

## **MINUTES OF THE EXECUTIVE AND GOVERNANCE COMMITTEE**

The Executive and Governance Committee met on Tuesday, February 27, 2018 at Middle Tennessee State University. Chairman Steve Smith called the meeting to order at 10:00 a.m. Roll call was taken by Heidi Zimmerman and a quorum was present with the following Committee members in attendance: Steve Smith and Darrell Freeman. Trustee Chris Karbowski was unable to attend. Also present were Trustees J.B. Baker, Pete DeLay, Joey Jacobs, Tony Johnston, Pamela Wright and Lindsey Weaver. Alan Thomas, Vice President for Business and Finance; Andrew Oppmann, Vice President for Marketing and Communications; Bruce Petryshak, Vice President for Information Technology and Chief Information Officer; Mark Byrnes, Provost; Joe Bales, Vice President for University Advancement; Deb Sells, Vice President for Student Affairs and Vice Provost for Enrollment Management; and Heidi Zimmerman, University Counsel and Board Secretary were also in attendance.

**Approval of Minutes.** Trustee Freeman made the motion to approve the minutes from the November 29, 2017 meeting of the Executive and Governance Committee. Chairman Smith seconded that motion. A voice vote was taken and the motion to approve the minutes of the November 29, 2017 meeting of the Executive and Governance Committee carried.

**Institutional Mission/Mission Profile.** Provost Byrnes explained that state law requires that each year we submit a mission statement to THEC. A campus committee (the University Planning Committee) reviews the mission statement to ensure it captures what our mission should be. It is the broader document that should be applicable for several years. The Mission Profile is rewritten every year and is more operational in nature. Trustee Freeman made the motion to approve the Mission Statement. Chairman Smith declared the matter passed by acclamation.

**Board of Trustees Policy – Selection, Evaluation and Retention of the President.** At the November 27, 2017 meeting of the Executive and Governance Committee, the Committee voted to revise this policy as follows: 1.) in the first line of Section 3, replace “the Board may set terms and conditions” with “the Board shall set terms and conditions;” 2.) in Section 5, revise the first sentence of the second paragraph to state: “This review may, from time to time;” and, 3.) combine the elements of the annual and the periodic comprehensive evaluation so that a comprehensive evaluation occurs annually. After discussion regarding the proposed revisions, Trustee Freeman made the motion to accept the revision but with deletion of the sentence: “Feedback will also be solicited from the University administration, faculty, staff and students, as well as alumni leadership and the community (constituent groups)” and two subsequent references of “and constituent groups” as found within Section 4. Chairman Smith seconded the motion.

**President’s Contract and Compensation.** Trustee Freeman requested that this item be tabled until the next Committee meeting in order to gather additional information. He indicated that progress on this matter was being made.

The meeting adjourned at 10:30 a.m.

Respectfully Submitted

Executive and Governance Committee