



## Special Board Meeting

May 21, 2020

Meeting via teleconference and streamed live via link found on this web page:

<https://www.tntech.edu/board/>

### MINUTES

#### AGENDA ITEM I—CALL TO ORDER AND ROLL CALL

The Tennessee Tech Board of Trustees met on May 21, 2020, via teleconference and the meeting was streamed live at <https://www.tntech.edu/board/>. Chair Harper called the meeting to order at 8:31 a.m.

Chair Harper asked Kae Carpenter, Secretary, to call the roll. The following members participated by teleconference:

- Mason Hilliard
- Tom Jones
- Fred Lowery
- Sally Pardue
- Purna Saggurti
- Teresa Vanhooser
- Trudy Harper

Rhedona Rose, Johnny Stites, and Barry Wilmore were absent due to scheduling conflicts.

All participating Trustees confirmed that they could simultaneously hear and speak to the Board members, that they were the only person present in the location from which they were calling, and that they received the Board materials in advance of the meeting.

A quorum participated but was not physically present.

## **AGENDA ITEM 2—DETERMINATION OF NECESSITY**

Chair Harper stated that a determination of necessity was required since a quorum was not physically present and in accordance with Tennessee Code Annotated Section 8-44-108(b)(2), the Board of Trustees based its determination that a necessity existed on the following facts and circumstances:

- 1) Pursuant to TTU Policy 003, the Board is required to approve the sale of any Tennessee Tech real estate.
- 2) Putnam County is interested in purchasing a parcel of the W. Clyde Hyder Farm for the purpose of placing a fire station at the site.
- 3) Because the sale of such property involves several legal and administrative approvals and processes, it was in the interest in Tennessee Tech to begin these processes as soon as possible.
- 4) The Board was meeting via teleconference in recognition of the need to limit personal contact during the COVID-19 pandemic and in keeping with Executive Order 30 related to the pandemic.

Mr. Saggurti moved that, based on the facts and circumstances presented, a necessity for this meeting existed. Mr. Lowery seconded the motion. With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

## **AGENDA ITEM 3—APPROVAL OF MINUTES**

Mr. Jones moved to approve the March 12, 2020, meeting minutes. Mr. Saggurti seconded the motion. With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

## **AGENDA ITEM 4.A—EXECUTIVE COMMITTEE REPORT AND RECOMMENDATIONS— REPORT— APPROVAL OF APPOINTMENT OF VICE PRESIDENT FOR RESEACH**

Chair Harper stated that Policy 005 required the Executive Committee to report its actions at the next regular board meeting, which would take place in June. She stated that the June board meeting would involve discussions related to important budgetary and administrative matters. She stated that to preserve discussion time at that meeting for those matters, she was reporting now on the Executive Committee's actions taken on April 21, 2020.

Chair Harper stated that the Executive Committee approved the appointment of Dr. Jennifer Taylor to the position of Vice President for Research, effective August 1, 2020.

**AGENDA ITEM 4.B.1—EXECUTIVE COMMITTEE REPORT AND RECOMMENDATIONS—RECOMMENDATIONS—APPROVAL OF TTU POLICY 008 (PROFESSIONAL DEVELOPMENT)**

Chair Harper stated the Executive Committee recommended the Board’s approval of TTU Policy 008 (Professional Development). She stated Policy 008 provided professional development for Board members and directed the Chair and the Executive Committee to schedule professional development opportunities. She stated Policy 008 also directed the President to develop an orientation program for new members.

Mr. Jones moved to approve TTU Policy 008 (Professional Development) as presented. With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

**AGENDA ITEM 4.B.2—EXECUTIVE COMMITTEE REPORT AND RECOMMENDATIONS—RECOMMENDATIONS—APPROVAL OF TTU POLICY 135 (LEGISLATIVE PROPOSALS)**

Chair Harper stated the Executive Committee recommended the Board’s approval of TTU Policy 135 (Legislative Proposals). She stated Policy 135 restated the statutory requirements related to legislative proposals that might have a fiscal impact on higher education institutions and required all such proposals be submitted with the knowledge of the President, who would advance legislative proposals through established THEC and General Assembly processes.

Mr. Jones moved to approve TTU Policy 135 (Legislative Proposals) as presented. With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

**AGENDA ITEM 5—APPROVAL OF SALE OF W. CLYDE HYDER FARM PARCEL AND CY PRES PETITION**

Dr. Claire Stinson stated that administration was requesting the Board to approve the sale of 0.517 acres of the W. Clyde Hyder Farm to Putnam County for the construction of a fire station. She stated that because the farm was donated to the university with a stipulation that the farm be sold only if Tennessee Tech no longer had an agriculture program, Tennessee Tech could not sell the property unless a court granted a cy pres petition allowing the sale. She stated Putnam County would pay \$25,000 for the purchase of this property. She stated W. Clyde Hyder and his wife Marie Hyder donated the farm to Tennessee Tech in 1996 along with money to establish a W. Clyde and Marie Hyder endowed scholarship. She stated that according to the letter of agreement, should Tennessee Tech ever sell the property, the proceeds from the sale must be deposited into the endowment to be used for additional scholarships. The cy pres petition, if granted, would result in the funds from the sale being deposited into the W. Clyde and Marie Hyder endowed scholarship. She stated the parcel was located on the edge of the farm and the sale would have minimal impact on the College of Agriculture. She stated that the construction of the fire station would be a significant benefit to the surrounding neighborhood.

Mr. Jones moved to approve the sale of the parcel of the W. Clyde Hyder Farm as identified in the Board materials, to file the necessary legal petition to allow the sale, and to authorize the President and Dr. Stinson to execute any documents including, but not limited to, the verification of the petition and the disposal form, necessary to complete the transaction. Ms. Vanhooser seconded the motion.

Mr. Jones asked how much frontage would still be left for access. Dr. Stinson stated there would still be a large amount of frontage left. Dr. Darron Smith, Dean of the College of Agriculture & Human Ecology, stated the property was used to hold two old trailers, and the sale would not impact the rest of the property.

With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

#### **AGENDA ITEM 6—GIFT-IN-PLACE PROJECT: ATHLETIC PAVILION**

Dr. Stinson stated the administration was requesting the Board to approve the gift-in-place construction of an athletic pavilion. She stated the pavilion would be located in an area of the campus where tailgating takes place. She stated it would be a 44-foot by 60-foot steel column and roof structure constructed on an existing concrete pad. She stated that the structure would include a storage area for tables and chairs. She stated that three individuals were donating their time and materials to construct the pavilion: Kim Chamberlin would donate the architectural services, Don Logan would donate engineering services, and Randy Keefer would donate steel and construct the pavilion. She stated Mr. Logan and Mr. Keefer were alumni of Tennessee Tech, and Ms. Chamberlin had been active in designing various buildings on campus. She stated that the value of the gift was \$100,000. She stated that there might be a minor cost of less than \$10,000 to Tennessee Tech to purchase brick, but Tennessee Tech might be able to use brick left over from the science building and fitness center construction to avoid that cost.

Mr. Jones moved to approve the acceptance of the gift-in-place project for the athletic pavilion. Mr. Lowery seconded the motion.

With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

#### **AGENDA ITEM 7—RATIFICATION OF APPOINTMENT OF BOARD SECRETARY**

Chair Harper stated that the current Board Secretary, Kae Carpenter, was retiring on June 30, 2020. She stated this would leave two vacant positions in the organization: the General Counsel position and the Board Secretary position. She stated that President Oldham intended to appoint Lee Wray, who was currently serving as Chief of Staff, to also serve as Board Secretary.

Ms. Vanhooser moved to ratify the appointment of Lee Wray as the Board Secretary, effective July 1, 2020. Mr. Jones seconded the motion.

Mr. Jones asked if there would be a conflict of interest in having Mr. Wray serve as Board Secretary in light of the fact that he would also be the President's Chief of Staff. Ms. Carpenter stated that the reporting structure would be the same as the current structure. Chair Harper stated that while the reporting relationship would be the same, there would be a close day-to-day relationship between Mr. Wray and the President. She stated that President Oldham, Mr. Wray, and she discussed having to respect the boundary between the Chief of Staff role and the Board Secretary role. President Oldham stated that as Board Secretary, the relationship with Mr. Wray would be the same as it had been with Ms. Carpenter, that Mr. Wray would put the interest of the institution first and foremost, and there would be no conflict of interest.

Mr. Saggurti asked if it was normal for the General Counsel to also serve as Board Secretary. President Oldham stated that there were some cases where the General Counsel also served as Board Secretary, but there were other cases where the Chief of Staff served as Board Secretary.

With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

#### **AGENDA ITEM 8—PRESIDENT'S REPORT**

President Oldham stated that since the March 2020 board meeting, Tennessee Tech extended spring break for an extra week to prepare the campus to convert to online instruction due to the pandemic. He stated that by the end of March, 100 percent of classes shifted to online instruction. He stated telecommuting was implemented for all employees, and only about 100 employees were continuing to come to campus on any given day, which was less than 10% of total staffing. He stated roughly 250 students continued to live on campus. He stated that all events were cancelled or postponed for the time being. He stated that Tennessee Tech refunded \$3,200,000 housing and dining fees to students. He stated that Tennessee Tech received \$8,700,000 from the Cares Act and \$4,500,000 of that amount went directly to eligible students.

President Oldham stated that Tennessee Tech was now working on reopening the campus. He stated that the goal was to welcome 10,000 students back to campus at the end of August. He stated that over the course of the next three months, there would be a phased reopening of campus. He stated that during June, staff would incrementally be introduced back to campus. He stated that informational events for new students would begin in July and be limited to small groupings at any given time. He stated residence halls would open August 20, 2020, and classes were scheduled to begin August 24, 2020.

President Oldham stated that the state tax revenues were significantly down in Tennessee. He stated the legislature was scheduled to return after Memorial Day to revisit next year's budget in light of the most recent state revenue projections. He stated there should be a downward trend in the state funding for the next year. He stated there was a high likelihood the Board would need to revisit budgetary projections for the next fiscal year and possibly make some adjustments. He stated roughly 70 percent of the budget was enrollment driven, and 30

percent was from state funding. He stated that enrollment for the summer increased three percent over last year's enrollment. He stated fall enrollment was still uncertain, but aggressive steps were being taken to increase this number.

President Oldham stated Tennessee Tech was actively looking for areas on campus for cost-reductions or cost-savings that could be applied if necessary. He stated tuition levels were being reevaluated. He stated the previous modifications that were made were contingent on state funding levels. He stated THEC met and deferred any further action on tuition proposals until after the General Assembly finished next year's budget.

Mr. Jones asked if there was any consideration in reevaluating the tuition model going forward, or if there were any expectations of a greater percentage of students choosing to remain online or if they were expected to return to campus.

President Oldham stated that the response received from students indicated they wanted to be back on campus. He stated there needed to be flexibility to be able to shift to online instruction if necessary, but also to use technology to supplement and accentuate the learning experience for students. He stated technologies would continue to be used to do more with online instruction, but the on-campus aspects of education were still very valuable. He stated that in terms of tuition, they would have to see if there needed to be an adjustment to ensure the right price points were being hit. He stated that Tennessee Tech was in a relatively strong financial position entering the pandemic, but now Tennessee Tech needed to plan for what might happen in the future.

Mr. Saggurti asked if Tennessee Tech would take on the responsibility for providing personal protective equipment for the students or if the students would be responsible for that themselves. President Oldham stated that Tennessee Tech was in the process of obtaining enough reusable face masks for the entirety of campus throughout the summer. He stated Tennessee Tech was procuring disposable face masks for any visitors. He stated that, for the most part, Tennessee Tech would be providing hand sanitizer and face masks for students.

Mr. Lowery asked what Tennessee Tech's position was on COVID-19 testing. President Oldham stated that THEC was working on acquiring enough testing capabilities to test on campus. He stated that he hoped that by the fall semester all students living on campus could be tested, and enough tests would be available for contact tracing throughout the year. He stated the PCR test and the antigen-based test might be available. He stated he would like as much testing as possible to be available by the fall.

Mr. Lowery asked if there was any impact on the engineering building due to budgetary concerns. President Oldham stated that the state already removed all the capital project funding from the budget for the next year. He stated it did not necessarily slow Tennessee Tech down with the construction, and the project and fundraising could continue. He stated that whenever the state was in a better financial situation, the state would begin funding capital projects again.

**AGENDA ITEM 9—OTHER BUSINESS**

Chair Harper stated that the next board meeting was scheduled for June 23, 2020, and would also be held via teleconference.

**AGENDA ITEM 10—ADJOURNMENT**

With there being no other business, the meeting adjourned at 9:42 a.m.

A handwritten signature in black ink that reads "Kae Carpenter". The signature is written in a cursive, flowing style.

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Kae Carpenter, Board Secretary