MIDDLE TENNESSEE STATE UNIVERSITY

BOARD OF TRUSTEES

MINUTES

The Middle Tennessee State University Board of Trustees met on September 9, 2025, 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

General Huber invited everyone to attend the upcoming 9/11 Remembrance Ceremony, scheduled to take place in the atrium at 7:30 a.m. on September 11, 2025. He then introduced Air Force veteran Ross List, who retired from the Air Force in 2018 at the rank of Master Sergeant. His overseas tours included the United Kingdom, Japan, Iraq, and Afghanistan, where he participated in special security assignments and disaster relief operations. Last month, Mr. List received his MTSU undergraduate degree in Emergency Management and Homeland Security. He is currently employed with the Department of Veterans Affairs as an auditor. Mr. List shared that the core values of the Air Force (integrity, service before self, and excellence in all we do) resonated with him as a young man growing up in Tennessee. He knew very early on that his dream was to join the military and went on to serve for eighteen (18) years. Unsure of the next move for him and his family, he researched a list of the Top 10 Universities for military students and found that Middle Tennessee State University ranked fifth amongst them. Upon returning to Tennessee, he visited the Charlie Daniels Center, where he found community, connection, and guidance with selecting his next mission and his professional path forward. Mr. List thanked Dr. Hilary Miller, the Center's Director, for fostering a veteran community that feels like family.

Remarks from the President

Dr. McPhee offered his sincerest thanks and gratitude to Trustee Pam Wright for her service and dedication to MTSU before reading a Resolution that marked the end of her term. Trustee Wright was appointed by Governor Bill Haslam in 2017 to serve as an inaugural member of the Board as a graduate of MTSU with a Bachelor of Science in Psychology. A framed resolution was presented to Trustee Wright, who expressed her gratitude to her fellow trustees and noted that it was an honor to have served on the Board since its inception. In setting a precedent for years to come, she emphasized the importance of prioritizing the University and its students above all else, while putting personal beliefs and interests aside. Trustee Wright wished the new Board members great success and expressed her excitement for fresh ideas and new contributions.

Roll Call

Board Secretary James Floyd called the roll. The following trustees were in attendance: J.B. Baker, Tom Boyd, Pete DeLay, Bill Jones, John Floyd, Steve Smith, Christine Vanek, Jimmy Granbery, Kari Neely, Chad White, Michai Mosby, and Pam Wright. A quorum was declared. Trustee Michael Wade was absent.

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; Danny Kelley, Interim Vice President for Student Affairs and Dean of Students; Drew Harpool, Interim Vice President for Business and Finance; Leah Ladley, Chief Audit Executive; James Floyd, University Counsel and Board Secretary; and Chris Massaro, Director of Athletics were also in attendance.

Approval of June 17, 2025, Meeting Minutes – Action

The first agenda item was the approval of the meeting minutes from June 17, 2025. Vice Chair Vanek made a minor modification and suggested that, for clarity purposes, the section referring to executive sessions should remove the words “as needed” since these meetings will take place after every meeting. Trustee DeLay motioned to approve the amended June 17, 2025, meeting

minutes, and Vice Chair Vanek seconded the motion. A voice vote was taken, and the motion to amend was approved unanimously.

Election of Board of Trustees Chair and Vice Chair – Action

Board Secretary Floyd explained that Article 5 of the Board of Trustees Bylaws provides for the election of a Chair and a Vice Chair. The officers must be elected from among the voting membership of the Board. Each officer serves a two-year term. Officers may serve consecutive terms. The successful nominees will be elected by a majority vote of those present and voting. The new officers will begin serving their two-year terms immediately following the vote.

Secretary Floyd opened the floor for nominations for Chair. Trustee Jones nominated Trustee Smith for the office of Chair of the Board. Trustee Boyd seconded the nomination. With no additional nominations, Trustee Smith was re-elected as Chair by unanimous consent.

Chairman Smith expressed his gratitude for being reappointed to this highly important position and nominated Christine Vanek for Vice Chair. Trustee Boyd seconded the nomination. With no additional nominations, Trustee Vanek was re-elected as Vice Chair by unanimous consent.

Appointment of Committee Chairs – Information/Action

Board Chair Smith expressed his interest in keeping the same Committee Chairs, except Trustee Wright, whom he is replacing with Trustee Wade. Board Secretary Floyd noted that, per the Audit Committee's charter, the appointment of the Audit Chair requires Board approval. Chairman Smith motioned to approve the appointment of Trustee Boyd as the Audit Committee Chair, and Trustee Baker seconded the motion. A voice vote was taken, and the motion to appoint Trustee Boyd as Audit Committee Chair was approved unanimously.

Committee Report: The Academic Affairs, Student Life, and Athletics Committee

Committee Chair Jones reported that the Academic Affairs, Student Life, and Athletics Committee met on August 19, 2025. The Committee approved the minutes from its May 20, 2025, meeting. The Committee report contained one (1) action item for the Board's consideration. Information items presented included two (2) topics: an update on the School of Nursing by Dean Pete Grandjean, and an update on Athletics from Chris Massaro. Materials outlining this information were made available for review prior to the Board meeting and were contained in the Board notebooks.

Approval of Degree Programs Under Consideration – Action

Vice Provost Amy Aldridge presented three graduate degrees under consideration: a Master of Science in Concrete and Construction Engineering; a Master of Science in Mechatronics Systems Engineering; and a Doctor of Business Administration in Business Administration. The Committee unanimously approved consideration of the three graduate degrees.

Motion

Trustee Jones motioned to approve the action items recommended by the Committee, and Trustee DeLay seconded the motion. A voice vote was taken, and the motion to approve the action items carried unanimously.

Chairman Smith initiated a discussion on the possibility of expanding the School of Nursing. Trustee Granbery shared that he attended a health presentation at Saint Thomas Ascension earlier this morning, where he was advised that by 2035, there will be a shortage of roughly eight thousand five hundred (8,500) registered nurses in Middle Tennessee alone. Chairman Smith requested a presentation at the next committee meeting to discuss the goal of doubling the size of the nursing program at MTSU. President McPhee recalled Dean Grandjean's presentation at the previous committee meeting, and Provost Byrnes confirmed that he is currently formulating a plan and will provide an update within the next two to three months.

Committee Report: The Audit and Compliance Committee

Committee Chair Boyd reported that the Audit and Compliance Committee met on August 19, 2025. The Committee approved the minutes from its meeting on May 20, 2025. The Committee report contained two (2) action items for the Board's consideration, which the Committee unanimously approved 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 the Annual Report for Audit and Consulting Services – Action

T.C.A. § 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. Leah Ladley, our Chief Audit Officer, presented the Annual Report for Audit and Consulting Services to the committee for review. Additionally, Policy 70 Internal Audit requires the approval of the audit plan by the Audit and Compliance Committee. Ladley presented the Internal Audit Plan for Fiscal Year 2026. The Committee unanimously approved the annual plan as presented.

Approval of the Risk Assessment Reporting – Action

T.C.A. § 9-18-104 of the Financial Integrity Act requires higher education institutions to prepare and provide a management assessment of risk to the State of Tennessee's Commissioner of Finance and Administration and the Comptroller of the Treasury by December 31 annually. For 2025, Student Affairs, Marketing and Communications, and University Advancement performed and provided risk assessment reporting.

In addition, a risk assessment report detailing university-wide risk and control activities was completed. The risk assessment documents were designated as confidential and discussed in the non-public executive session of the Committee. Drew Harpool, Interim Vice President for

Business and Finance, presented the risk assessment reports to the Committee for approval, which was granted.

The public meeting of the committee adjourned, and the committee entered executive non-public session to discuss confidential matters as permitted by appropriate law.

Motion

Trustee Boyd motioned to approve the action items recommended by the Committee, and Trustee White seconded the motion. A voice vote was taken, and the motion to approve the action items carried unanimously.

Committee Report: The Executive and Governance Committee

Vice Chair Vanek reported that the Executive and Governance Committee met on August 19, 2025. The committee approved the minutes from its February 25, 2025, meeting. The Committee report contained two (2) action items, unanimously approved by the Committee, for the Board's consideration. Materials outlining this information were made available for review prior to the Board meeting and were contained in the Board notebooks.

Review and Approval of the 2025 Self-Evaluation Instrument – Action

Board Secretary Floyd reminded us that Middle Tennessee State University's accreditation body, the 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 preparing the Board's self-evaluation procedures and instrument. The Committee approved the proposed 2025 Self-Evaluation Instrument.

Authorization to Conduct Board Self-Evaluation Prior to the November 2025 Executive and Governance Committee Meeting – Action

The Executive and Governance Committee is responsible for implementing 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. Secretary Floyd will distribute the survey in October and present the results at the November 2025 Executive and Governance Committee meeting.

Motion

Vice Chair Vanek motioned to approve the action items recommended by the Committee, and Trustee Jones seconded the motion. A voice vote was taken, and the motion to approve the action items carried unanimously.

Committee Report: The Finance and Personnel Committee

Trustee DeLay reported that the Finance and Personnel Committee met on August 19, 2025. The committee approved the minutes from its meeting on May 20, 2025. The Committee report contained three (3) action items for the Board's consideration. Three (3) information items were also presented: capital projects status update presented by Bill Waits, Vice President for Campus Planning; classified employee grievance report presented by Laura Jent, Vice President for Human Resources; and a philanthropy update presented by Joe Bales, Vice President for University Advancement. Materials outlining this information were made available for review prior to the Board meeting and were contained in the Board notebooks.

Approval of the Naming of an Academic Unit – Action

President McPhee presented a request to approve the naming of the College of Media and Entertainment following a significant donor gift. The Committee unanimously approved the Naming of the College of Media and Entertainment.

Approval of Capital Disclosures – Action

This item involves a request for approval of renovations to Beasley Hall. The project will include restroom renovations, replacement of finishes, and window replacements. Work will be completed in two phases, the first in Summer 2026 and the second in Summer 2027. Under new state thresholds, this disclosure takes effect immediately upon Board approval and does not require inclusion in the State Budget publication. Disclosure indicates that the University is considering a project, but does not obligate us to proceed.

Approval of a Resolution and MOU for tax-exempt financing for the P3 Residence Hall Project – Action

This project, located on the Womack Lane Housing site, will add approximately 550 new beds and is scheduled for delivery in Fall 2027. Following a competitive RFP, The Annex Group has been selected as developer and operator, with Madrone Community Development Foundation serving as the 501(c)(3) entity to own the project during the financing period. Board approval of the resolution and the MOU is required for the project's tax-exempt financing and to move forward with State Building Commission approval of the ground lease.

Motion

Trustee DeLay motioned to approve the action items recommended by the Committee, and Vice Chair Vanek seconded the motion. A voice vote was taken, and the motion to approve the action items carried unanimously.

<u>President's Evaluation Report and Compensation Recommendation</u>

Chairman Smith completed the President's annual evaluation in accordance with Board rules. He provided each Board member with a copy of the President's Self-Evaluation Assessment. Chairman Smith met with Dr. McPhee, discussed his self-evaluation and the Board's comments and suggestions, and provided a written assessment of his completed performance review. Chairman Smith affirmed that President McPhee performed exceptionally well during this evaluation period and expressed that the Board is fortunate to have him.

Motion

Chair Smith motioned to implement the same adjustment to the president's salary at 60% of the median salary, which was adopted by the Board based after the 2020 AGB Compensation Study. The increase will be retroactive to January 1, 2025. Trustee Boyd seconded the motion. A voice vote was taken, and the motion to approve the President's salary increase carried unanimously.

Report of the President

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

Fall 2025 Enrollment

Dr. McPhee informed the Board that once again, MTSU is the largest LGI in the state of Tennessee. The official census enrollment is more than twenty-one thousand (21,000) students, which represents a three (3) percent increase over last year. New freshman enrollment is also up over three (3) percent, and our new graduate student enrollment is up a record eleven (11) percent, the highest it has been in five (5) years.

In addition, our recruitment staff remains busy with more than one hundred seventy (170) visits and fairs that have been scheduled to recruit the student class for 2026. Our signature recruitment event, True Blue Tours, kicks off the week of September 16, 2025, in Shelbyville. The 2025-26 recruitment tours will cover fourteen (14) cities and two (2) states. Dr. McPhee noted that Trustee Boyd had encouraged us to add a recruitment site in Lebanon last year, which was very successful.

Dr. McPhee reminded everyone that there are only two (2) sources of revenue to operate the University: state appropriation and tuition and fees. State appropriation over the last ten (10)

years has been static; the University is dependent on making sure that it brings in the right students, not just from a recruitment perspective, but to graduate them into the workforce.

Dr. McPhee thanked the admissions team, the faculty, and our deans for the great success MTSU has seen.

National Rankings for Academic Excellence

As of September 1, 2025, MTSU has been bestowed with three (3) major university rankings. MTSU remains among the very select group of universities that are annually ranked by the Princeton Review. There are over two thousand four hundred (2,400) four-year colleges and universities in the United States, and only three hundred and ninety (390) are selected. In the state of Tennessee, only five (5) have made that list, including MTSU for the seventh (7^{th}) consecutive year. Three (3) out of the five (5) are private universities, with only two (2) of them public.

MTSU is also one of four (4) public universities in Tennessee named amongst the Colleges of Distinction 2025-26 Best Colleges in the U.S. We have also been included in the following: Best in Tennessee; Best Public Institution in Business, Education, and Nursing; Most Affordable; Career Development; and Military Support.

Most recently, MTSU was again included in the Forbes 500 Best Colleges in the U.S. as one of only four (4) public institutions and six (6) private institutions in Tennessee to make the 2026 ranking. This list is based on several factors, including average student debt, return on investment, enrollment, and outcomes for low-income students.

Finally, MTSU remains in the Wall Street Journal's Best 500 Colleges and in the U.S. News & World Report's Top 100 in Social Mobility. The 2026 rankings have not been released yet.

One of the primary strategic goals for the Board is to ensure the University remains included in some of the nation's top rankings. Therefore, we dedicate a significant amount of time and effort to ensuring that the University meets the relevant criteria.

Facilities

The MTSU Aerospace campus in Shelbyville has completed its project design phase. Due to the approximately one point eight (1.8) acres of wetland present on site, we are going through the approval process with the U.S. Army Corps of Engineers before we can proceed with construction. The original application with the Corps was submitted on June 19, 2025. Subsequently, we submitted a response for public comments and a request for additional information on August 29, 2025. We anticipate the Corps' approval to purchase wetland credits, which will enable construction to commence in the fall of 2025, with an expected completion date in the fall of 2027.

Regarding the P3 hotel development project, our partner is currently reviewing the lease agreement with possible lenders. Once both parties agree to the lease, MTSU will submit a lease approval to the State Building Commission (SBC). Given the high level of scrutiny by the SBC, we anticipate this to be a lengthy process of at least four (4) months. Upon lease approval by the state, project delivery, including design and construction, will last about twenty-four (24) months. On September 17, 2025, Chairman Smith, Drew Harpool, Bill Waits, and Dr. McPhee will meet with representatives from the Council of Educators in Landscape Architecture (CELA) to discuss the most recent project update.

Lastly, the P3 student housing project's predevelopment agreement, which outlines roles and responsibilities, was approved by the SBC on August 15, 2025. Currently, the parties are negotiating the legal documents, including the ground lease, the development agreement, and the facilities operation management agreement. The SBC approval of the ground lease is scheduled for November 13, 2025, and construction is planned to start in January 2026, with an anticipated completion date of August 1, 2027.

Conclusion

Chairman Smith announced the creation of two (2) ad hoc committees: Lightning Corner and Shelbyville Airport/MTSU-Shelbyville.

The Lightning Corner Committee is responsible for fostering community relations and providing guidance and counsel on new athletic facilities, including those in the planning process and under construction. Membership includes:

1. Co-Chair Steve Smith
2. Co-Chair Tom Boyd
3. MTSU Board of Trustees
4. Joe Carr, Rutherford County Mayor
5. Shane McFarland, Murfreesboro Mayor
6. Mary Esther Reed, Smyrna Mayor
7. Bart Gordon, former U.S. Rep.
8. Andy Womack, former State Senator
9. Milbrey Campbell, MTSU Alum
10. Don Witherspoon, MTSU Alum
11. Hanna Witherspoon, MTSU Alum

The Shelbyville Airport Committee is responsible for fostering community relations and providing guidance and counsel on new facilities at Shelbyville Municipal Airport/Bomar Field in Bedford County, TN. Term to be concurrent with Chairman Smith's Board term (two years). Membership includes:

1. Chair, Jimmy Granbery
2. Doug Kreulen
3. MTSU Board of Trustees
4. Donald McDonald
5. Randy Carroll, Shelbyville Mayor
6. Chad Graham, Bedford County Mayor
7. Amanda Farnsworth
8. Tom Patten
9. Henry Fieldhouse

Chairman Smith emphasized that both committees would have no authority whatsoever and cannot request funding; their purpose is strictly advisory and focused on community relations. Their terms are concurrent with Chairman Smith's Board term (two years). He anticipates holding kick-off meetings within the next thirty (30) days.

Adjournment

Chair Smith adjourned the meeting at 2:00 p.m.

Respectfully submitted,

James C. Floyd, Board Secretary