



## **Executive Committee**

**June 24, 2021**

**7:30 a.m.**

**Roaden University Center, Room 282**

### **AGENDA**

- I. Call to Order and Roll Call
- II. Approval of Minutes
  - March 11, 2021
  - June 7, 2021
- III. Committee Structure
- IV. Nomination of Chair
- V. Nomination of Vice Chair
- VI. Nomination of Executive Committee Member
- VII. Nomination of Audit Committee Members and Chair
- VIII. Announcement of Academic & Student Affairs Committee Members and Chair
- IX. President's Performance Review for Year-End June 30, 2021
  - A. Appointment of Executive Committee Representative
  - B. Schedule for Completion of Performance Review Process
  - C. Approval of Board Assessment Questionnaire
  - D. Approval of Cabinet Assessment Questionnaire
- X. Other Business
- XI. Adjournment



## **Executive Committee**

**March 11, 2021**

**Roaden University Center, Room 282**

**8:30 a.m.**

### **MINUTES**

#### **AGENDA ITEM 1—CALL TO ORDER AND ROLL CALL**

The Tennessee Tech Executive Committee met on March 11, 2021, in the Roaden University Center, Room 282. Chair Harper called the meeting to order at 8:30 a.m.

Chair Harper asked Lee Wray, Secretary, to call the roll. The following members were present:

- Tom Jones
- Teresa Vanhooser
- Trudy Harper

#### **AGENDA ITEM 2—APPROVAL OF MINUTES**

Mr. Jones moved to approve the December 1, 2021, minutes. Ms. Vanhooser seconded the motion. With an opportunity for further discussion and there being none, Mr. Wray called a roll call vote. The motion carried unanimously.

#### **AGENDA ITEM 3—APPROVAL OF ROBERT OWENS FOR CHIEF DIVERSITY OFFICER POSITION**

Chair Harper stated that Dr. Robert Owens had over 15 years in progressive senior administrative roles at Tennessee Tech. He was currently serving as Interim Vice President for Student Affairs and Director of Minority Affairs. A request had been made to approve Dr. Owens for the position of Chief Diversity Officer with responsibility for directing campus diversity initiatives and reporting directly to President Oldham. Chair Harper stated that Dr. Owens would also serve as a Cabinet member.

Mr. Jones moved to approve Dr. Robert Owens as Tennessee Tech's Chief Diversity Officer. Ms. Vanhooser seconded the motion. With an opportunity for further discussion and there being none, Mr. Wray called a roll call vote. The motion carried unanimously.

#### **AGENDA ITEM 4—APPROVAL OF COMMITTEE MEETINGS' FORMAT**

Chair Harper requested discussion about livestreaming Board Committee meetings to make the meetings available to those unable to attend the actual meetings.

Mr. Jones moved to have committee meetings livestreamed and recorded beginning with the June 24, 2021, meetings. Ms. Vanhooser seconded the motion. With an opportunity for further discussion and there being none, Mr. Wray called a roll call vote. The motion carried unanimously.

#### **AGENDA ITEM 5—UPDATE FROM UNIVERSITY ADVANCEMENT**

Dr. Kevin Braswell provided an update on University Advancement. He stated that, for several years, University Advancement staff had been in pursuit of a goal to increase philanthropic support to Tennessee Tech, consistently, year after year. The goal linked closely with every major emphasis in Tennessee Tech's Strategic Plan and they are now closer than ever to attaining the goal. At the end of February, with more than three months remaining in this fiscal year, University Advancement's fundraising reached \$17,300,000 and was already Tennessee Tech's second-best year ever.

Dr. Braswell stated that University Advancement was now actively planning for another comprehensive campaign. The timeline of the campaign was not yet determined but the overall emphasis was clear: it would start and end with students. Dr. Braswell stated that this campaign was designed to expand impact by growing the endowment to:

- Attract an increasingly diverse student body
- Provide a first-rate student experience once students are on campus
- Help more students graduate on time

#### **AGENDA ITEM 6—UPDATE FROM BOARD SELF-EVALUATION**

Mr. Wray provided an update on progress made on items received from the Board Self-Evaluation:

- Orientation manual: A manual to include all Board of Trustees orientation materials, accessible in one location, would be created in a Diligent book by the June 24, 2021, meeting.

- Quarterly calendar: A quarterly calendar of recurring and nonrecurring items by committee was created to help determine agendas as we move forward each year.
- Other LGI committee structures: Every other LGI school, except Tennessee Tech, has a separate Audit Committee, separate from the Finance Committee. Trustees of other LGIs serve on multiple committees.

Ms. Vanhooser asked who would be responsible for maintaining and updating the materials in the orientation manual. Chair Harper replied that responsibility would be Mr. Wray's responsibility with the assistance of his support staff.

Ms. Vanhooser asked that items with non-negotiable requirements (e.g., items required by audit or the legislature) be identified in the quarterly calendar to help ensure that these required items were covered at the appropriate time(s).

Chair Harper stated that she would give additional thought to other LGIs' committee structures, solicit input from other Trustees, and work with Mr. Wray to determine if committee structure changes were needed for Tennessee Tech's Board committees.

## **AGENDA ITEM 7—OTHER BUSINESS**

Chair Harper reported that President Oldham, several other administrators, and herself recently met with two students, Caleb Moses and Zach Walls, members of the Student Environmental Action Coalition regarding their concerns about use of Sherlock Park for the new Engineering building and Innovation Hall. The students were primarily concerned about the loss of green space and believed this plan had not been communicated adequately.

During the meeting, President Oldham shared with the students that the use of Sherlock Park had been in the Master Plan for years. Tennessee Tech's first Master Plan was approved in 2014 and a revised plan was approved in 2018. Innovation Hall was included in the 2014 Master Plan and the Engineering building was included in the 2018 Master Plan, which the Board approved. The goal of the Master Plan was to "green" the campus, making the campus a greener campus.

Dean Slater and Delayne Miller reported that several improvements to increase green space have recently been implemented or were currently in the planning stages. Overall, with these improvements, Tennessee Tech would have a net gain of 13 acres of green space over the next several years.

Chair Harper requested that Tennessee Tech do a better job of communicating what is happening with the Master Plan and a better job of promoting Tennessee Tech's Sustainability Plan. Karen Lykins has agreed to make this happen. Chair Harper committed to the students that the Board would require Tennessee Tech to be as sustainable and environmentally conscious as possible.

## **AGENDA ITEM 8—ADJOURNMENT**

With there being no other business, Chair Harper adjourned the meeting at 9:49 a.m.

Approved,

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Lee Wray, Board Secretary

DRAFT



## **Executive Committee**

**June 7, 2021**

**Meeting via teleconference and streamed live on the Board's website**

**1:30 p.m.**

### **MINUTES**

#### **AGENDA ITEM 1—CALL TO ORDER AND ROLL CALL**

The Tennessee Tech Executive Committee met on June 7, 2021, via teleconference. The meeting was streamed live on the Board's website. Chair Harper called the meeting to order at 1:30 p.m.

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

- Tom Jones
- Teresa Vanhooser
- Trudy Harper

Other Board members, Daniel Hines, Thomas Lynn, Sally Pardue, and Rhedona Rose, also participated by teleconference.

Participating Trustees confirmed that they could simultaneously hear and speak to the Board members and they were the only person present in the location from which they were calling.

Meeting materials were provided to all Trustees in advance of the meeting.

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

Chair Harper stated that pursuant to Tennessee Code Annotated Section § 8-44-108(b)(3), "[i]f a physical quorum is not present at the location of a meeting of a governing body, then in order

for a quorum of members to participate by electronic or other means of communication, the governing body must make a determination that a necessity exists.”

The following facts and circumstances necessitated a meeting by electronic means because a physical quorum was not present:

1. The Board is required to consider the important and time-sensitive matter of appointing a new Vice President for Student Affairs.
2. The Board is meeting via teleconference in recognition of the need to act on these important matters.
3. These facts and circumstances necessitate a meeting without a quorum physically present.

Tom Jones moved that the necessity existed to hold the Executive Committee meeting via teleconference without a quorum physically present. Teresa Vanhooser seconded the motion. With an opportunity for further discussion and there being none, Mr. Wray called a roll call vote. The motion carried unanimously.

### **AGENDA ITEM 3--APPROVAL OF APPOINTMENT OF VICE PRESIDENT FOR STUDENT AFFAIRS**

Chair Harper stated that the President requested the Executive Committee approve the appointment of Dr. Cynthia Polk-Johnson to the position of Vice President for Student Affairs.

Dr. Polk-Johnson thanked everyone, stated she felt this position was a great fit for her, and she was excited about the opportunity to serve Tennessee Tech as Vice President for Student Affairs. She stated that she has dedicated her life to transforming students and even transforming generations.

Tom Jones moved to appoint Dr. Cynthia Polk-Johnson to the position of Vice President for Student Affairs. Teresa Vanhooser seconded the motion. With an opportunity for further discussion and there being none, Mr. Wray called a roll call vote. The motion carried unanimously.

President Oldham thanked the search committee for doing an outstanding job. He stated that an extensive national search was conducted, the search resulted in 140 applicants, and four finalists were brought to campus. He congratulated Dr. Polk-Johnson and stated that her start date was July 6.

**AGENDA ITEM 4--ADJOURNMENT**

With there being no other business, Chair Harper adjourned the meeting at 1:48 p.m.

Approved,

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Lee Wray, Board Secretary

DRAFT





## Agenda Item Summary

**Date:** June 24, 2021

**Agenda Item:** Committee Structure

Review

Action

No action required

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**PRESENTER(S):** Lee Wray

**PURPOSE & KEY POINTS:** Review and discussion of committee structures at other LGIs and peer institutions.



## Agenda Item Summary

**Date:** June 24, 2021

**Agenda Item:** Nomination of Chair

Review

Action

No action required

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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:** Pursuant to Bylaw 1.5.A, the Executive Committee nominates a chair to serve for a two years' term.



## **ARTICLE 1: THE BOARD OF TRUSTEES**

### **1.1 AUTHORITY OF THE BOARD**

The management and governance of Tennessee Technological University is vested in the Board of Trustees, subject only to statutory limitations.

### **1.2 MEMBERSHIP**

**A.** The composition of the membership of the Board of Trustees (“Board”), the terms of office, and the conditions of membership are as provided in Tennessee Code Title 49, Chapter 8 and are incorporated by reference into these bylaws as if fully set forth herein, including all future amendments.

**B.** Members shall receive no compensation for their services, but shall be entitled to reimbursement for travel expenses incurred in the performance of their official duties in conformity with the comprehensive travel regulations as promulgated by the State of Tennessee Department of Finance and Administration and approved by the Attorney General and Reporter.

### **1.3 POWERS OF THE BOARD**

The Board has the power to:

- A.** Select and employ the chief executive officer (“President”) of Tennessee Technological University (“Tennessee Tech”) and to confirm the appointment of administrative personnel, faculty, and other employees and their salaries and terms of office,
- B.** Review and approve the mission of Tennessee Tech,
- C.** Approve curricula and requirements for diplomas and degrees,
- D.** Approve the operating budgets and set the fiscal policies, including tuition rates, for Tennessee Tech, subject to any statutory limitation on that power,
- E.** Establish policies and regulations regarding the campus life at Tennessee Tech, including, but not limited to, the conduct of students, student housing, parking, and safety,

- F.** Establish policies defining residency of students, subject to any statutory limitation,
- G.** Establish policies and regulations related to employees,
- H.** Grant tenure to eligible members of the faculty upon the positive recommendation of the President,
- I.** Assume general responsibility for the operation of Tennessee Tech, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of Tennessee Tech,
- J.** Receive donations of money, securities, and property from any source on behalf of Tennessee Tech and use such donations in accordance with the conditions set by the donor,
- K.** Purchase land subject to the terms and conditions of state regulations, to condemn land, and to erect buildings and equip them for Tennessee Tech subject to the requirements of the state building commission, the master plan approved by the Tennessee Higher Education Commission, and to the terms and conditions of legislative appropriations,
- L.** Delegate and provide for the further delegation of any and all its powers subject to limitations expressly set forth in law,
- M.** Exercise any power granted by statute, and
- N.** Exercise any other powers not otherwise prohibited by law that are necessary to govern Tennessee Tech.

#### **1.4 RESPONSIBILITIES OF THE BOARD**

Board members are required to:

- A.** Be free of any contractual, employment, or personal or familial financial interest in Tennessee Tech, to the extent required by statute, rule, or accrediting standards,
- B.** Be free from undue influence from political, religious, or other external bodies and protect Tennessee Tech from such influence,
- C.** Be transparent in all Board actions to the extent required by the law,
- D.** Not direct matters of administration or of executive action except through the President,

- E.** Represent the interest of the entire university rather than any single constituent part,
- F.** Not speak on behalf of Tennessee Tech unless authorized to do so by the Board or chair of the Board,
- G.** Participate in all Board meetings and events, absent good cause,
- H.** Stay informed, to the extent practical, about the educational and business affairs of Tennessee Tech.

### **1.5 OFFICERS OF THE BOARD**

- A.** The Board shall elect from its members a chair, vice chair, and other officers the Board deems appropriate. The officers shall serve a term of two (2) years.
- B.** The chair and vice chair may be elected to consecutive terms without limitation.
- C.** The chair shall preside when present at meetings of the Board and shall be the spokesperson for the Board unless otherwise directed by the Board. The chair shall perform such other duties as prescribed by the Board and by the bylaws.
  - 1.** In the absence of the chair, the vice chair shall preside at meetings of the Board and otherwise perform the duties of the chair.
  - 2.** In the absence of the chair and vice chair, the Board may temporarily appoint a member to preside.
  - 3.** A Board officer may voluntarily relinquish his/her officer position by submitting a letter of resignation to the Board's secretary with an effective date.
- D.** A Board officer serves at the pleasure of the Board. A Board officer may be removed from office by a two-thirds (2/3) vote of the Board members eligible to vote.
- E.** In cases where a Board member makes a motion to remove the chair and the motion is seconded, the chair shall immediately hand over the control of the meeting to the vice-chair. In the absence of the vice-chair, the Board may temporarily appoint a member to preside over the discussion and vote on the motion. If the motion is not successful, the chair will resume control of the meeting.
- F.** In the case of a vacancy or expired term, the Board shall elect a new officer at the next meeting of the Board.
- G.** The Board shall ratify or reject the President's appointment of a Board secretary.

## **ARTICLE 2: MEETINGS OF THE BOARD**

### **2.1 MEETINGS SUBJECT TO THE TENNESSEE OPEN MEETINGS ACT**

All Board meetings for which a quorum is required to make a decision or to deliberate toward a decision are open to the public, except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

### **2.2 REGULAR MEETINGS**

- A.** The Board shall meet at least four (4) times each fiscal year.
- B.** The Board's secretary shall provide at least five (5) days' written notice of the regular meetings to all Board members. Notice may be provided by any reasonable means.

### **2.3 SPECIAL MEETINGS**

- A.** The chair, vice chair, President, or the Board's secretary, the latter upon the written request of three (3) or more of Board members eligible to vote, may call a special meeting, provided the call states the business to be considered.
- B.** If the business to be considered requires immediate action, a special meeting may be called with less than five (5) days' notice. Notice may be provided by any reasonable means in the circumstances.

### **2.4 AGENDAS**

- A.** The Board's secretary, upon advice from the President and the Board chair, shall prepare an agenda for every meeting.
- B.** If feasible, an agenda will accompany each notice of a regular or special meeting of the Board.

### **2.5 QUORUM**

Five voting members shall constitute a quorum for taking Board action.

### **2.6 MANNER OF TAKING ACTION**

- A.** All votes of the Board shall be by public vote as defined by Tennessee Code

Annotated Section 8-44-104(b), public ballot, or public roll call. No secret votes, secret ballots, or secret roll calls are allowed.

**B.** The action of a majority of the quorum of Board members eligible to vote and present at any meeting shall be the action of the Board, except as otherwise prescribed by the bylaws, Board policy, or statute.

**C.** The Board may permit any or all members to participate in a meeting by, or conduct the meeting through, use of any means of telephonic or electronic communication.

**1.** The meeting must be audible to the public at the location specified in the notice of the meeting as the location of the meeting.

**2.** All participating members must be able to both hear all members and speak to all members during the meeting.

**3.** Any member participating by telephone or electronically shall identify the persons present in the location from which the member is participating.

**4.** Any member who participates in a meeting covered by this provision shall be deemed “present” at the meeting.

**5.** A public roll call vote is required on all matters.

**D.** A public roll call vote of the Board is required on all motions regarding budget approval, fees or tuition increases, capital expenditures, bylaw(s) or rule(s) revision, adoption, or repeal, or in any case required by law or deemed desirable in the judgment of the chair. Upon request of any member present, a public roll call vote may be called for on any matter, provided the member requests a public roll call vote before announcement of the public vote previously taken.

**E.** Any item selected by the chair or referred to the Board with unanimous support from a Board committee may be presented to the Board on a consent calendar at the recommendation of the committee chair.

**1.** The consent calendar shall be considered at the next regularly scheduled meeting of the Board and all items on the consent calendar shall be considered en bloc.

**2.** If two or more members so request, an item shall be removed from the consent calendar, provided the request is made in writing to the chair and secretary, not later than two hours prior to convening of the Board meeting at which the consent calendar will be considered. The secretary will notify the Board of the request as soon as practicable.

**3.** An item may be removed from the consent calendar at the discretion of the

chair at any time.

F. The Board may adjourn any regular or special meeting to any future date. If a quorum is not present, the members in attendance may adjourn any regular or special meeting until a quorum is present.

## **2.7 MINUTES**

The Board's secretary shall take minutes at each meeting of the Board and maintain approved minutes as the official record of such meeting.

## **ARTICLE 3: BOARD COMMITTEES**

Subject to statutory requirements, the Board may establish such committees as it deems appropriate or necessary and shall define by policy their duties, reporting requirements, and appointments of members.

## **ARTICLE 4: OFFICERS OF TENNESSEE TECH**

### **4.1 OFFICERS**

A. The officers of Tennessee Tech shall be its President, a Board's secretary appointed by the President, and such other officers as deemed necessary by the President to conduct Tennessee Tech and Board business and provide support to the Board. The officers shall have such authority and perform such duties as set forth in the law, in these bylaws, and as the Board or the President prescribes.

B. In the event of a vacancy or notice of an impending vacancy in the office of President, the Board shall appoint an interim President as provided by Board policy. In the event of a vacancy or notice of an impending vacancy in any office other than President, the President may appoint an individual to serve in an interim or permanent capacity, subject to the annual confirmation of the Board of the President's employment actions.

### **4.2 APPOINTMENT AND DUTIES OF THE PRESIDENT**

A. The Board shall appoint a President who shall be the executive and governing officer of Tennessee Tech.

B. The President shall have full authority over the administration of all affairs and operations of Tennessee Tech, subject to any statutory powers retained by the Board or specifically delegated by the Board to other Tennessee Tech officers.



**C.** The President is authorized, consistent with the law and Board policies, to appoint, determine compensation and duties of, promote, demote, suspend, or terminate other officers and employees of Tennessee Tech and shall report such actions to the Board annually for confirmation.

**D.** The President shall at least annually report to the Board all significant matters within the President's knowledge related to Tennessee Tech.

**E.** The President shall perform such other duties as assigned by the Board.

## **ARTICLE 5: MISCELLANEOUS PROVISIONS**

**5.1** Any determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

**5.2** The Board may temporarily suspend any bylaw by a two-thirds (2/3) vote of the voting members present at the regular or special meeting in which the bylaw is to be suspended.

**5.3** Any Board member may propose to alter, amend, restate, or repeal a bylaw by submitting a written request to the Secretary at any regular or special meeting. The Board will vote on any such request at the next regular or special meeting.

**5.4** Anyone who wishes to address the Board must submit a written request to the Board's secretary to be received at least fifteen days prior to the scheduled meeting of the Board, absent good cause. The request must include the requestor's contact information and the subject matter to be addressed.

**A.** The Board's secretary, in consultation with the chair, may either place the requested item on the agenda or notify the requestor in writing of the reason for rejecting the request. The secretary will, as soon as practicable, notify the other Board members of the request and the disposition of the matter.

**B.** The Board may limit a speaker's time for any such address.

Adopted: March 23, 2017

Revised: June 15, 2017; August 17, 2017



## Agenda Item Summary

**Date:** June 24, 2021

**Agenda Item:** Nomination of Vice Chair

Review

Action

No action required

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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:** Pursuant to Bylaw 1.5.A, the Executive Committee nominates a vice chair to serve for a two years' term.



## **ARTICLE 1: THE BOARD OF TRUSTEES**

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- E.** Establish policies and regulations regarding the campus life at Tennessee Tech, including, but not limited to, the conduct of students, student housing, parking, and safety,

- F.** Establish policies defining residency of students, subject to any statutory limitation,
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- H.** Grant tenure to eligible members of the faculty upon the positive recommendation of the President,
- I.** Assume general responsibility for the operation of Tennessee Tech, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of Tennessee Tech,
- J.** Receive donations of money, securities, and property from any source on behalf of Tennessee Tech and use such donations in accordance with the conditions set by the donor,
- K.** Purchase land subject to the terms and conditions of state regulations, to condemn land, and to erect buildings and equip them for Tennessee Tech subject to the requirements of the state building commission, the master plan approved by the Tennessee Higher Education Commission, and to the terms and conditions of legislative appropriations,
- L.** Delegate and provide for the further delegation of any and all its powers subject to limitations expressly set forth in law,
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- C.** Be transparent in all Board actions to the extent required by the law,
- D.** Not direct matters of administration or of executive action except through the President,

- E.** Represent the interest of the entire university rather than any single constituent part,
- F.** Not speak on behalf of Tennessee Tech unless authorized to do so by the Board or chair of the Board,
- G.** Participate in all Board meetings and events, absent good cause,
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- C.** The chair shall preside when present at meetings of the Board and shall be the spokesperson for the Board unless otherwise directed by the Board. The chair shall perform such other duties as prescribed by the Board and by the bylaws.
  - 1.** In the absence of the chair, the vice chair shall preside at meetings of the Board and otherwise perform the duties of the chair.
  - 2.** In the absence of the chair and vice chair, the Board may temporarily appoint a member to preside.
  - 3.** A Board officer may voluntarily relinquish his/her officer position by submitting a letter of resignation to the Board's secretary with an effective date.
- D.** A Board officer serves at the pleasure of the Board. A Board officer may be removed from office by a two-thirds (2/3) vote of the Board members eligible to vote.
- E.** In cases where a Board member makes a motion to remove the chair and the motion is seconded, the chair shall immediately hand over the control of the meeting to the vice-chair. In the absence of the vice-chair, the Board may temporarily appoint a member to preside over the discussion and vote on the motion. If the motion is not successful, the chair will resume control of the meeting.
- F.** In the case of a vacancy or expired term, the Board shall elect a new officer at the next meeting of the Board.
- G.** The Board shall ratify or reject the President's appointment of a Board secretary.

## **ARTICLE 2: MEETINGS OF THE BOARD**

### **2.1 MEETINGS SUBJECT TO THE TENNESSEE OPEN MEETINGS ACT**

All Board meetings for which a quorum is required to make a decision or to deliberate toward a decision are open to the public, except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

### **2.2 REGULAR MEETINGS**

- A.** The Board shall meet at least four (4) times each fiscal year.
- B.** The Board's secretary shall provide at least five (5) days' written notice of the regular meetings to all Board members. Notice may be provided by any reasonable means.

### **2.3 SPECIAL MEETINGS**

- A.** The chair, vice chair, President, or the Board's secretary, the latter upon the written request of three (3) or more of Board members eligible to vote, may call a special meeting, provided the call states the business to be considered.
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### **2.4 AGENDAS**

- A.** The Board's secretary, upon advice from the President and the Board chair, shall prepare an agenda for every meeting.
- B.** If feasible, an agenda will accompany each notice of a regular or special meeting of the Board.

### **2.5 QUORUM**

Five voting members shall constitute a quorum for taking Board action.

### **2.6 MANNER OF TAKING ACTION**

- A.** All votes of the Board shall be by public vote as defined by Tennessee Code

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**B.** The action of a majority of the quorum of Board members eligible to vote and present at any meeting shall be the action of the Board, except as otherwise prescribed by the bylaws, Board policy, or statute.

**C.** The Board may permit any or all members to participate in a meeting by, or conduct the meeting through, use of any means of telephonic or electronic communication.

**1.** The meeting must be audible to the public at the location specified in the notice of the meeting as the location of the meeting.

**2.** All participating members must be able to both hear all members and speak to all members during the meeting.

**3.** Any member participating by telephone or electronically shall identify the persons present in the location from which the member is participating.

**4.** Any member who participates in a meeting covered by this provision shall be deemed “present” at the meeting.

**5.** A public roll call vote is required on all matters.

**D.** A public roll call vote of the Board is required on all motions regarding budget approval, fees or tuition increases, capital expenditures, bylaw(s) or rule(s) revision, adoption, or repeal, or in any case required by law or deemed desirable in the judgment of the chair. Upon request of any member present, a public roll call vote may be called for on any matter, provided the member requests a public roll call vote before announcement of the public vote previously taken.

**E.** Any item selected by the chair or referred to the Board with unanimous support from a Board committee may be presented to the Board on a consent calendar at the recommendation of the committee chair.

**1.** The consent calendar shall be considered at the next regularly scheduled meeting of the Board and all items on the consent calendar shall be considered en bloc.

**2.** If two or more members so request, an item shall be removed from the consent calendar, provided the request is made in writing to the chair and secretary, not later than two hours prior to convening of the Board meeting at which the consent calendar will be considered. The secretary will notify the Board of the request as soon as practicable.

**3.** An item may be removed from the consent calendar at the discretion of the

chair at any time.

F. The Board may adjourn any regular or special meeting to any future date. If a quorum is not present, the members in attendance may adjourn any regular or special meeting until a quorum is present.

## **2.7 MINUTES**

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## **ARTICLE 3: BOARD COMMITTEES**

Subject to statutory requirements, the Board may establish such committees as it deems appropriate or necessary and shall define by policy their duties, reporting requirements, and appointments of members.

## **ARTICLE 4: OFFICERS OF TENNESSEE TECH**

### **4.1 OFFICERS**

A. The officers of Tennessee Tech shall be its President, a Board's secretary appointed by the President, and such other officers as deemed necessary by the President to conduct Tennessee Tech and Board business and provide support to the Board. The officers shall have such authority and perform such duties as set forth in the law, in these bylaws, and as the Board or the President prescribes.

B. In the event of a vacancy or notice of an impending vacancy in the office of President, the Board shall appoint an interim President as provided by Board policy. In the event of a vacancy or notice of an impending vacancy in any office other than President, the President may appoint an individual to serve in an interim or permanent capacity, subject to the annual confirmation of the Board of the President's employment actions.

### **4.2 APPOINTMENT AND DUTIES OF THE PRESIDENT**

A. The Board shall appoint a President who shall be the executive and governing officer of Tennessee Tech.

B. The President shall have full authority over the administration of all affairs and operations of Tennessee Tech, subject to any statutory powers retained by the Board or specifically delegated by the Board to other Tennessee Tech officers.



**C.** The President is authorized, consistent with the law and Board policies, to appoint, determine compensation and duties of, promote, demote, suspend, or terminate other officers and employees of Tennessee Tech and shall report such actions to the Board annually for confirmation.

**D.** The President shall at least annually report to the Board all significant matters within the President's knowledge related to Tennessee Tech.

**E.** The President shall perform such other duties as assigned by the Board.

## **ARTICLE 5: MISCELLANEOUS PROVISIONS**

**5.1** Any determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

**5.2** The Board may temporarily suspend any bylaw by a two-thirds (2/3) vote of the voting members present at the regular or special meeting in which the bylaw is to be suspended.

**5.3** Any Board member may propose to alter, amend, restate, or repeal a bylaw by submitting a written request to the Secretary at any regular or special meeting. The Board will vote on any such request at the next regular or special meeting.

**5.4** Anyone who wishes to address the Board must submit a written request to the Board's secretary to be received at least fifteen days prior to the scheduled meeting of the Board, absent good cause. The request must include the requestor's contact information and the subject matter to be addressed.

**A.** The Board's secretary, in consultation with the chair, may either place the requested item on the agenda or notify the requestor in writing of the reason for rejecting the request. The secretary will, as soon as practicable, notify the other Board members of the request and the disposition of the matter.

**B.** The Board may limit a speaker's time for any such address.

Adopted: March 23, 2017

Revised: June 15, 2017; August 17, 2017



## Agenda Item Summary

**Date:** June 24, 2021

**Agenda Item:** Nomination of Executive Committee Member

Review

Action

No action required

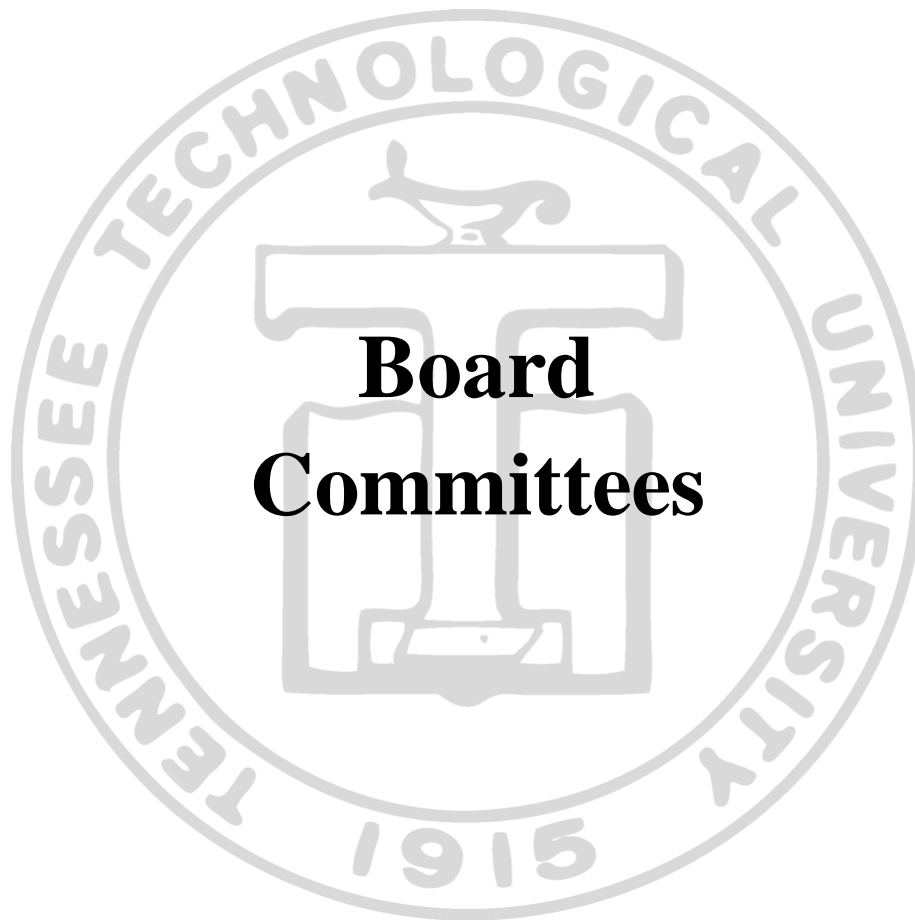
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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:** Pursuant to TTU Policy 005 (Board Committees), Section V.C.1, the Vice Chair is a standing member of the Executive Committee, but the Executive Committee nominates the third member of the Executive Committee.

**Tennessee Technological University  
Policy No. 005**

6.2



Effective Date: March 23, 2017

**Policy No:** 005

**Policy Name:** Board Committees

**Revised:** June 15, 2017; August 17, 2017; September 18, 2018

## **I. Purpose**

This policy establishes the committees of the Tennessee Tech Board and describes their structure and responsibilities.

## **II. Review**

This policy will be reviewed every four years or whenever circumstances require review, whichever is earlier, by the Board or a committee designated by the Chair. In the case of the latter, recommendations for revision will be presented to the Board at a regular or special meeting.

## **III. Committees**

### **A. Standing committees**

1. The standing committees of the Board shall be
  - a. Academic/Student Affairs/Research/Advancement/Athletics
  - b. Audit/Compliance/Finance/Compensation/Facilities
  - c. Executive
2. The authority of the standing committees shall be subject to action by the entire Board, except as otherwise provided by law. The committees' actions must be authorized and approved by the Board before becoming effective unless the Board delegates to the committee the authority to act on its own behalf.

### **B. Structure of the committees**

1. Each standing committee shall have at least three voting members who shall each serve a two-year term and may be reappointed to consecutive terms.
2. Each standing committee shall have a chair who shall serve a two-year term and may be reappointed to consecutive terms.
3. The Board Chair shall appoint members and chairs of the standing committees, unless otherwise excepted by this policy.

4. The Board Chair shall serve as an ex officio member of all standing committees, entitled to vote.
5. Each committee shall have a Tennessee Tech administrator to assist with its work.

**C. Special committees**

The Board Chair or Vice Chair may appoint special committees for specific assignments. Membership may be as determined appropriate. The chair of a special committee shall be designated by the Board Chair at the time the special committee is appointed. Matters assigned to a special committee shall be subject to action and approval by a designated standing committee or the Board before becoming effective.

**IV. Matters Related to Committee Meetings**

- A. The Executive Committee shall meet as often as necessary to carry out its responsibilities. All other standing committees shall meet at the call of the Board Chair or committee chair.
- B. Meetings may be called by the Board Chair, the President, or the committee chair.

**C. Notice of meeting and agenda**

1. When feasible, committee members shall receive at least five days' notice of meetings to include the purpose of the meeting. The notice may be delivered by any reasonable means.
2. When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.
3. Matters not appearing on the agenda of a standing or special committee meeting may be considered only upon an affirmative vote of the entire committee.
4. Standing committee chairs may designate items to be included on a consent agenda for the committee; provided that the following items may not be placed on a committee consent agenda:
  - a. Amendment of the bylaws;
  - b. The annual operating budget, including student tuition and fee proposals for which Board approval is required;
  - c. Funding requests for capital outlay and capital maintenance projects;

- d. Revenue or institutionally funded capital projects; and
      - e. Any other item on which a roll call vote will be required in the full Board meeting.
  - D. A majority of the voting members of each standing or special committee shall constitute a quorum for the transaction of business. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.
  - E. Minutes shall be made of all standing and special committee meetings and provided to the Board Chair, the President, and the Secretary to the Board. The minutes shall be maintained as the official record of such meetings.
  - F. All meetings of standing and special committees shall be open to the public except as authorized by a statutorily or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101 et seq.

**V. Committee Duties**

**A. Academic/Student Affairs/Enrollment Management and Career Placement/Research/Advancement/Athletics Committee (“Academic & Student Affairs Committee”)**

The committee shall oversee the quality of academic programs and services and student life consistent with Tennessee Tech’s mission. The committee shall make recommendations to the Board relating to:

1. Approval of proposals for new academic programs and the significant revision of existing programs;
2. Ensuring and protecting, within the context of faculty-shared governance, Tennessee Tech’s educational quality and its academic programs;
3. Approval of admission, progression, retention, and graduation standards;
4. Institutional accreditations, program accreditations, and program reviews;
5. Promoting the welfare of students attending Tennessee Tech, including matters related to enrollment management and career placement;
6. Review and approve policies related to academic and student affairs consistent with TTU Board Policy 003 (Board Delegation of Authority);
7. Oversight of programs seeking to extend Tennessee Tech’s scientific, technological, commercialization, and educational expertise to communities,

counties, agencies, and organizations in the state, nationally, and globally;

8. Review the operation of the Tennessee Tech’s intercollegiate athletics programs and assist the Board in carrying out its responsibility of those programs;
9. Exercise oversight of Tennessee Tech programs related to private gifts, alumni support, public relations, and communications and marketing;
10. Review and approval of policies related to research, advancement, and athletics matters consistent with TTU Board Policy 003 (Board Delegation of Authority); and
11. Other areas as directed by the Board.

6.2

**B. Audit/Compliance/Finance/Compensation/Facilities Committee (“Audit & Business Committee”)**

1. The Committee and its chair shall be nominated and approved by the Board.
2. The committee shall have the authority to direct Tennessee Tech’s management to initiate and address specific audit and compliance issues within the mandate of the committee. It may conduct, authorize, or facilitate any audit or investigation appropriate to fulfill its oversight responsibilities.
3. The committee shall adopt and maintain a charter consistent with state law and any Tennessee Comptroller of the Treasury’s requirements. The committee shall submit the charter and any subsequent revisions to the Board for approval.
4. The committee is responsible for and shall make recommendations to the Board related to:
  - a. Audit engagements with the Tennessee Comptroller’s Office including the integrity of financial statements and compliance with legal and regulatory requirements;
  - b. Audit engagements with external auditors;
  - c. Internal audit activities;
  - d. Internal audit administration;
  - e. Internal controls and compliance with laws, regulations, and other requirements;

- f. Risk and control assessments;
- g. Fraud, waste, and abuse prevention, detection, and reporting;
- h. Review and approval of policies related to audit and compliance matters, consistent with TTU Board Policy 003 (Board Delegation of Authority);
- i. Monitoring Tennessee Tech's financial performance and reporting to the Board;
- j. Reviewing and recommending annual and long-range operating, capital, and maintenance budgets;
- k. Reviewing and recommending rates for student tuition and fees;
- l. Overseeing financial reporting and related disclosures;
- m. Recommending adoption or modification of capital improvement plans and the facilities master plan, advocating for new structures, and rehabilitating or removing older structures;
- n. Recommending appropriate action with regard to the acquisition and disposition of real property;
- o. Acting on matters related to personnel, including faculty and staff compensation and tenure;
- p. Reviewing or acting on matters related to information technology planning and strategy, including significant technology investments;
- q. Reviewing and approving policies related to finance, compensation and facilities, consistent with TTU Board Policy 003 (Board Delegation of Authority);
- r. Reviewing and approving policies related to audit and compliance matters, consistent with TTU Board Policy 003 (Board Delegation of Authority); and
- s. Other areas as directed by the Board.

### **C. Executive Committee**

1. The Executive Committee shall be composed of the Chair and Vice Chair of the Board, and one at-large voting member elected by the Board. The Chair of the Board shall be the chair of this committee.



2. The Executive Committee may act for the Board between regular Board meetings on urgent matters except the following, which shall be reserved to the Board:
  - a. Presidential selection and termination;
  - b. Amendments to the Board bylaws;
  - c. Sale or disposition of real estate;
  - d. Tenure decisions;
  - e. Maintenance fees, tuition, and other student fees;
  - f. Capital budget request prepared for submission to the Tennessee Higher Education Commission for consideration for inclusion in the Governor's budget proposal;
  - g. Adoption of the annual budget; and
  - a. Conferral of degrees.
3. The Executive Committee shall ensure the integrity of the Board and is responsible for:
  - a. Establishing and maintaining standards of Board conduct by monitoring compliance with TTU Policy 001 (Board Code of Ethics and Conduct and Conflict of Interest);
  - b. Approval of the creation and removal of executive positions reporting directly to Tennessee Tech's president and appointments to all positions reporting directly to the president;
  - c. Approval of matters presented to the Executive Committee by Tennessee Tech's president, consistent with the limitations on the powers of the Executive Committee described in Section V.C.2 of this policy;
  - d. Making recommendations or taking action, as allowed, relating to the selection, retention, evaluation, termination, compensation, benefits, and performance management of Tennessee Tech's president.
  - e. Assessing the performance and effectiveness of the Board and Board members, including initiating board self-evaluations on a regular basis;

- f. Ensuring an effective orientation and ongoing professional development for Board members;
  - g. Periodically reviewing and ensuring compliance with the Board bylaws and other Board policies, recommending amendments when appropriate;
  - h. Reviewing the committee structure of the Board for continued effectiveness;
  - i. Overseeing the work of the other standing committees; and
  - j. Other areas as directed by the Board.
4. The Executive Committee shall report all of its actions to the full Board at the next regular meeting.

**VI. Interpretation**

The Board Chair or his/her designee has the final authority to interpret the terms of this policy.

**VII. Citation of Authority for Policy**

T.C.A. § 49-8-201(f)(8)(B)

**Approved by:**

Board of Trustees:	March 23, 2017
Revised by Board of Trustees:	June 15, 2017; August 17, 2017, September 18, 2018



## Agenda Item Summary

7.1

**Date:** June 24, 2021

**Agenda Item:** Nomination of Audit Committee Members and Chair

Review

Action

No action required

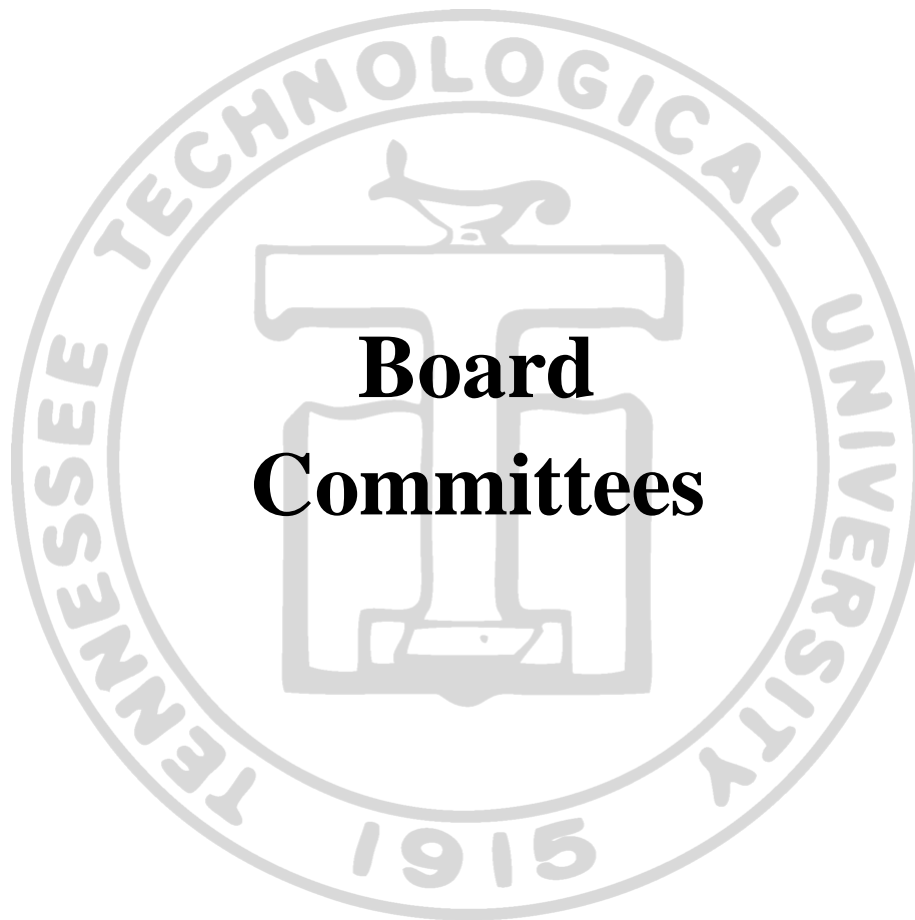
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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:** Pursuant to TTU Policy 005 (Board Committees), Section V.B.1, the Executive Committee nominates the members and the chair of the Audit Committee.

**Tennessee Technological University  
Policy No. 005**

7.2



**Board  
Committees**

Effective Date: March 23, 2017

**Policy No:** 005

**Policy Name:** Board Committees

**Revised:** June 15, 2017; August 17, 2017; September 18, 2018

## **I. Purpose**

This policy establishes the committees of the Tennessee Tech Board and describes their structure and responsibilities.

## **II. Review**

This policy will be reviewed every four years or whenever circumstances require review, whichever is earlier, by the Board or a committee designated by the Chair. In the case of the latter, recommendations for revision will be presented to the Board at a regular or special meeting.

## **III. Committees**

### **A. Standing committees**

1. The standing committees of the Board shall be
  - a. Academic/Student Affairs/Research/Advancement/Athletics
  - b. Audit/Compliance/Finance/Compensation/Facilities
  - c. Executive
2. The authority of the standing committees shall be subject to action by the entire Board, except as otherwise provided by law. The committees' actions must be authorized and approved by the Board before becoming effective unless the Board delegates to the committee the authority to act on its own behalf.

### **B. Structure of the committees**

1. Each standing committee shall have at least three voting members who shall each serve a two-year term and may be reappointed to consecutive terms.
2. Each standing committee shall have a chair who shall serve a two-year term and may be reappointed to consecutive terms.
3. The Board Chair shall appoint members and chairs of the standing committees, unless otherwise excepted by this policy.

4. The Board Chair shall serve as an ex officio member of all standing committees, entitled to vote.
5. Each committee shall have a Tennessee Tech administrator to assist with its work.

### **C. Special committees**

The Board Chair or Vice Chair may appoint special committees for specific assignments. Membership may be as determined appropriate. The chair of a special committee shall be designated by the Board Chair at the time the special committee is appointed. Matters assigned to a special committee shall be subject to action and approval by a designated standing committee or the Board before becoming effective.

7.2

## **IV. Matters Related to Committee Meetings**

- A. The Executive Committee shall meet as often as necessary to carry out its responsibilities. All other standing committees shall meet at the call of the Board Chair or committee chair.
- B. Meetings may be called by the Board Chair, the President, or the committee chair.

### **C. Notice of meeting and agenda**

1. When feasible, committee members shall receive at least five days' notice of meetings to include the purpose of the meeting. The notice may be delivered by any reasonable means.
2. When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.
3. Matters not appearing on the agenda of a standing or special committee meeting may be considered only upon an affirmative vote of the entire committee.
4. Standing committee chairs may designate items to be included on a consent agenda for the committee; provided that the following items may not be placed on a committee consent agenda:
  - a. Amendment of the bylaws;
  - b. The annual operating budget, including student tuition and fee proposals for which Board approval is required;
  - c. Funding requests for capital outlay and capital maintenance projects;

- d. Revenue or institutionally funded capital projects; and
        - e. Any other item on which a roll call vote will be required in the full Board meeting.
  - D. A majority of the voting members of each standing or special committee shall constitute a quorum for the transaction of business. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.
  - E. Minutes shall be made of all standing and special committee meetings and provided to the Board Chair, the President, and the Secretary to the Board. The minutes shall be maintained as the official record of such meetings.
  - F. All meetings of standing and special committees shall be open to the public except as authorized by a statutorily or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101 et seq.

## V. Committee Duties

### A. Academic/Student Affairs/Enrollment Management and Career Placement/Research/Advancement/Athletics Committee (“Academic & Student Affairs Committee”)

The committee shall oversee the quality of academic programs and services and student life consistent with Tennessee Tech’s mission. The committee shall make recommendations to the Board relating to:

1. Approval of proposals for new academic programs and the significant revision of existing programs;
2. Ensuring and protecting, within the context of faculty-shared governance, Tennessee Tech’s educational quality and its academic programs;
3. Approval of admission, progression, retention, and graduation standards;
4. Institutional accreditations, program accreditations, and program reviews;
5. Promoting the welfare of students attending Tennessee Tech, including matters related to enrollment management and career placement;
6. Review and approve policies related to academic and student affairs consistent with TTU Board Policy 003 (Board Delegation of Authority);
7. Oversight of programs seeking to extend Tennessee Tech’s scientific, technological, commercialization, and educational expertise to communities,

counties, agencies, and organizations in the state, nationally, and globally;

8. Review the operation of the Tennessee Tech’s intercollegiate athletics programs and assist the Board in carrying out its responsibility of those programs;
9. Exercise oversight of Tennessee Tech programs related to private gifts, alumni support, public relations, and communications and marketing;
10. Review and approval of policies related to research, advancement, and athletics matters consistent with TTU Board Policy 003 (Board Delegation of Authority); and
11. Other areas as directed by the Board.

**B. Audit/Compliance/Finance/Compensation/Facilities Committee (“Audit & Business Committee”)**

1. The Committee and its chair shall be nominated and approved by the Board.
2. The committee shall have the authority to direct Tennessee Tech’s management to initiate and address specific audit and compliance issues within the mandate of the committee. It may conduct, authorize, or facilitate any audit or investigation appropriate to fulfill its oversight responsibilities.
3. The committee shall adopt and maintain a charter consistent with state law and any Tennessee Comptroller of the Treasury’s requirements. The committee shall submit the charter and any subsequent revisions to the Board for approval.
4. The committee is responsible for and shall make recommendations to the Board related to:
  - a. Audit engagements with the Tennessee Comptroller’s Office including the integrity of financial statements and compliance with legal and regulatory requirements;
  - b. Audit engagements with external auditors;
  - c. Internal audit activities;
  - d. Internal audit administration;
  - e. Internal controls and compliance with laws, regulations, and other requirements;

7.2



- f. Risk and control assessments;
- g. Fraud, waste, and abuse prevention, detection, and reporting;
- h. Review and approval of policies related to audit and compliance matters, consistent with TTU Board Policy 003 (Board Delegation of Authority);
- i. Monitoring Tennessee Tech's financial performance and reporting to the Board;
- j. Reviewing and recommending annual and long-range operating, capital, and maintenance budgets;
- k. Reviewing and recommending rates for student tuition and fees;
- l. Overseeing financial reporting and related disclosures;
- m. Recommending adoption or modification of capital improvement plans and the facilities master plan, advocating for new structures, and rehabilitating or removing older structures;
- n. Recommending appropriate action with regard to the acquisition and disposition of real property;
- o. Acting on matters related to personnel, including faculty and staff compensation and tenure;
- p. Reviewing or acting on matters related to information technology planning and strategy, including significant technology investments;
- q. Reviewing and approving policies related to finance, compensation and facilities, consistent with TTU Board Policy 003 (Board Delegation of Authority);
- r. Reviewing and approving policies related to audit and compliance matters, consistent with TTU Board Policy 003 (Board Delegation of Authority); and
- s. Other areas as directed by the Board.

**C. Executive Committee**

1. The Executive Committee shall be composed of the Chair and Vice Chair of the Board, and one at-large voting member elected by the Board. The Chair of the Board shall be the chair of this committee.

2. The Executive Committee may act for the Board between regular Board meetings on urgent matters except the following, which shall be reserved to the Board:
  - a. Presidential selection and termination;
  - b. Amendments to the Board bylaws;
  - c. Sale or disposition of real estate;
  - d. Tenure decisions;
  - e. Maintenance fees, tuition, and other student fees;
  - f. Capital budget request prepared for submission to the Tennessee Higher Education Commission for consideration for inclusion in the Governor's budget proposal;
  - g. Adoption of the annual budget; and
  - a. Conferral of degrees.
3. The Executive Committee shall ensure the integrity of the Board and is responsible for:
  - a. Establishing and maintaining standards of Board conduct by monitoring compliance with TTU Policy 001 (Board Code of Ethics and Conduct and Conflict of Interest);
  - b. Approval of the creation and removal of executive positions reporting directly to Tennessee Tech's president and appointments to all positions reporting directly to the president;
  - c. Approval of matters presented to the Executive Committee by Tennessee Tech's president, consistent with the limitations on the powers of the Executive Committee described in Section V.C.2 of this policy;
  - d. Making recommendations or taking action, as allowed, relating to the selection, retention, evaluation, termination, compensation, benefits, and performance management of Tennessee Tech's president.
  - e. Assessing the performance and effectiveness of the Board and Board members, including initiating board self-evaluations on a regular basis;

- f. Ensuring an effective orientation and ongoing professional development for Board members;
  - g. Periodically reviewing and ensuring compliance with the Board bylaws and other Board policies, recommending amendments when appropriate;
  - h. Reviewing the committee structure of the Board for continued effectiveness;
  - i. Overseeing the work of the other standing committees; and
  - j. Other areas as directed by the Board.
4. The Executive Committee shall report all of its actions to the full Board at the next regular meeting.

#### **VI. Interpretation**

The Board Chair or his/her designee has the final authority to interpret the terms of this policy.

#### **VII. Citation of Authority for Policy**

T.C.A. § 49-8-201(f)(8)(B)

#### **Approved by:**

Board of Trustees:	March 23, 2017
Revised by Board of Trustees:	June 15, 2017; August 17, 2017, September 18, 2018



## Agenda Item Summary

**Date:** June 24, 2021

**Agenda Item:** Announcement of Academic & Student Affairs Committee Members and Chair

8.1

Review

Action

No action required

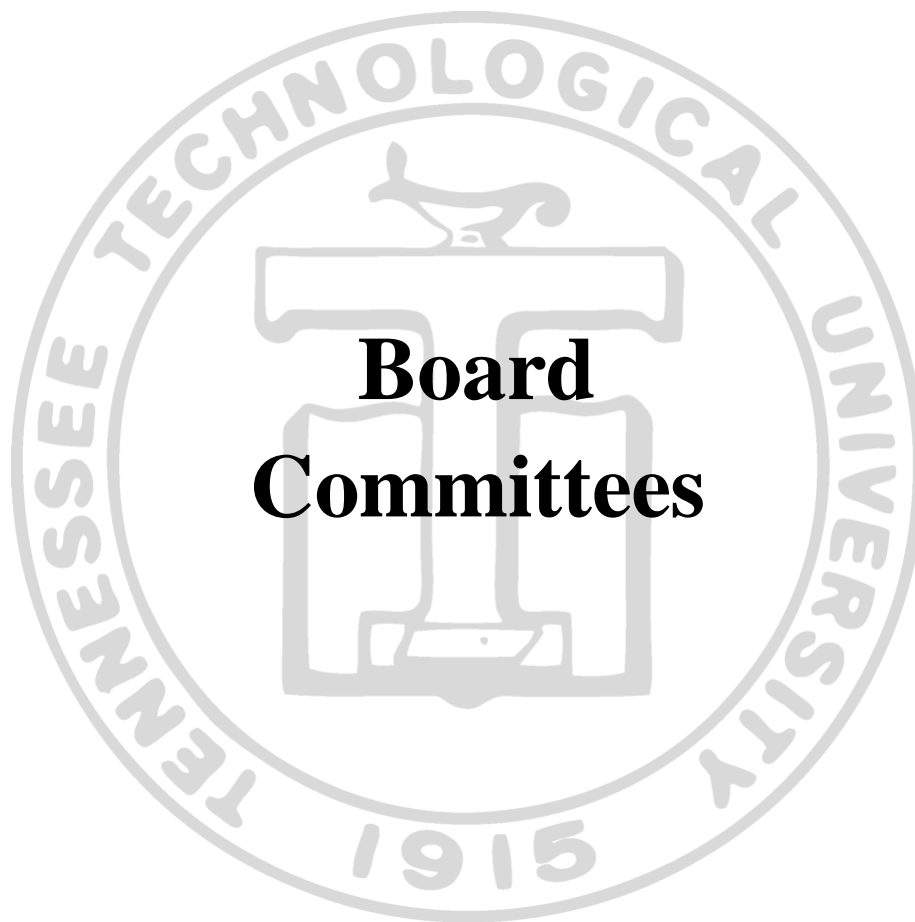
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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:** Pursuant to TTU Policy 005 (Board Committees), Section III.B.3, the Chair may appoint the members and the chair of the Academic & Student Affairs Committee.

**Tennessee Technological University  
Policy No. 005**

8.2



Effective Date: March 23, 2017

**Policy No:** 005

**Policy Name:** Board Committees

**Revised:** June 15, 2017; August 17, 2017; September 18, 2018

## **I. Purpose**

This policy establishes the committees of the Tennessee Tech Board and describes their structure and responsibilities.

## **II. Review**

This policy will be reviewed every four years or whenever circumstances require review, whichever is earlier, by the Board or a committee designated by the Chair. In the case of the latter, recommendations for revision will be presented to the Board at a regular or special meeting.

## **III. Committees**

### **A. Standing committees**

1. The standing committees of the Board shall be
  - a. Academic/Student Affairs/Research/Advancement/Athletics
  - b. Audit/Compliance/Finance/Compensation/Facilities
  - c. Executive
2. The authority of the standing committees shall be subject to action by the entire Board, except as otherwise provided by law. The committees' actions must be authorized and approved by the Board before becoming effective unless the Board delegates to the committee the authority to act on its own behalf.

### **B. Structure of the committees**

1. Each standing committee shall have at least three voting members who shall each serve a two-year term and may be reappointed to consecutive terms.
2. Each standing committee shall have a chair who shall serve a two-year term and may be reappointed to consecutive terms.
3. The Board Chair shall appoint members and chairs of the standing committees, unless otherwise excepted by this policy.

4. The Board Chair shall serve as an ex officio member of all standing committees, entitled to vote.
5. Each committee shall have a Tennessee Tech administrator to assist with its work.

### **C. Special committees**

The Board Chair or Vice Chair may appoint special committees for specific assignments. Membership may be as determined appropriate. The chair of a special committee shall be designated by the Board Chair at the time the special committee is appointed. Matters assigned to a special committee shall be subject to action and approval by a designated standing committee or the Board before becoming effective.

8.2

## **IV. Matters Related to Committee Meetings**

- A. The Executive Committee shall meet as often as necessary to carry out its responsibilities. All other standing committees shall meet at the call of the Board Chair or committee chair.
- B. Meetings may be called by the Board Chair, the President, or the committee chair.
- C. **Notice of meeting and agenda**
  1. When feasible, committee members shall receive at least five days' notice of meetings to include the purpose of the meeting. The notice may be delivered by any reasonable means.
  2. When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.
  3. Matters not appearing on the agenda of a standing or special committee meeting may be considered only upon an affirmative vote of the entire committee.
  4. Standing committee chairs may designate items to be included on a consent agenda for the committee; provided that the following items may not be placed on a committee consent agenda:
    - a. Amendment of the bylaws;
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    - c. Funding requests for capital outlay and capital maintenance projects;

- d. Revenue or institutionally funded capital projects; and
  - e. Any other item on which a roll call vote will be required in the full Board meeting.
- D. A majority of the voting members of each standing or special committee shall constitute a quorum for the transaction of business. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.
- E. Minutes shall be made of all standing and special committee meetings and provided to the Board Chair, the President, and the Secretary to the Board. The minutes shall be maintained as the official record of such meetings.
- F. All meetings of standing and special committees shall be open to the public except as authorized by a statutorily or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101 et seq.

**V. Committee Duties**

**A. Academic/Student Affairs/Enrollment Management and Career Placement/Research/Advancement/Athletics Committee (“Academic & Student Affairs Committee”)**

The committee shall oversee the quality of academic programs and services and student life consistent with Tennessee Tech’s mission. The committee shall make recommendations to the Board relating to:

1. Approval of proposals for new academic programs and the significant revision of existing programs;
2. Ensuring and protecting, within the context of faculty-shared governance, Tennessee Tech’s educational quality and its academic programs;
3. Approval of admission, progression, retention, and graduation standards;
4. Institutional accreditations, program accreditations, and program reviews;
5. Promoting the welfare of students attending Tennessee Tech, including matters related to enrollment management and career placement;
6. Review and approve policies related to academic and student affairs consistent with TTU Board Policy 003 (Board Delegation of Authority);
7. Oversight of programs seeking to extend Tennessee Tech’s scientific, technological, commercialization, and educational expertise to communities,



counties, agencies, and organizations in the state, nationally, and globally;

8. Review the operation of the Tennessee Tech's intercollegiate athletics programs and assist the Board in carrying out its responsibility of those programs;
9. Exercise oversight of Tennessee Tech programs related to private gifts, alumni support, public relations, and communications and marketing;
10. Review and approval of policies related to research, advancement, and athletics matters consistent with TTU Board Policy 003 (Board Delegation of Authority); and
11. Other areas as directed by the Board.

**B. Audit/Compliance/Finance/Compensation/Facilities Committee (“Audit & Business Committee”)**

1. The Committee and its chair shall be nominated and approved by the Board.
2. The committee shall have the authority to direct Tennessee Tech's management to initiate and address specific audit and compliance issues within the mandate of the committee. It may conduct, authorize, or facilitate any audit or investigation appropriate to fulfill its oversight responsibilities.
3. The committee shall adopt and maintain a charter consistent with state law and any Tennessee Comptroller of the Treasury's requirements. The committee shall submit the charter and any subsequent revisions to the Board for approval.
4. The committee is responsible for and shall make recommendations to the Board related to:
  - a. Audit engagements with the Tennessee Comptroller's Office including the integrity of financial statements and compliance with legal and regulatory requirements;
  - b. Audit engagements with external auditors;
  - c. Internal audit activities;
  - d. Internal audit administration;
  - e. Internal controls and compliance with laws, regulations, and other requirements;

- f. Risk and control assessments;
- g. Fraud, waste, and abuse prevention, detection, and reporting;
- h. Review and approval of policies related to audit and compliance matters, consistent with TTU Board Policy 003 (Board Delegation of Authority);
- i. Monitoring Tennessee Tech's financial performance and reporting to the Board;
- j. Reviewing and recommending annual and long-range operating, capital, and maintenance budgets;
- k. Reviewing and recommending rates for student tuition and fees;
- l. Overseeing financial reporting and related disclosures;
- m. Recommending adoption or modification of capital improvement plans and the facilities master plan, advocating for new structures, and rehabilitating or removing older structures;
- n. Recommending appropriate action with regard to the acquisition and disposition of real property;
- o. Acting on matters related to personnel, including faculty and staff compensation and tenure;
- p. Reviewing or acting on matters related to information technology planning and strategy, including significant technology investments;
- q. Reviewing and approving policies related to finance, compensation and facilities, consistent with TTU Board Policy 003 (Board Delegation of Authority);
- r. Reviewing and approving policies related to audit and compliance matters, consistent with TTU Board Policy 003 (Board Delegation of Authority); and
- s. Other areas as directed by the Board.

### **C. Executive Committee**

1. The Executive Committee shall be composed of the Chair and Vice Chair of the Board, and one at-large voting member elected by the Board. The Chair of the Board shall be the chair of this committee.

2. The Executive Committee may act for the Board between regular Board meetings on urgent matters except the following, which shall be reserved to the Board:
  - a. Presidential selection and termination;
  - b. Amendments to the Board bylaws;
  - c. Sale or disposition of real estate;
  - d. Tenure decisions;
  - e. Maintenance fees, tuition, and other student fees;
  - f. Capital budget request prepared for submission to the Tennessee Higher Education Commission for consideration for inclusion in the Governor's budget proposal;
  - g. Adoption of the annual budget; and
  - a. Conferral of degrees.
3. The Executive Committee shall ensure the integrity of the Board and is responsible for:
  - a. Establishing and maintaining standards of Board conduct by monitoring compliance with TTU Policy 001 (Board Code of Ethics and Conduct and Conflict of Interest);
  - b. Approval of the creation and removal of executive positions reporting directly to Tennessee Tech's president and appointments to all positions reporting directly to the president;
  - c. Approval of matters presented to the Executive Committee by Tennessee Tech's president, consistent with the limitations on the powers of the Executive Committee described in Section V.C.2 of this policy;
  - d. Making recommendations or taking action, as allowed, relating to the selection, retention, evaluation, termination, compensation, benefits, and performance management of Tennessee Tech's president.
  - e. Assessing the performance and effectiveness of the Board and Board members, including initiating board self-evaluations on a regular basis;

- f. Ensuring an effective orientation and ongoing professional development for Board members;
  - g. Periodically reviewing and ensuring compliance with the Board bylaws and other Board policies, recommending amendments when appropriate;
  - h. Reviewing the committee structure of the Board for continued effectiveness;
  - i. Overseeing the work of the other standing committees; and
  - j. Other areas as directed by the Board.
4. The Executive Committee shall report all of its actions to the full Board at the next regular meeting.

#### **VI. Interpretation**

The Board Chair or his/her designee has the final authority to interpret the terms of this policy.

#### **VII. Citation of Authority for Policy**

T.C.A. § 49-8-201(f)(8)(B)

#### **Approved by:**

Board of Trustees:	March 23, 2017
Revised by Board of Trustees:	June 15, 2017; August 17, 2017, September 18, 2018



## **Procedures for President's Performance Reviews and Comprehensive Reviews**

### **I. Purposes**

- A.** The purposes of the annual performance review are:
  - 1. To assist the Board in determining whether the President's performance is effective;
  - 2. To enable the President to enhance his or her performance and leadership;
  - 3. To promote good communications and strong working relationships between the President, the Board, and Tennessee Tech constituencies;
  - 4. To enable the President and the Tennessee Tech Board of Trustees ("Board") to set mutually agreeable goals; and
  - 5. To inform Board decisions on compensation and other terms of employment for the President.
- B.** The purpose of the process is to provide the Board with a full opportunity to provide input to the President's evaluation while according the President the same level of confidentiality enjoyed by all other Tennessee Tech employees.

### **II. Responsibility**

- A.** Pursuant to TTU Policy 002 (Selection, Evaluation, and Retention of the President), the Board is responsible for assessing the President's performance.
- B.** Pursuant to TTU Policy 005 (Board Committees), the Board has delegated to the Executive Committee the responsibility for organizing and conducting an annual performance review of the President.

### **III. Process for the President's Annual Performance Review**

- A.** The President shall prepare a written self-assessment statement in a format and according to a timetable mutually agreed upon by the President and the Executive Committee. The statement shall include the following:
  - 1. Progress toward meeting goals and expectations previously agreed upon<sup>1</sup> by the President and the Board,
  - 2. Assessment of Tennessee Tech's strategic directions pertaining to its mission and vision statements,

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<sup>1</sup> This requirement is not applicable to the President's evaluation in fiscal year 2018 or in the first year of any subsequent President's tenure. In those cases, the President shall identify reasonable goals in writing and submit them to the Executive Committee and Board for approval.

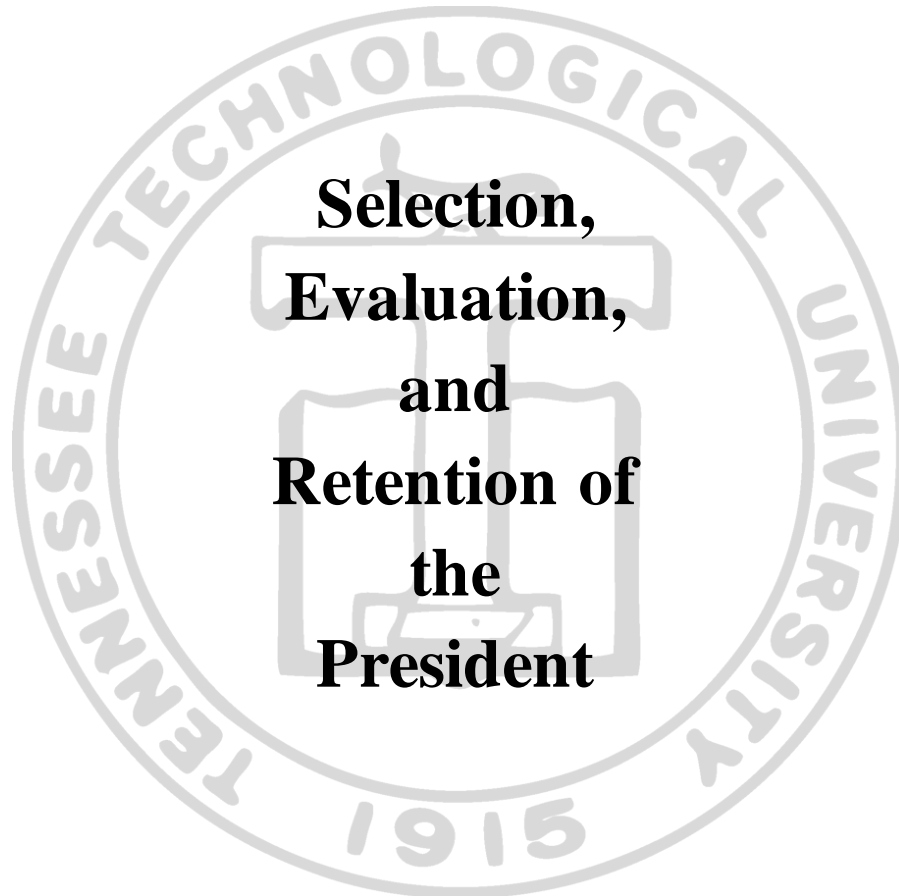
3. Assessment of the overall academic quality of Tennessee Tech, including its achievements and accomplishments,
  4. Assessment of Tennessee Tech's financial status,
  5. Identification of significant institutional challenges faced over the prior year, and a prospective statement of challenges and opportunities facing Tennessee Tech in the upcoming year, and
  6. Goals proposed by the President for the coming year.
- B. After receipt of the President's confidential self-assessment statement, the Executive Committee will confidentially share the President's self-assessment with the Board and solicit confidential written feedback from the Board members on the President's statement.
  - C. The Executive Committee will also review the confidential faculty evaluations of the President submitted pursuant to TTU Policy 209 (Faculty Evaluation of University Administrators) and may, in its sole discretion or at the request of the Board, solicit additional confidential feedback from faculty, administrators, or staff as needed.
  - D. The Chair of the Board or a member of the Executive Committee designated by the Chair (either of whom hereinafter referred to as "the Executive Committee Representative") will summarize the written comments from faculty evaluations, the board, and others received and share the summary with the Executive Committee for its review.
  - E. Based on the summary of the materials received, the Executive Committee Representative will meet with the President concerning the President's self-assessment statement, feedback received, and the President's goals and expectations for the coming year.
  - F. Based on the President's self-assessment statement, feedback received, and the meeting with the President, the Executive Committee Representative will prepare a confidential draft written assessment of the President's performance, and share this assessment with the President and the Board, who may offer confidential written comments concerning this assessment. The Executive Committee Representative will incorporate these comments as appropriate.
  - G. The Executive Committee Representative will provide a copy of the final confidential written assessment to the Board and the President.
  - H. The Executive Committee may, in its sole discretion, vary the requirements of the annual performance review process.

#### **IV. Periodic Comprehensive Review**

- A. Two years after the first annual assessment of the President is conducted, the Executive Committee should consider whether or not to perform a comprehensive review of the President's performance in a subsequent year.
- B. If such a comprehensive review is to be performed, the Executive Committee may choose to engage the assistance of one or more external advisors.

Approved by the Board on August 17, 2017.

**Tennessee Technological University  
Policy No. 002**



Effective Date: March 23, 2017

**Policy No.:** 002

**Policy Name:** Selection, Evaluation, and Retention of the President

**I. Purpose**

The purpose of this policy is to set the general parameters for the Board's selection, evaluation, and retention of the President, including interim appointments.

**II. Review**

The Board will review this policy every four years or whenever circumstances require review, whichever is earlier.

**III. Policy**

**A. Method of Selecting a President**

1. The Board shall choose a selection process it deems appropriate in the circumstances. Any such selection process should reflect the Board's commitment to consultation with the campus and community and to the principles of diversity.
  2. Prior to beginning a search for candidates for the office, the Board shall establish the qualification criteria for the position and announce the process it will follow for selecting a president.
- B.** The Board may, to the extent allowed by law, set the terms and conditions of the president's appointment in any manner it deems appropriate, including but not limited to compensation and conditions related to retention and removal from office.
- C.** The Board shall evaluate the president's job performance on an annual basis, following procedures approved by the Board.
- D.** In the case of a vacancy in the office of the president, the Board delegates to the chair the authority to appoint an interim president. The chair shall consult with the vice chair and executive director of the Tennessee Higher Education Commission prior to making an interim appointment.

**IV. Interpretation**

The Board chair or his/her designee has the final authority to interpret the terms of this policy.



**V. Citation of Authority for Policy**

T.C.A. § 49-8-203(a)(1)(A)

**Approved by:**

Board of Trustees: March 23, 2017

Revised by Board of Trustees: August 17, 2017



## Agenda Item Summary

**Date:** June 24, 2021

**Agenda Item:** President's Performance Review for Year-End June 30, 2021

Appointment of Executive Committee Representative

9.1

Review

Action

No action required

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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:** The Executive Committee is responsible for organizing and conducting an annual performance review of the President. The Chair appoints the Executive Committee Representative who will conduct the review.



## Agenda Item Summary

**Date:** June 24, 2021

**Agenda Item:** President’s Performance Review for Year-End June 30, 2021

Schedule for Completion of Performance Review Process

9.2

Review

Action

No action required

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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:** The Executive Committee is responsible for organizing and conducting an annual performance review of the President. The Executive Committee approves a schedule for completion of the process.



## Agenda Item Summary

**Date:** June 24, 2021

**Agenda Item:** President’s Performance Review for Year-End June 30, 2021

Board Assessment Questionnaire

9.3

Review

Action

No action required

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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:** The Executive Committee is responsible for organizing and conducting an annual performance review of the President. The Executive Committee approves the Board Assessment Questionnaire.



## Agenda Item Summary

**Date:** June 24, 2021

**Agenda Item:** President's Performance Review for Year-End June 30, 2021

Cabinet Assessment Questionnaire

9.4

Review

Action

No action required

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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:** The Executive Committee is responsible for organizing and conducting an annual performance review of the President. The Executive Committee approves the Cabinet Assessment Questionnaire.