

MIDDLE TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

MINUTES

The Middle Tennessee State University Board of Trustees met on September 12, 2023, in the Miller Education Center Meeting Room at Middle Tennessee State University.

Call to Order and Pledge of Allegiance

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

Introduction of Student Veteran

General Huber introduced Mr. Ben Thompson, a Navy Veteran. General Huber shared that Mr. Thompson started his adult life in the electronics field before deciding to enlist into the US Navy. He would serve in Desert Shield, Desert Storm, as an infantry corpsman attached to the 3rd Marine Division, helping liberate Kuwait. He served eight years before deciding to transition to the communication and electronics industry. This industry served Mr. Thompson well until the pandemic. At this point, Mr. Thompson resumed his educational pursuits which ultimately led him to transfer from Nashville State Community College to MTSU in the Summer 2022. He intends to graduate in December of 2024 with a degree in Concrete Industry Management. Mr. Thompson expressed that his military experience has been instrumental in shaping who he is today. He also voiced his thanks to the Daniels Center for its support and to the individuals who so willingly work to assist him and other veterans.

Roll Call

Board Secretary James Floyd called the roll. The following trustees were in attendance: J.B. Baker, Tom Boyd, Pete DeLay, Bill Jones, Mary Martin, Chris Karbowskiak Vanek (REMOTE VERIFIED), Pam Wright, and Molly Mihm. A quorum was declared.

President Sidney A. McPhee; Mark Byrnes, University Provost; Joe Bales, Vice President for University Advancement; Yvette Clark, Vice President for Information Technology and Chief Information Officer; Sarah Sudak, Interim Vice President for Student Affairs and Dean of Students; Alan Thomas, Vice President for Business and Finance; Andrew Oppmann, Vice President for Marketing and Communications; Diane Snodgrass, Interim Chief Audit Executive; James Floyd, University Counsel and Board Secretary; and Kim Edgar, Executive Assistant to the President and Chief of Staff, were also in attendance.

Approval of June 23, 2023, Meeting Minutes – Action

Trustee Delay made the motion to approve the minutes from the June 23, 2023, meeting, and Trustee Wright seconded the motion. A roll call vote was taken, and the motion was approved unanimously.

Committee Report from the Academic Affairs, Student Life and Athletics Committee

Committee Chair Pam Wright reported that the Academic Affairs, Student Life, and Athletics Committee met on August 15, 2023. The Committee approved the minutes from the May 23, 2023, meeting. The Committee report contained one action item, which was unanimously approved for the Board's consideration. Information items included an enrollment report and an athletics update. Materials outlining this action were made available for review prior to the Board meeting and were contained in the Board notebooks.

Department Merger - Action

A proposal to merge the Department of Global Studies and Human Geography and the Department of Political Science and International Relations was presented by Provost Mark Byrnes. The combined department will be named Political and Global Affairs effective May 13, 2024.

Motion

Trustee Boyd made the motion to approve the action item recommended by the Committee and Trustee Martin seconded the motion. A roll call vote was taken and the motion to approve the amendment action item was carried unanimously.

Committee Report from The Audit and Compliance Committee

Committee Chair Tom Boyd reported that the Audit and Compliance Committee met on August 15, 2023. The Committee approved the minutes from its May 23, 2023, meeting.

The Committee report contained two (2) 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.

Annual Report for Audit and Consulting Services – Action

TCA 49-14-102, the MTSU Board of Trustees Bylaws, and Policy on Board Committees require that an annual comprehensive report on the internal audit function be submitted for the Committee's review. The Annual Report for Audit and Consulting Services was submitted and reviewed. In addition, Policy 70 Internal Audit requires approval of the audit plan by the Audit and Compliance Committee. Diane Snodgrass, Interim Chief Audit Executive presented the Internal Audit Plan for Fiscal Year 2024. The Committee unanimously approved the annual plan as presented.

Risk Assessment Reporting – Action

T.C.A. § 9-18-104 of the Financial Integrity Act requires institutions of higher education prepare and provide a management assessment of risk to the State of Tennessee's Commissioner of Finance and Administration and to the Comptroller of the Treasury by December 31 annually. For 2023, the President's Division and the Information Technology Division performed and provided risk assessment reporting.

In addition, a risk assessment report was completed detailing university-wide risk and control activities. The risk assessment documents are designated as confidential and are discussed in the non-public executive session of the Committee. Drew Harpool, Assistant Vice President Office of Compliance and Enterprise Risk Management, presented the risk assessment reports to the Committee for approval prior to the reports' submission to the State, as required by law.

Motion

Trustee DeLay made the motion to approve the action items recommended by the Committee and Trustee Wright seconded the motion. A roll call vote was taken and the motion to approve the action items carried unanimously.

Committee Report: Executive and Governance Committee

Vice Chair Vanek reported that the Executive and Governance Committee met on August 15, 2023. The Committee approved the minutes from its May 23, 2023 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.

Review and Approval of 2023 Board Self-Evaluation Instrument – Action

James Floyd, University Counsel and Board Secretary, stated that MTSU's accreditation body, Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) requires a governing board to define and regularly evaluate its responsibilities and expectations. As evidence of compliance, SACSCOC recommends a regular board self-evaluation. The Executive and Governance Committee is responsible for overseeing the performance of the Board of Trustees and, as such, is charged with preparation of the Board's self-evaluation procedures and instrument.

Authorization to Administer the Board's Biennial Self-Evaluation Prior to November Executive and Governance Committee Meeting – Action

James Floyd, University Counsel and Board Secretary, stated the Executive and Governance Committee is charged with implementation of the regular cycle of Board self-evaluation. The Committee will direct the Board Secretary to administer the self-evaluation survey over a specified period, compile responses received, and report results to the Board Chair. At its May 2021 meeting, the Committee revised the Board's Policy on Board Committees for compliance with SACSCOC Standard 4.2.g Board Self-Evaluation. The Committee is required to adopt a regular schedule for evaluations of the Board's responsibilities and expectations on at least a biennial basis. This action will establish a documented cycle of evaluation and continuous improvement for the Board of Trustees.

Informational Items

Discussion of 2021 Self-Evaluation Results and Action for Improvement occurred.

2023 Board Self-Evaluation Instrument Discussion

Vice Chair Vanek noted that the action items were approved. Also, at the Committee meeting, Chairman Smith asked Board members to share any comments or edits to the 2023 Self-Evaluation Instrument with the Board Secretary. Mr. Floyd compiled the submitted proposals, which were included in Board notebooks for Trustee consideration.

Vice Chair Vanek and Board Secretary Floyd initiated a discussion on the 2023 Self-Evaluation Instrument, which included evaluation of comments submitted by Trustees Boyd and Martin. The Board first agreed to adjust the answer scale from five answers to four. Then the Board made edits to the substance of some questions and added questions resulting in a total of twenty-four (24) questions. In addition, revisions were made to the questions soliciting written responses, which included an extensive discussion of the Board's responsibilities and accountabilities, benchmarks, and expectations. The Board agreed for the Executive and

Governance Committee to consider additional adjustments and improvements prior to the next self-evaluation cycle.

Motion to Amend

Trustee DeLay made a motion to amend the self-evaluation instrument as discussed by the Board and Trustee Baker seconded the motion. A roll call vote was taken and the motion to approve the amendment carried unanimously.

Motion

Trustee Baker made the motion to approve the action items recommended by the Committee as amended and Trustee Wright seconded the motion. A roll call vote was taken and the motion to approve the action items as amended carried.

Committee Report: Finance and Personal Committee

Committee Chair Pete DeLay reported that the Finance and Personal Committee met on August 15, 2023. The committee approved the minutes from the May 23, 2023, meeting. The Committee report contained two information items. First, Kathy Musselman, Assistant Vice President for Human Resources presented the Classified Employee Grievance Annual Report, which showed that the University had zero grievances for the 2022-23 year. Second, Joe Bales, Vice President for University Advancement, provided a philanthropy update. Materials outlining this information were made available for review prior to the Board meeting and were contained in the Board notebooks.

Permanent Appointment of the Chief Audit Executive

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 Ms. Leah Ladley as Chief Audit Executive, as well as seeking approval of the salary requested.

President McPhee also offered thanks to Diane Snodgrass for her years of dedicated service to the University.

Motion

Trustee Boyd made the motion to approve the appointment and salary of the Chief Audit Executive and Trustee DeLay seconded the motion. A roll call vote was taken and the motion to approve the action items carried unanimously.

Report from The President

Dr. McPhee thanked the Board for the opportunity to give updates on activities since the last meeting.

2023 Fall Recruitment and Enrollment

Total enrollment stands at 20,187 registered students for the 2023 Fall as of today, our census day. This represents an increase of .5% over last year and the first increase in total enrollment since 2020. Our enrollment numbers reflect the following: new freshmen are up by 11.12%; new graduates are up by 10.69%; and dual enrollments are up by 34.01% - leading Dr. McPhee to highlight the hard work of the University College led by Dean Sluder. While we are slightly down in transfer students, the University is certainly holding its own in light of the decreased enrollment at our neighboring community colleges. On the recruitment front, we will start with our True Blue Tours beginning tomorrow. Our Tours will take us to each grand division of Tennessee. In addition, we will go to Kentucky, Alabama, and Georgia. Our stops will include counselor lunches and receptions for prospective students and parents in fourteen (14) different locations. President McPhee shared that he is hopeful that we will have more record admissions. He also commended the deans, department chairs, and staff who are continuing to work hard to make connections with prospective students.

New Deans

Dr. McPhee shared that we have three (3) new academic deans. Dr. Neporcha Cone, Dean of the College of Education, Dr. Joyce Heames, Dean of the Jones College of Business, and Dr. Michael Hein, Interim Dean of the College of Behavioral and Health Sciences, introduced themselves and gave brief presentations on their vision for their respective colleges.

Conclusion

In closing, Dr. McPhee reminded the Board that homecoming is next week and invited members to come join in related events including the parade, mixer on middle, and the alumni tailgate. He then thanked the Board for its continued support.

Adjournment

Vice Chair Vanek adjourned the meeting at 2:05 p.m.

Respectfully submitted,

A handwritten signature in blue ink that reads "James C. Floyd". The signature is written in a cursive style with a large initial "J".

James C. Floyd, Board Secretary