

**MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES**

**EXECUTIVE AND GOVERNANCE COMMITTEE
MINUTES**

The Executive and Governance Committee met on Tuesday, August 19, 2025.

Call to Order and Opening Remarks

Vice Chair Chris Karbowski Vanek welcomed those participating and called the meeting to order at 9:50 a.m.

Roll Call

Vice Chair Vanek asked Board Secretary James Floyd to call the roll. The following Committee members were in attendance: Tom Boyd and Chris Karbowski Vanek, while Chairman Smith was absent. A quorum was declared. Trustees: J.B. Baker, John Floyd, Jimmy Granberry, Bill Jones, Kari Neely, Michai Mosby, Michael Wade, and Chad White were also present.

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, Interim Vice President for Business and Finance; Danny Kelley, Interim Vice President for Student Affairs and Dean of Students; Leah Ladley, Chief Audit Executive; and James Floyd, University Counsel and Board Secretary.

Approval of Minutes

The first agenda item was approval of the minutes of the February 25, 2025, meeting of the Executive and Governance Committee. Vice Chair Vanek noted that the date for the meeting minutes approved at that meeting should be February 27, 2024. A motion to approve the minutes as corrected was made by Trustee Boyd and seconded by Vice Chair Vanek. A voice vote was taken, and the motion to approve the minutes of the February 25, 2025, meeting of the Executive and Governance Committee passed unanimously.

Discussion of 2023 Self-Evaluation Instrument, Summary Results, and Action for Improvement – Information

and

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

The second and third agenda items were addressed together. The Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), MTSU's institutional accreditor, requires the Board of Trustees to evaluate itself regularly. The Executive and Governance Committee is charged with this responsibility. It biannually initiates a review and discussion of the previous self-evaluation results, including Board strengths, needs, and actions taken for improvement. Board Secretary James Floyd briefly summarized the 2023 self-evaluation tool, the 2023 survey results, and subsequent improvement steps. Recapping the 2023 process, Secretary Floyd explained that once the Board completed the survey, it then discussed and evaluated proposed actions and improvements, which resulted in a recommendation by Trustee Boyd that the Board identify its top four (4) objectives. As a result, there was an additional survey to outline the top four (4) objectives for the Board.

The four (4) objectives identified by the Board were: 1) initiate a professional school such as a law school, medical school, or more traditional engineering school; 2) continue to be included in the Princeton Review Top Colleges and Universities in the Country; 3) begin efforts to move to an R1 research designated institution; and 4) actively and aggressively pursue the completion of fundraising for the Murphy Center of fundraising for the Murphy Center.

Trustee Boyd noted that the Board did well with meeting its identified objectives and hopes for continued success with this year's objectives, whatever they may be. Vice Chair Vanek agreed, praising the exemplary leadership and commitment on the part of the faculty and staff.

Board Secretary Floyd explained that the 2025 self-evaluation survey document contains the same questions the Board presented to itself in 2023, including the essay questions at the end. A motion to approve the 2025 self-evaluation instrument was made by Trustee Boyd and seconded by Vice Chair Vanek. A voice vote was taken, and the motion to approve the 2025 self-evaluation instrument passed unanimously.

Authorization to Administer the Board's Biennial Self-Evaluation Prior to the November 2025

Executive and Governance Committee Meeting - Action

The Executive and Governance Committee is responsible for directing the Board Secretary to administer the self-evaluation survey over a specified period, compile responses received, and report results to the Board Chair. Board Secretary Floyd explained that MTSU's licensed survey tool, Qualtrics, will be utilized to administer this year's survey. He will send out the survey in October 2025 and hold it open for one (1) week to collect responses, emphasizing the anonymous nature of the aggregated data. The responses will be presented as a bar graph and a percentage chart. In addition, the essay responses will be compiled for the Board's consideration. Vice Chair Vanek made a motion to approve the authorization to conduct the Board self-evaluation within the proposed timeline before the November 2025 Committee meeting. Trustee Boyd seconded the motion. A voice vote was taken, and the motion was unanimously approved.

President Sidney A. McPhee noted that he spoke with Chair Smith on the phone, and he, too, expressed his concurrence with the proposed timeline.

President's Evaluation - Action

The Committee is tabling this discussion until the September 2025 Board meeting. Vice Chair Vanek explained that, rather than an action item, it will be a report out. Additionally, there will be several topics of discussion: the market compensation for the President; the biannual election of the Board Chair and Vice Chair; and the official appointment of the Committee Chairs.

The meeting adjourned at 9:58 a.m.

Respectfully submitted,
Executive and Governance Committee