the strategic plan, to increase the graduation rate of the entire University over the coming five years. Trustee Freeman seconded the motion. The motion passed unanimously.

Informational Items

Informational items brought before the Committee included updates on application and enrollment activity, athletics, diversity, student success initiatives, closing the achievement gap, and the financial impact of non-returning students.

Motion

Trustee Baker made the motion to approve the action items recommended by the Committee and Trustee Freeman seconded the motion. A voice vote was taken and motion carried.

Vice Chair Freeman stated that Dr. Byrnes responded to his question of diversity in the tenure and promotion candidates. Vice Chair Freeman said he is able and willing to help to improve diversity in tenure and promotion candidates.

Committee Report: Audit and Compliance Committee

Committee Chair Pete DeLay reported the Audit and Compliance Committee met on May 25, 2021. The Committee approved the minutes from its March 16, 2021 meeting. The Committee report contained three (3) action items, unanimously approved by the Committee, to be considered and voted on by the Board. Several information items were also presented. Materials outlining these actions were made available for review prior to the Board meeting and were contained in the Board notebooks.

Revision to Policy 25 Equal Opportunity, Affirmative Action, and Nondiscrimination – Action

The proposed revisions to Policy 25 Equal Opportunity, Affirmative Action, and Nondiscrimination were drafted to reflect the adoption of MTSU Policy 29 Title IX Compliance and to update job titles and terminology. The policy revision passed unanimously.

Review and Approval of the Audit and Compliance Committee's Charter – Action

T.C.A. Title 4, Chapter 35 requires state governing boards that are responsible for the preparation of financial statements to have an audit committee and the audit committee must have a charter that is approved by the Comptroller of the Treasury. The MTSU Audit and Compliance Committee Charter in Section IV.G.1. requires a review of the charter every four years or as needed to assess the adequacy of the charter. Any proposed changes need the approval of the Board and the Comptroller of the Treasury. The current charter is dated September 12, 2017. The charter has been reviewed for compliance with state law and the

Comptroller of the Treasury's Guidelines for Audit Committee Charters. There are no proposed revisions to the current Audit and Compliance Committee Charter other than to update the signatures to the current Chair of the committee. The Committee approved the Charter unanimously.

Review and Approval of the Audit Charter for the Audit Office – Action

The *International Standards for the Professional Practice of Internal Auditing (Standards)* requires, "The purpose, authority, and responsibility of the internal audit activity must be formally defined in an internal audit charter, consistent with the Mission of Internal Audit and the mandatory elements of the International Professional Practices Framework (the Core Principles for the Professional Practice of Internal Auditing, the Code of Ethics, the *Standards*, and the Definition of Internal Auditing.) The chief audit executive must periodically review the internal audit charter and present it to senior management and the Board for approval. The Audit Charter presented for approval is the same charter approved in May 2017 when MTSU's governance changed to the Board of Trustees. The charter has been reviewed for compliance with state law, MTSU Policy 70 Internal Audit, and the *Standards* with no proposed revisions except to update the signatures to include the current Chair of the Audit and Compliance Committee. The Committee approved the Charter unanimously.

Informational Items

Informational items brought before the Committee included a report on the independence of the Chief Audit Executive and a quarterly report of results of internal audit reports.

The Committee went into executive session to discuss audits and investigations.

Motion

Trustee Freeman made the motion to approve the action items recommended by the Committee and Trustee Wright seconded the motion. A voice vote was taken and the motion to approve the action items carried.

Committee Report: Executive and Governance Committee

Trustee Freeman reported that the Executive and Governance Committee met on May 25, 2021. The Committee approved the minutes from its March 16, 2021 meeting. The Committee report contained two (2) action items, unanimously approved by the Committee, to be considered and voted on by the Board. Materials outlining the action items were made available for review prior to the Board meeting and were contained in the Board notebooks.

Proposed Policy Revision to Board of Trustees Policy: Board Committees – Action

The Southern Association of Colleges and Schools Commission on Colleges requires that a governing board “defines and regularly evaluates its responsibilities and expectations” (Standard 4.2.g. Board Self-Evaluation). The University’s compliance certification report for reaffirmation of accreditation must explain how the MTSU Board of Trustees meets the requirement, supported by evidence such as Board policies and procedures, minutes of meetings, schedules for self-evaluation, and reports on findings from those evaluations. The proposed change will clarify the Executive and Governance Committee’s responsibility for a regular schedule of Board self-evaluation and use of evaluation results for improvement. The Committee unanimously approved this policy revision.

Proposed New Board of Trustees Policy: Requests to Address Board of Trustees – Action

Board Bylaws Section 8.d.4. permits anyone wishing to address the Board to submit a written request to do so at least seven (7) days prior to the scheduled Board meeting. At the April 6, 2021 Board of Trustees meeting, several Trustees expressed that the Board needed procedures for considering and fulfilling such requests. Proposed Board Policy, Requests to Address Board of Trustees, sets forth procedures for such requests including a procedure for making such requests; a listing of permissible subjects; time allocation for speakers; and other matters. The

Committee unanimously approved this new policy.

Informational Items

Informational items brought before the Committee included a presentation on general parliamentary rules.

Motion

Chairman Smith made the motion to approve the action items recommended by the Committee and Trustee Freeman seconded the motion. A voice vote was taken and motion carried.

Committee Report: Finance and Personnel Committee

Trustee Jacobs reported that the Finance and Personnel Committee met on May 25, 2021. The Committee approved the minutes from its March 16, 2021 meeting. The Committee report contained six (6) actions items, unanimously approved by the Committee, to be considered and voted on by the Board. Information items were also presented. Materials outlining these actions were made available for review prior to the Board meeting and were contained in the Board notebooks.

Permanent Appointment of the University Counsel – Action

Policy 808 Compensation Reporting and Approvals requires the appointment and salary recommendation of Vice Presidents or other executives reporting directly to the President be approved by the Board of Trustees. President McPhee requested approval to appoint Mr. James Floyd as University Counsel, as well as seeking approval of the salary requested. The Committee unanimously approved this new appointment. Dr. McPhee introduced Mr. Floyd who thanked everyone for the opportunity to serve as University Counsel.

Capital Disclosures – Action

In accordance with THEC Policy 4.0.6C, concerning disclosure of projects funded through bonds, gifts, grants, or local funds, MTSU plans to submit one project, the Campus Quadrangle Improvements, as part of the FY 2022/2023 MTSU Capital Budget Request. This disclosure is to replace the Campus Quadrangle Site Improvements that is currently disclosed but will expire July 2022. On May 14, 2021, MTSU disclosed another project, the College Heights Renovation project, to THEC via quarterly disclosure to be included in the FY 2021/2022 MTSU disclosure list. This proposed project will serve the University Police Department by renovating space to accommodate a police training simulator and provide office space for emergency management and police personnel. Disclosure of a capital project is the first step in the project approval process and indicates an institution is considering a large-scale project investment but does not obligate the University to carry out the work identified. The Committee unanimously approved the Capital Disclosures as presented.

Capital Maintenance Projects Submittal - Action

The Board of Trustees is charged with approving the Capital Maintenance Project requests for MTSU for FY 2022/2023 in conjunction with instructions received from THEC. These requests include Capital Maintenance requests for eight (8) projects for FY 2022/2023 totaling \$11,798,000 and a Summary of Capital Maintenance potential project requests for four additional years, FY 2023/2024 through FY 2026/2027. The Committee unanimously approved this Capital Maintenance Projects Submittal.

Tuition, Fees, and Housing Rates Approval - Action

The University is proposing a 1.99% increase in tuition for all students, which complies with THEC's binding range of 0 – 2.0%. The University is recommending an additional 3% increase in graduate tuition. In addition to tuition, materials were also provided for both mandatory and nonmandatory fee requests as well as housing rates. Nonmandatory fees and housing rates are only subject to approval by the MTSU Board of Trustees. The total impact of the combined increase in undergraduate tuition and mandatory fees is a 1.78% increase on students taking 15 hours, which complies with THEC's total guidance of 0 – 2.0%.

By Tennessee law (T.C.A. § 49-7-1603), MTSU is required to give public notice of proposed increases to tuition and mandatory fees charged to in-state undergraduate students at least fifteen days prior to holding a public meeting to adopt the increases. The public comment period ran from May 21, 2021 through June 5, 2021 at 4:30 p.m. CDT. All public comments received were collected and provided to Board members prior to the meeting. MTSU appreciates the perspectives provided in the comments and has given careful consideration to the impact that any increase will have on student affordability.

The Committee unanimously approved this recommendation for tuition, fees, and housing rates as presented.

Compensation - Action

Policy 808 Compensation Reporting and Approvals requires the Board of Trustees to approve salary increases of MTSU employees. The Governor's budget provided \$1.1 million in non-recurring funding for the creation of a 2.0% salary pool covering the period from January 1, 2021 through June 30, 2021. The Committee approved a one-time bonus equivalent to six months of a 2% salary increase or \$500, whichever is greater, for regular employees, both full and part-time, on the payroll as of December 31, 2020. The bonus will be calculated based on the annual salary as of May 31, 2021 and paid in the June 2021 payroll. The estimated cost of this bonus is \$1.7 million including benefits. A recommendation for other recurring salary pools provided in the Governor's Budget will be presented to the Finance and Personnel Committee at the August 2021 meeting. The Committee unanimously approved this compensation plan as presented.

Approval of Operating Budgets - Action

Under the FOCUS Act, the Board of Trustees is charged with approving the operating budgets and setting the fiscal policies for MTSU. The Estimated Budget is the final budget for any given fiscal year and allows the University to reflect any adjustments needed for spring enrollment, additional funding provided through state appropriations, and other miscellaneous

adjustments. The Proposed Budget is the base budget for the upcoming fiscal year and is based on including 1.5% of the approved 1.78% tuition and mandatory fee increase, salary and operating appropriation increases approved by the General Assembly for 2021/2022, and a stable enrollment. Both the 2020/2021 Estimated Budget and the 2021/2022 Proposed Budget were unanimously approved by the Committee.

Informational Items

Informational items were presented that included an overview of capital outlay project requirements.

Motion

Trustee Freeman made the motion to approve the action items recommended by the Committee and Trustee Boyd seconded the motion. A voice vote was taken and motion carried.

Student Trustee McDonald made a recommendation that in the future, MTSU explain in greater detail the purpose of the tuition increase, that it is an annual increase, and that it is a trade-off to either increase tuition or cut services. After reading the public comments, she feels more transparent and detailed information would answer questions that many have asked.

Recognition of Student Trustee – Information

Chairman Smith and President McPhee recognized Trustee Delanie McDonald for her service as the MTSU Student Trustee. Both stated that Trustee McDonald did a remarkable job in representing the students of MTSU over her one-year term as Student Trustee. The Board wishes her the very best as she continues to pursue her graduate studies at MTSU.

Appointment of Student Trustee – Action

Article 4.5 of the Bylaws provides for a one-year appointment for the student representative to the Board of Trustees. The expiration of Trustee McDonald's term requires the appointment of a new Student Trustee. Dr. McPhee gave a summary of the selection process for Student Trustee, which is managed by the Office of the Vice President for Student Affairs and the Student Government Association. Three finalists were selected and their applications were sent to the Office of the President for review. Based on this review, Dr. McPhee recommended Ms. Gabriela Jaimes to the Board as the next Student Trustee. Ms. Jaimes is a Communication Studies major and has served as the President of the MTSU Communication Studies Club. She has also worked as a volunteer with the Juvenile Diabetes Foundation and with Borderless Arts Tennessee, which involves young people with disabilities in exploring the Arts.

Trustee Freeman made the motion to accept the recommendation of Ms. Gabriela Jaimes as the student representative for the MTSU Board of Trustees and Trustee Delay seconded the motion. A voice vote was taken and the motion passed unanimously.

Trustee Jaimes thanked everyone for the opportunity to serve as student trustee.

Recognition of Faculty Trustee – Information

Chairman Smith announced this was Trustee Martin's final meeting as the Board's Faculty Trustee and commended Trustee Martin as being an outstanding representative of her peers. Trustee Martin thanked everyone for the opportunity to serve the past two years as Faculty Trustee.

Appointment of Faculty Trustee - Information

Dr. McPhee introduced Dr. Rick Cottle to the Board of Trustees as the new Faculty Trustee selected by the University Faculty Senate. Dr. Cottle is a 25+ year textile/apparel industry veteran who earned a B.S. in Textile Technology from Auburn University in 1984, an MBA from University of Phoenix in 2003, and a Ph.D. in Consumer Affairs from Auburn University in 2012. Dr. Cottle joined MTSU's College of Behavioral and Health Sciences in 2013 and teaches a broad

spectrum of topics within the textile/apparel industry. Dr. Cottle's research focuses on Three-Dimensional (3D) Body Scanning as it pertains to the fit of apparel items to the human body. He is also a board member of the Rutherford County Arts Alliance, Mainstreet Murfreesboro, Nashville Fashion Alliance, and Nashville Fashion Week. Dr. Cottle thanked everyone for the opportunity to serve as Faculty Trustee.

Report of the President

Covid-19 Update

Dr. McPhee gave an update on the removal of campus mandates for the wearing of masks, maintaining social distancing, and observing modified room capacities. He noted, however, masks will still be required on campus public transportation, such as Raider XPress, and for symptomatic patients in our Student Health Services facility. Given the ready supply of vaccine available to the campus, as well as throughout the state and nation, members of our community can make informed and individual choices about their health and safety, including appropriate actions and measures they should take to protect themselves from COVID-19.

Summer and Fall Enrollment

Dr. McPhee reported that summer classes are underway along with multiple new student orientation sessions. University administration is continuing to monitor enrollment numbers and faculty and staff are preparing to be back in their classrooms and anxiously waiting to welcome students for the first day of class on August 23.

Update from Information Technology

At the request of Trustees Baker and Delay, Dr. McPhee invited Bruce Petryshak, Vice President of Information Technology and Chief Information Officer, to give a brief overview on MTSU strategies regarding cyber security. Mr. Petryshak gave a high level summary of IT security including a unified threat management that involves various layers of IT security.

Trustee Karbowski asked if cyber security training could be mandated. VP Petryshak replied that we will have to eventually mandate with repercussions for not taking the training per audit suggestions.

Adjournment

Chairman Smith adjourned the meeting at 2:30 p.m.

Respectfully submitted,



Jeff Farrar

Acting Board Secretary