

MINUTES OF THE EXECUTIVE AND GOVERNANCE COMMITTEE

The Executive and Governance Committee met on Tuesday, November 13, 2018 in the Miller Education Center Meeting Room.

Call to Order and Roll Call

Committee Chair Steve Smith called the meeting to order at 1:00 p.m. The following Committee members were physically present: Steve Smith and Chris Karbowiak. Trustee Darrell Freeman participated via phone. A quorum was declared. Also present were Trustees Andy Adams, J.B. Baker, Pete DeLay, Joey Jacobs, Tony Johnston, Peyton Tracy and Pamela Wright. Dr. Sidney McPhee, President; 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; Kim Edgar, Executive Assistant to the President and Chief of Staff; and, Heidi Zimmerman, University Counsel and Board Secretary were also in attendance.

Pursuant to T.C.A. §8-44-108(c)(3), as Trustee Freeman was participating telephonically, he was asked the following questions by Ms. Zimmerman: (1) "Are you able to hear us clearly from our location so that you can participate in this meeting;" and, (2) "Is anyone else present in the room with you?" Trustee Freeman indicated that he could hear others clearly and that there were no others present with him. Those physically present at the meeting were asked the following question by Ms. Zimmerman: "Are you able to clearly hear Trustee Freeman?" The response was in the affirmative.

Approval of Minutes – February 27, 2018 and March 12, 2018

Trustee Karbowskiak made a motion to approve the minutes from the February 27, 2018 and March 13, 2018 meetings. Trustee Freeman seconded the motion. A roll call vote was taken and the motion passed unanimously.

President's Contract

Committee Chair Smith requested to go out of order and consider the President's Contract as the next agenda item so that Trustee Joey Jacobs could discuss this document. At this point, Dr. McPhee left the meeting room. Committee Chair Smith indicated that a request for legal advice had been made. The Committee went into executive session so that matters that would be deemed privileged under the attorney-client could be discussed. Once concluded, the public meeting re-convened. Trustee Jacobs left the meeting at this point. Trustee Karbowskiak made a motion that pending finalization of the document, action on the agreement be deferred to a point no later than having it reviewed and decided in time for next Board meeting on December 11, 2018. Chairman Smith seconded the motion. A roll call vote was taken; the motion passed unanimously.

Board Self-Evaluation

Board Secretary Zimmerman drafted a self-evaluation survey included in the meeting materials for the Committee's consideration. The draft incorporated revisions that had been recommended by Trustee Karbowskiak. Trustee Freeman made the motion to accept the survey and Committee Chair Smith seconded the motion. The motion passed unanimously. Committee Chair Smith suggested the survey be distributed on Survey Monkey and the other members agreed with this suggestion. Trustee Karbowskiak stressed that for the survey to be successful, it needs to be as anonymous as possible to allow for candid responses. It was agreed that the survey would be done such that results would be provided to the Committee in time for its next meeting, currently scheduled for February 26, 2019.

Board of Trustees Sunset Hearing

President McPhee explained the process through which a joint legislative subcommittee determines whether state agencies and boards will continue to exist. The public hearing at which the Board is required to appear is called a sunset hearing. Prior to having an independent board, this responsibility fell to the Board of Regents. Since the FOCUS Act,

each institution must now appear before the Joint Oversight Committee. The hearing has been set for all the LGIs for December 19, 2018. Dr. McPhee indicated that Mr. Thomas and Ms. Zimmerman are preparing responses to questions provided to each LGI.

The meeting adjourned at 2:00 p.m.

Respectfully submitted,

Executive and Governance Committee