



# **Middle Tennessee State University Board of Trustees**

## **Executive and Governance Committee**

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August 24, 2021  
11:00 am

Miller Education Center  
2<sup>nd</sup> Floor Meeting Room  
503 E. Bell Street  
Murfreesboro, Tennessee 37130





**Middle Tennessee State University  
Board of Trustees**

**Executive and Governance Committee**

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August 24, 2021  
11:00 am

**AGENDA**

Call to Order and Opening Remarks

Roll Call

Approval of Minutes (Action) ..... Tab 1

Proposed Board Policy Revision: Requests to Address Board of Trustees (Action)..... Tab 2

Proposed Board Bylaws Revision (Action)..... Tab 3

Review and Approval of 2021 Self-Evaluation Instrument (Action)..... Tab 4

Authorization to Conduct Board Self-Evaluation Prior to Nov. 2021 Board of Trustees Meeting and  
Adoption of Recurring Schedule (Action)..... Tab 5

Discussion of 2019 Self-Evaluation Results, Action for Improvement (Information) ..... Tab 6

Closing Remarks

Adjournment





**Middle Tennessee State University  
Board of Trustees**

**Executive and Governance Committee**

**Action Item**

DATE: August 24, 2021

SUBJECT: **Approval of Minutes**

PRESENTER: Stephen B. Smith  
Chairman, Board of Trustees

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**BACKGROUND INFORMATION:**

The Executive and Governance Committee met on May 25, 2021. Minutes from that meeting are provided for review and approval.



**MIDDLE TENNESSEE STATE UNIVERSITY  
BOARD OF TRUSTEES**

**EXECUTIVE AND GOVERNANCE COMMITTEE  
MINUTES**

The Executive and Governance Committee met on Tuesday, May 25, 2021.

**Call to Order and Opening Remarks**

Committee Chair Steve Smith welcomed those participating and called the meeting to order at 12:20 p.m.

**Roll Call**

Chairman Smith asked Acting Board Secretary Jeff Farrar to call the roll.

The following Committee members were in attendance: Pete DeLay, Darrell Freeman, and Steve Smith.

Also present were Trustees J.B. Baker, Tom Boyd, Joey Jacobs, Mary Martin, Pam Wright and Delanie McDonald. President Sidney A. McPhee; Alan Thomas, Vice President for Business and Finance; Mark Byrnes, University Provost; Joe Bales, Vice President for University Advancement; Andrew Oppmann, Vice President for Marketing and Communications; Bruce Petryshak, Vice President for Information Technology and Chief Information Officer; Deb Sells, Vice President for Student Affairs and Vice Provost for Enrollment and Academic Success; Brenda Burkhart, Chief Audit Executive; Jeff Farrar, Associate University Counsel and Acting Board Secretary; and, Kim Edgar, Assistant to the President and Chief of Staff were also present.

**Approval of Minutes**

The first agenda item was approval of the minutes of the March 16, 2021, meeting of the Executive and Governance Committee. A motion to approve the minutes was made by Trustee Freeman and seconded by Trustee DeLay. A voice vote was taken and the motion to approve the minutes of the March 16, 2021 meeting of the Executive and Governance Committee passed unanimously.

### **President's Evaluation -- Information**

Chairman Smith reported that he just completed the President's annual evaluation in accordance with Board rules. He sent a copy of the President's Self Evaluation Assessment to each Board member via U.S. mail. He met with Dr. McPhee and discussed his self-evaluation along with the Board comments and suggestions. Chairman Smith reported that institution has had a successful year, particularly with the challenges posed by the COVID-19 pandemic. Chairman Smith highlighted some of the accomplishments over the past year, including ranking by the Princeton Review, increased enrollment, and successful reopening during the COVID-19 pandemic. Chairman Smith stated that he had provided Dr. McPhee with a written assessment of his completed performance review.

### **Parliamentary Procedures Review -- Information**

Acting Board Secretary Jeff Farrar provided a brief review of parliamentary rules and procedures as a refresher for the Trustees. This review included discussion of appropriate parliamentary procedures and requirements of the Board Bylaws and Open Meetings Act as they relate to agendas, motions, voting, debate, meeting minutes, timing of meeting notices/agendas, and other topics.

### **Proposed Board Policy Revision: Board Committees -- Action**

Dr. Mary Hoffschwelle made the presentation concerning a proposed policy revision to the Board Committees policy. The Southern Association of Colleges and Schools Commission on Colleges requires that a governing board "defines and regularly evaluates its responsibilities and expectations" (Standard 4.2.g. Board Self-Evaluation). The University's compliance certification report for reaffirmation of accreditation must explain how the MTSU Board of Trustees meets the requirement, supported by evidence such as Board policies and procedures, minutes of meetings, schedules for self-evaluation, and reports on findings from those evaluations. The proposed change to the Board Committees policy will specify the Executive and Governance Committee's responsibility for a regular schedule of Board self-evaluation and use of evaluation results for improvement.

A motion was made by Trustee Freeman, seconded by Trustee DeLay, to approve the proposed Board policy revision to Board Committees. A voice vote was taken and the motion was unanimously approved.

**Proposed New Board Policy: Requests to Address Board of Trustees -- Action**

Jeff Farrar, Acting Board Secretary, made the presentation concerning a proposed new Board policy, Requests to Address Board of Trustees. Board Bylaws Section 8.d.4. permits anyone wishing to address the Board to submit a written request to do so at least seven (7) days prior to the scheduled Board meeting. At the April 6, 2021 Board of Trustees meeting, several Trustees expressed that the Board needed procedures for considering and fulfilling such requests. Proposed Board Policy, Requests to Address Board of Trustees, sets forth procedures for such requests including a procedure for making such requests; a listing of permissible subjects; time allocation for speakers; and other matters.

A motion was made by Trustee Freeman to approve the proposed new Board policy Requests to Address Board of Trustees as drafted with the revision to Sentence 1 of Section 3 to delete the words “of concern to the Board” and replace that with “germane to the responsibility of the Board.” The motion was seconded by Trustee DeLay. A voice vote was taken and the motion was unanimously approved.

The meeting adjourned at 1:17 p.m.

Respectfully submitted,

Executive and Governance Committee





**Middle Tennessee State University  
Board of Trustees**

**Executive and Governance Committee**

**Action Item**

DATE: August 24, 2021

SUBJECT: **Proposed Board Policy Revision:  
Requests to Address Board of Trustees**

PRESENTER: James Floyd, Board Secretary

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**BACKGROUND INFORMATION:**

The Board of Trustees adopted the Requests to Address Board of Trustees policy at the June 8, 2021, meeting. As part of the meeting discussion, the Board decided to revise the timeframe for submission of a request to appear and any proposed written materials from seven (7) days to fourteen (14) days in advance of the meeting. This change will allow sufficient time after receipt of the request to have the item included on the meeting agenda prior to publication.



# Middle Tennessee State University

## Board of Trustees Policy

### Requests to Address Board of Trustees

**Section 1.** During each regularly held meeting of the Middle Tennessee State University Board of Trustees (Board), the Board will provide an opportunity for members of the public to address the Board. (See Board Bylaws 8.d.4). This policy sets forth the procedure for requesting and conducting such presentations.

#### **Section 2. Procedure for Requests**

Requests to address the Board must be submitted to the Secretary of the Board and be received at least ~~seven (7)~~ fourteen (14) days prior to the scheduled meeting of the Board. The request must include the requestor's contact information and the issue to be addressed. Any written materials that the requestor wishes to provide to the Board or utilize during their presentation must be submitted with their request to address the Board.

The request will be discussed between the Chair and the President and, at least three (3) business days in advance of the meeting, the Secretary will either notify the requester that the request has been approved or provide written reasons for the denial of the request.

#### **Section 3. Permissible Subjects**

Individuals may speak about items on the Board meeting agenda or other issues germane to the responsibility of the Board. Meeting agendas are posted on the Board website prior to each meeting.

This policy shall not apply to any matter for which state law mandates specific public comment requirements, such as T.C.A. § 49-7-1603 (relating to comments on increases of tuition and fees) and T.C.A. § 4-5-201 *et seq.* (relating to public hearings on University rules). In addition, the Board will not hear speakers on the following topics: grievances or appeals specific to individual students or employees; pending or threatened litigation involving the University or University officials; the employment status of any specific individual; statements concerning the private activities, lifestyles, or beliefs of any individuals; proposals or bids for contracts.

#### **Section 4. Time Allocation**

- 4.1** A cumulative maximum of thirty (30) minutes will be allocated during each regular Board meeting for individuals to address the Board.
- 4.2** Each speaker will be permitted to speak for a maximum of five (5) minutes. Time will be allocated to speakers in the order in which their requests are received.
- 4.3** Exceptions to these time periods will only be allowed at the discretion of the Board Chair.
- 4.4** Speakers may not combine their five (5) minute allotment with another speaker and may not give any part of their time to another person.

#### **Section 5. Other Terms and Conditions**

- 5.1** Only one (1) speaker will be permitted to speak at a time.
- 5.2** The Board Chair will designate the order in which speakers will address the Board.
- 5.3** Speakers will not be permitted to use audio/visual equipment during their remarks.

- 5.4** After consultation with the President and the Chair, and at least forty-eight (48) hours in advance of the Board meeting, the Board Secretary will distribute any written materials provided by the speaker to the Trustees.
- 5.5** Presentations to the Board are limited to informational matters only. The Board will not take any action during a public comment session. The speaker is not permitted to make a motion or request Board action during their presentation. The Chair, at his/her discretion, may refer a matter raised during a presentation session to the President for appropriate response, or may refer the matter for consideration at a subsequent Board or Committee meeting. The Chair may also request or permit comment by members of the University administration.

Effective Date: \_\_\_\_\_, 2021.



**Middle Tennessee State University  
Board of Trustees**

**Executive and Governance Committee**

**Action Item**

DATE: August 24, 2021

SUBJECT: **Proposed Board Bylaws Revision**

PRESENTER: James Floyd, Board Secretary

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**BACKGROUND INFORMATION:**

Board of Trustees Bylaws, Article 10 states that the Bylaws may be modified by amendment at any regular meeting by two-thirds (2/3) vote of the Board members. The following amendments are presented:

1. Article 6 Officers of the Board is amended to reflect position title change from Director of Audit and Consulting Services to Chief Audit Executive.
2. Article 8 Meetings of the Board is amended to align the timing for requests to address the Board of Trustees with the publication of the Board meeting agenda. This will allow sufficient time after receipt of a request to have the item included in the meeting agenda prior to publication by requiring requests to be submitted fourteen (14) days, instead of the current seven (7), in advance of the meeting, along with any proposed written materials.



**Bylaws of the  
Middle Tennessee State University  
Board of Trustees**

**ARTICLE 1 - Authority of the Board**

- 1.1 Middle Tennessee State University is a public university established by the laws of the State of Tennessee. The University is subject to the management and governance of a Board of Trustees (Board) as established by T.C.A. § 49-8-101.
- 1.2 The Board is vested with the power and authority to govern the University and to exercise all powers and authority as set forth in the laws of the State of Tennessee.

**ARTICLE 2 - Powers and Duties of the Board**

- 2.1 The Board has the power and authority to:
  1. Approve the mission of the University, ensuring that the mission is kept current and aligned with the goals and mission of public higher education in Tennessee.
  2. Select, employ and annually assess the performance of the chief executive officer of the University (President) and confirm the appointment of administrative personnel, faculty, and other employees of the University and their salaries and terms of office.
  3. Approve curricula, approve and prescribe requirements for diplomas and degrees, and award academic diplomas and degrees.
  4. Approve the operating budget and set fiscal policies.
  5. Establish policies and rules regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety.
  6. Award tenure and promotion to eligible members of the faculty upon the positive recommendation of the President.
  7. Define and set in-state and out-of-state residency requirements within the parameters outlined in statute.
  8. Set tuition rates for resident and non-resident undergraduate and graduate students within the parameters set by statute.
  9. Receive donations of money, securities, and property from any source on behalf of the University, which gifts shall be used in accordance with the conditions set by the donor.
  10. Purchase land subject to the terms and conditions of state regulations, condemn land, erect buildings, and equip them for the University subject to the requirements of the state building commission and the terms and conditions of legislative appropriations. The Board shall be vested with title to property so purchased or acquired.
  11. Name buildings, grounds, and other identifiable physical features of the University, or revoke such names.
  12. Assume general responsibility for the operation of the University, delegating to the President and providing for the further delegation, of any and all powers and duties as are necessary and appropriate for the efficient administration of the University and its programs, subject to limitations expressly set forth in law.
  13. The Board shall have the right to retain independent consultants.
  14. Perform and exercise all other powers not otherwise prohibited by law as are necessary to govern the University.

**ARTICLE 3 - Responsibilities of the Board**

- 3.1** The Board shall be responsible for the governance of the University, as allowed by and subject to, limitations imposed by applicable federal and state law, and certain powers and duties maintained by the Tennessee Higher Education Commission.
- 3.2** In exercising its powers, the Board and its individual members will:
1. Provide insight and guidance to the University's strategic direction, charging the President with leading the strategic planning process.
  2. Ensure the University's fiscal integrity; oversee the University's financial resources and other assets; review and approve annual University budgets; and preserve and protect the University's assets for posterity.
  3. Ensure and protect, in a manner consistent with principles of shared governance, the educational quality of the University and its academic programs; and preserve and protect the University's autonomy, academic freedom, and the public purposes of higher education.
  4. Refrain from directing or interfering with any employee, officer, or agent under the direct or indirect supervision of the President of the University.
  5. Act as a body with no individual Board member speaking for the Board unless specifically authorized to do so by the Board.
  6. Actively participate and engage in all Board meetings and events, absent good cause.
  7. Conduct the Board's business in an exemplary manner, adhering to the highest ethical standards, complying with applicable open meeting and public records laws; ensure the currency of Board governance policies and practices; and, periodically assess the performance of the Board, its committees and its members.
- 3.3** Board members must comply with these Bylaws and the Code of Ethics policy, to include disclosure of actual or potential conflicts of interest.

#### **ARTICLE 4 - Membership**

- 4.1** The membership of the Board shall consist of ten (10) members of which nine (9) members shall be voting members and one (1) member shall be a nonvoting member.
- 4.2** Of the (9) voting members, at least six (6) members shall be residents of the State of Tennessee.
- 4.3** Eight (8) of the voting members will be appointed by the Governor of the State of Tennessee with at least three (3) being alumni of the University.
- 4.4** A University faculty member shall serve as one (1) voting Board member to be selected by the University Faculty Senate.
- 4.5** The nonvoting member shall be a student representative to be appointed by the Board.
- 4.6** The initial terms of the Board members appointed by the Governor shall be three (3), four (4), and six (6) years. Three (3) members shall serve a three-year term; three (3) members shall serve a four-year term; and two (2) members shall serve a six-year term. As the initial terms of the initial Board members expire, successors shall be appointed for six-year terms. The University faculty member to be appointed by the Faculty Senate shall serve a two (2) year term and the nonvoting student member shall serve a one (1) year term.
- 4.7** Whenever a vacancy shall occur in the membership of the Board among those appointed by the Governor due to death, resignation or removal, it shall be the duty of the Secretary of the Board to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the unexpired term. Whenever any vacancy occurs among those selected by the Board or elected by the Faculty Senate due to death, resignation or removal, it shall be the duty of the Secretary of the Board to inform the respective party of the vacancy so that the unexpired

term may be filled as provided in the Bylaws. If a vacancy occurs by reason of expiration of term, the Board member whose term is expiring shall serve until a successor is appointed.

- 4.8 Any person who has served two full terms in succession as a member of the Board shall, for a period of four (4) years, be ineligible for election or appointment to the Board.
- 4.9 The following individuals are prohibited from serving as a member of the Board for so long as they hold the office or position: employees of any public institution of higher education, except those faculty members elected to the Board; elected or appointed officials; state employees; or, members of a governing body for any institution of higher education.
- 4.10 A Board member may be removed for a material violation of the Board's Code of Ethics by the Governor or by a two-thirds (2/3) vote of the Board membership.

#### **ARTICLE 5 - Officers of the Board**

- 5.1 The officers of the Board shall be a Chair and a Vice Chair, and such other officers as the Board deems appropriate.
- 5.2 The officers shall be elected from among the voting membership of the Board by a majority of those present and voting. Each officer shall serve a two (2) year term until successors are elected or a vacancy occurs. The officers may be elected to consecutive terms without limitation.
- 5.3 The Chair shall perform such duties as may be prescribed by the Board but which shall include presiding at all Board meetings. The Chair may vote on all questions and shall serve as the spokesperson for the Board on matters voted on and approved by the Board. The Chair shall serve as an ex officio member of all standing committees of the Board, entitled to vote.
- 5.4 The Vice Chair shall perform such duties as may be prescribed by the Board. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair, including presiding at Board meetings.
- 5.5 An officer may be removed at any time by a two-thirds (2/3) vote of the Board members eligible to vote.
- 5.6 If a vacancy occurs by death or resignation, the vacancy shall be filled for the remainder of the term. If a vacancy occurs by reason of expiration of term, the board member whose term is expiring shall serve until a successor is appointed.

#### **ARTICLE 6 - Officers of the University**

- 6.1 The officers of the University designated to support Board activities are the President, the Secretary of the Board, the ~~Director of Audit and Consulting Services~~ Chief Audit Executive, and such other officers as the Board or the President may determine are necessary. The officers of the University shall have such powers and duties as set out in these Bylaws, and as may be more specifically prescribed by the Board and the President.
- 6.2 The President is the chief executive officer of the University and is appointed by, and serves at the pleasure of, the Board. Subject to any statutory powers retained by the Board or specifically delegated by the Board to other University officers, the President shall be delegated full authority and the responsibility to supervise, direct and manage the affairs and operations of the University. The President may delegate such authority to his/her staff as he/she deems appropriate. The President reports directly to the Board and shall have direct access to the Board. The President shall be the official liaison between the University community and the Board. The President shall attend all Board and committee meetings and shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board. The President shall perform such other

duties as assigned by the Board.

- 6.3** The Secretary of the Board (Secretary) administratively supports the Board and its committees. The Secretary shall be appointed by the President, subject to Board approval. Working directly with the Chair and the President, and in consultation with other senior executives of the University, the Secretary plans and executes the meetings of the Board and its committees, ensuring that these activities comply with all pertinent legal requirements and conforms to sound governance practices. The Secretary advises on the University's governing documents and other policies and procedures pertaining to the governance of the University. The Secretary attends all meetings of the Board and its committees, and is responsible for preparing the official notice and overseeing the preparation of minutes of those meetings. The Secretary serves as the custodian of the minutes and other official records of the Board. The Secretary shall have custody of the corporate seal and affix it to such documents as may require such official recognition. The Secretary is authorized to certify that actions have been taken by the Board and to certify the authority and identity of officers of the Board. The Secretary serves as a point of contact on Board-related policy and procedural matters, governance and communications pertaining to the Board. The Secretary shall perform such other duties as assigned by the Board.
- 6.4** The ~~Director of Audit and Consulting Services~~ Chief Audit Executive (CAE) shall be appointed by the President, subject to Board approval. The ~~Director~~(CAE) reports administratively to the President of the University and functionally to the Board through the Audit and Compliance Committee. The ~~Director~~(CAE) shall have direct and unrestricted access to the chair of the Audit and Compliance Committee. The ~~Director~~(CAE) shall be removable only for cause by a majority vote of the Board. The ~~Director~~(CAE) shall make a comprehensive report on the internal audit function to the Board through the Audit and Compliance Committee at a stated meeting. The report will include the annual audit plan and a review of all previous year audits completed and in progress, including any follow-up reviews and any audits that were scheduled but not completed.

## **ARTICLE 7 - Committees of the Board**

**7.1** Subject to statutory requirements, the Board may establish such committees as it deems appropriate or necessary to fulfill its responsibilities, and shall define their memberships and duties.

## **ARTICLE 8 - Meetings of the Board**

### **8.1** Open Meetings

1. All Board meetings for which a quorum is required to make a decision or to deliberate toward a decision shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et seq.

### **8.2** Regular Meetings; Notice

1. The Board shall meet at least four (4) times each fiscal year on such dates and at such times and locations as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Board members then in office. The Board may adjourn any regular meeting to any date that it may set for adjournment.
2. The Secretary shall provide at least five (5) days' written notice of the meeting to all Board members. Notice may be provided by any reasonable means and shall be compliant with the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et. seq.

### 8.3 Special Meetings; Notice

1. Special meetings of the Board may be called at any time by the Chair, Vice Chair, or President. Two (2) or more Board members eligible to vote may submit a written request to call a special meeting to the Secretary who will convey the request to the Chair and the President.
2. The call for every special meeting shall state the business to be considered and the business transacted shall be confined to the matters stated in the call. The Board may adjourn any special meeting to any date that it may set for adjournment.
3. If the business to be considered requires immediate action, a special emergency meeting may be called with less than five (5) days' notice. Notice shall be by any reasonable means, taking into consideration the need for the emergency circumstances.

### 8.4 Agenda

1. An agenda for every meeting of the Board shall be prepared by the Secretary in consultation with the Chair and the President. The agenda shall list each matter to be considered at the meeting. When feasible, a copy of the agenda and copies of all reports and other material to be presented shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Board members before the meeting date.
2. Notwithstanding any provision in these Bylaws to the contrary, after consulting with the appropriate committee chair, the President and the Secretary, the Chair may designate agenda items for deliberation and action at the full Board meeting without prior review and recommendation of a committee.
3. Consent Agenda
  - a. The Chair, in consultation with the President or committee chair, as appropriate, may designate items to be presented to the Board on a consent calendar.
  - b. Any item unanimously approved by a committee may be designated by the Chair for unanimous consent at the full Board meeting.
  - c. Such items shall be separately identified on the Board agenda as a consent agenda and shall be voted on by a single motion.
  - d. In consultation with the Chair and the President, any member may request to remove an item from the consent agenda by notifying the Secretary in writing prior to the meeting. The request must be approved by a majority of those present and voting.
4. Anyone wishing to address the Board must submit a written request to the Secretary to be received at least ~~seven (7)~~ fourteen (14) days prior to the scheduled meeting of the Board. The request must include the requestor's contact information and the issue to be addressed. Any written materials that the requestor wishes to provide to the Board or utilize during their presentation must be submitted with their written request to address the Board. After discussion between the Chair and the President, the Secretary will either place the requested item on the agenda or notify the requestor in writing of the reason for rejecting the request.
5. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote of a majority of those present and voting.

### 8.5 Quorum

1. The Board must have a quorum to conduct business. A quorum shall consist of a majority of voting Board members which constitutes five (5) voting members. If a quorum is not present, the Board members in attendance may adjourn any regular or

special meeting until a quorum is established.

2. If the meeting agenda does not include items for action or on which a vote may be taken, the meeting may continue even without a sufficient quorum for voting.

#### **8.6 Conduct of Business**

1. General parliamentary rules shall be observed in conducting the business of the Board except as may be modified by policies or resolutions adopted by the Board.
2. The Chair shall preside when present at meetings of the Board. In the Chair's absence, the Vice-Chair shall preside at meetings of the Board and otherwise perform the duties of the Chair. In the absence of the Chair and Vice Chair, the most senior member of the Board shall preside at the meeting.
3. The Board may permit any or all Board members to participate in a meeting by, or conduct the meeting through, use of any means of telephonic or electronic communication.
  - a. The meeting must be audible to the public at the location specified in the notice of the meeting as the location of the meeting.
  - b. All participating Board members must be able to both hear all Board members and speak to all other Board members during the meeting.
  - c. Any Board member participating by telephone or electronically shall identify the persons present in the location from which that Board member is participating.
  - d. Any Board member who participates in a meeting covered by this provision shall be deemed "present" at the meeting.
  - e. A public roll call vote is required on all matters.
4. 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 may be otherwise provided by these Bylaws.
5. Except as limited by conflicts of interest or ethical considerations, individual Board members each have:
  - a. The right to vote (with the exception of the non-voting student Board member);
  - b. The right to participate fully in all considerations before the Board;
  - c. The right to enter motions and to submit recommendations; and,
  - d. All rights and privileges afforded the Board by law and regulation when sitting in deliberative session.
6. All votes of the Board shall be by public vote as defined by T.C.A. § 8-44-104(b), by public ballot, or by public roll call.
7. A roll call vote shall be required on all motions providing for any revision of the Bylaws, the adoption of a new Bylaw or the repeal of an existing Bylaw. On any other motion, a roll call vote shall be taken if required by law or deemed desirable in the judgment of the Chair. A Board member present may request a roll call vote before the announcement of a vote otherwise taken.
8. No Board member may vote by proxy.

#### **8.7 Minutes**

1. The Secretary shall ensure that minutes are taken at each meeting of the Board which, once approved, shall provide a permanent record of such meetings.
2. Minutes need not be a verbatim record of a meeting but should provide adequate basis upon which implementing actions may be taken or permanent policies be extracted therefrom.

## **ARTICLE 9 - Compensation**

**9.1** 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 department of finance and administration and approved by the attorney general and reporter.

## **ARTICLE 10 - Bylaws**

- 10.1** The Bylaws may be modified by amendment, by adoption of a new bylaw or by repeal of an existing bylaw at any regular meeting of the Board, or at a special meeting called for that purpose, by a two-thirds (2/3) vote of the Board members eligible to vote, provided that a copy of the amendment or new bylaw to be offered, or notation of the bylaw to be repealed shall be furnished to each Board member in writing at least ten (10) days in advance of the meeting.
- 10.2** Any determination that any provision of these Bylaws is inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.





**Middle Tennessee State University  
Board of Trustees**

**Executive and Governance Committee**

**Action Item**

DATE: August 24, 2021

SUBJECT: **Review and Approval of  
2021 Self-Evaluation Instrument**

PRESENTER: James Floyd, Board Secretary

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**BACKGROUND INFORMATION:**

The Middle Tennessee State University accreditation body, Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), requires a governing board to define and regularly evaluate its responsibilities and expectations. Standard 4.2.g. As evidence of compliance with that standard, SACSCOC recommends a regular board self-evaluation. The Executive and Governance Committee is responsible for overseeing the performance of the Board of Trustees and, as such, is charged with preparation of the Board's self-evaluation procedures and instrument.



## Middle Tennessee State University Board of Trustees Self-Assessment

**Part I.**

*Please indicate your response to the following questions by marking the appropriate box. Space is provided at the end of the survey for comments.*

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree
Prior to their first Board meeting, Board members received adequate information to understand MTSU's mission and structure.					
Board members understand their roles and responsibilities as members of a governing board.					
The Board understands its role in setting policy and by its actions demonstrates that it appropriately defers to the administration the responsibility to administer and implement policy.					
The Board Bylaws and Board policies make clear the duties of the Board.					
Board members understand and adhere to a code of ethics and avoid any perception of potential conflicts of interest.					
Board committees have clear and appropriate responsibilities.					
The committee structure is working well.					
Meeting agendas and materials are sent in sufficient time prior to meetings.					
Board members adequately study issues, agendas and materials prior to Board meetings					
The Board conducts its meeting in compliance with Tennessee Open Meetings Act.					
Board meetings are conducted in an orderly, efficient manner.					

	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree
Board members engage in open communication and productive engagement during meetings.					
Decisions are made on the basis of study of all available background data and consideration of the recommendations of the administration.					
The Board demonstrates a concern for the success of all students.					
The Board is knowledgeable about the educational programs and services offered at MTSU.					
The Board understands the fiscal condition of the institution and the budget process.					
The Board is appropriately involved in, and understands, the budget process.					
The Board actively supports the institution's foundation and fundraising efforts.					
The Board helps promote the image of MTSU in the community.					
The Board understands the importance of regional and program accreditation					
The Board has open and effective communications with the president.					
The Board and the president have a positive, cooperative relationship.					







**Middle Tennessee State University**

**Board of Trustees**

**Executive and Governance Committee**

**Action Item**

DATE: August 24, 2021

SUBJECT: **Authorization to Conduct Board Self-Evaluation  
Prior to Nov. 2021 Board of Trustees Meeting  
and Adoption of Recurring Schedule**

PRESENTER: James Floyd, Board Secretary

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**BACKGROUND INFORMATION:**

The Executive and Governance Committee is charged with implementation of the regular cycle of Board self-evaluation. The Committee will direct the Board Secretary to administer the self-evaluation survey over a specified period, compile responses received, and report results to the Board Chair.

At its May 2021 meeting, the Executive and Governance Committee revised the Board's Policy on Board Committees for compliance with SACSCOC Standard 4.2.g Board Self-evaluation. The Committee is required to adopt a regular schedule for evaluations of the Board's responsibilities and expectations on at a least a biennial basis. This action will establish a documented cycle of evaluation and continuous improvement for the Board of Trustees.



## Proposed Schedule

- August 24, 2021, Executive and Governance Committee meeting and biennially thereafter
  - Include previous self-evaluation instrument and summary results in committee materials
  - Discuss self-evaluation results
  - Assess results of actions taken for improvement in response to the previous self-evaluation
  - Review and revise self-evaluation instrument as needed
  - Authorize evaluation administration prior to November meeting
- September 14, 2021, Board of Trustees meeting and biennially thereafter
  - Executive and Governance Committee report on forthcoming administration of the Board self-evaluation instrument
- November 9, 2021, Executive and Governance Committee meeting and biennially thereafter
  - Self-evaluation instrument and summary results included in committee materials
  - Chair presentation of self-evaluation results to committee
  - Adopt action steps for improvement based on those results





**Middle Tennessee State University  
Board of Trustees**

**Executive and Governance Committee**

**Information Item**

DATE: August 24, 2021

SUBJECT: **Discussion of 2019 Self-Evaluation Results,  
Action for Improvement**

PRESENTER: James Floyd, Board Secretary

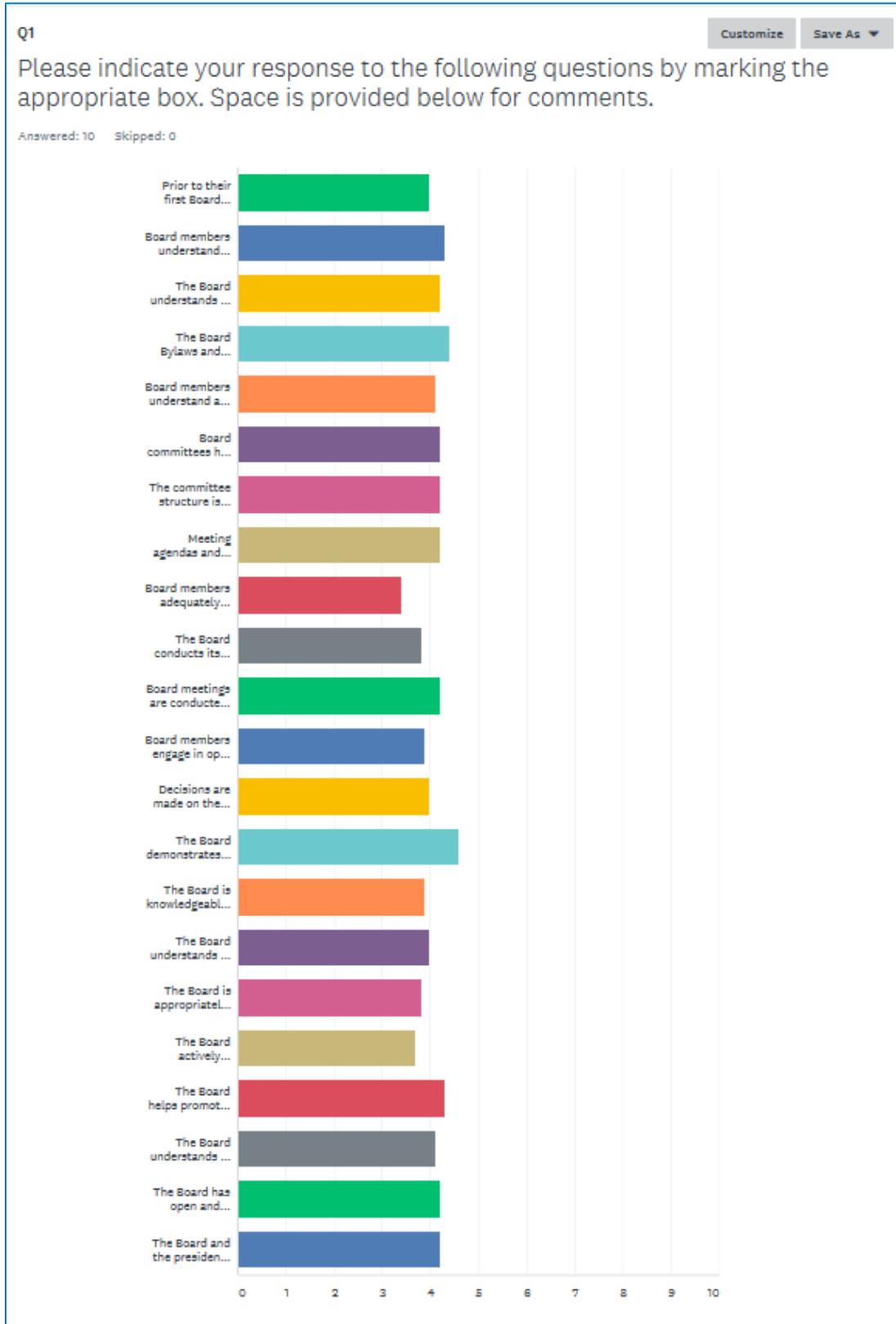
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**BACKGROUND INFORMATION:**

The revised Board of Trustees' Policy on Committees requires the Executive and Governance Committee review and discuss the results of previous self-evaluations, including Board strengths, needs, and actions taken for improvement. This discussion permits the Committee to reflect on evaluation findings and assess the results of any actions taken in response to previous evaluations, and it will inform of the Committee's review and approval of a 2021 self-evaluation instrument.



## Survey Results



	STRONGLY AGREE	AGREE	NEUTRAL	DISAGREE	STRONGLY DISAGREE	TOTAL	WEIGHTED AVERAGE
▼ Prior to their first Board meeting, Board members received adequate information to understand MTSU's mission and structure.	50.00% 5	30.00% 3	0.00% 0	10.00% 1	10.00% 1	10	4.00
▼ Board members understand their roles and responsibilities as members of a governing board.	50.00% 5	30.00% 3	20.00% 2	0.00% 0	0.00% 0	10	4.30
▼ The Board understands its role in setting policy and by its actions demonstrates that it appropriately defers to the administration the responsibility to administer and implement policy.	30.00% 3	60.00% 6	10.00% 1	0.00% 0	0.00% 0	10	4.20
▼ The Board Bylaws and Board policies make clear the duties of the Board.	50.00% 5	40.00% 4	10.00% 1	0.00% 0	0.00% 0	10	4.40
▼ Board members understand and adhere to a code of ethics and avoid any perception of potential conflicts of interest.	40.00% 4	40.00% 4	10.00% 1	10.00% 1	0.00% 0	10	4.10
▼ Board committees have clear and appropriate responsibilities.	40.00% 4	40.00% 4	20.00% 2	0.00% 0	0.00% 0	10	4.20
▼ The committee structure is working well.	40.00% 4	50.00% 5	0.00% 0	10.00% 1	0.00% 0	10	4.20
▼ Meeting agendas and materials are sent in sufficient time prior to meetings.	60.00% 6	20.00% 2	10.00% 1	0.00% 0	10.00% 1	10	4.20
▼ Board members adequately study issues, agendas and materials prior to Board meetings.	20.00% 2	20.00% 2	40.00% 4	20.00% 2	0.00% 0	10	3.40
▼ The Board conducts its meeting in compliance with Tennessee Open Meetings Act.	30.00% 3	50.00% 5	0.00% 0	10.00% 1	10.00% 1	10	3.80

▼ Board meetings are conducted in an orderly, efficient manner.	50.00% 5	30.00% 3	10.00% 1	10.00% 1	0.00% 0	10	4.20
▼ Board members engage in open communication and productive engagement during meetings.	40.00% 4	20.00% 2	30.00% 3	10.00% 1	0.00% 0	10	3.90
▼ Decisions are made on the basis of study of all available background data and consideration of the recommendations of the administration.	30.00% 3	50.00% 5	10.00% 1	10.00% 1	0.00% 0	10	4.00
▼ The Board demonstrates a concern for the success of all students.	60.00% 6	40.00% 4	0.00% 0	0.00% 0	0.00% 0	10	4.60
▼ The Board is knowledgeable about the educational programs and services offered at MTSU.	30.00% 3	30.00% 3	40.00% 4	0.00% 0	0.00% 0	10	3.90
▼ The Board understands the fiscal condition of the institution and the budget process.	30.00% 3	40.00% 4	30.00% 3	0.00% 0	0.00% 0	10	4.00
▼ The Board is appropriately involved in, and understands, the budget process.	10.00% 1	70.00% 7	10.00% 1	10.00% 1	0.00% 0	10	3.80
▼ The Board actively supports the institution's foundation and fundraising efforts.	30.00% 3	40.00% 4	10.00% 1	10.00% 1	10.00% 1	10	3.70
▼ The Board helps promote the image of MTSU in the community.	50.00% 5	40.00% 4	0.00% 0	10.00% 1	0.00% 0	10	4.30
▼ The Board understands the importance of regional and program accreditation.	40.00% 4	30.00% 3	30.00% 3	0.00% 0	0.00% 0	10	4.10
▼ The Board has open and effective communications with the president.	30.00% 3	60.00% 6	10.00% 1	0.00% 0	0.00% 0	10	4.20
▼ The Board and the president have a positive, cooperative relationship.	40.00% 4	40.00% 4	20.00% 2	0.00% 0	0.00% 0	10	4.20

### **What are the strengths of the Board?**

- Commitment to the success of the University. Attendance and participation at meetings. Good connections in business and legislative communities Desire to do the right things for the students and University's welfare
- Members are generally available for scheduled meetings.
- Some of the strengths that I have noticed is that everyone seems to be here for the same reason: to make MTSU successful. I believe that there are many successful individuals that are helping the school and are part of the vision of President McPhee, and everyone seems to be engaged. Another strength would be varying viewpoints. There are always going to be disagreements on specifics, but the different backgrounds of each trustee allows discussion that provides us all with different ways of doing things.
- Extensive philanthropy experience (3 have given over \$1million). Extensive leadership and business experience. Several MTSU graduates. Political savvy. Excellent public persona.
- Community active and underused.
- Experienced people capable of providing accountability and strategic direction to MTSU Politically connected to help MTSU deal with the changing LGI environment Strong relationships that raise MTSU's status in the community
- the diversity of experience. the commitment to the students success. willing to serve.

### **What would you consider to be the Board's major accomplishments since its initial meeting?**

- Agreement to the Bylaws for the Board Development of more cohesive thinking among Board members, and more cooperation with the Administration Establishment of Last Chance fund for students who need money to finish their degree Cohesiveness and support for new programs and ideas for the University
- Completion of all required steps to establish the legality and legitimacy of the Board. Worked through a complete annual budget preparation process.
- In no particular order: -The Regional Scholars Program being expanded -Approval of the Athletics Master Plan -Breaking ground for new academic building -Approving President McPhee's contract
- Helping secure millions of dollars for campus buildings and maintenance from State. Recognizing student veterans with goal of greater recognition of our veterans' programs. Encouraging civic participation with on campus voter registration and creating a pathway for (mainly absentee) voting for student voters. Budgeting for necessary teacher salary raises. Budgeting for new athletic facilities. Asking questions to stimulate thought. First offsite Board meetings for awareness of greater Nashville area.
- Approvals of programs.

- Approval of y-laws and organizational requirements necessary under the FOCUS Act  
Developing foundational and fundamental knowledge of the "system" from a baseline of zero following enactment of FOCUS Act Focus on developing metrics to help us allocate resources effectively in the future Voting on campus Beginning to develop confidence with the faculty and administration. I believe the changes caused by the FOCUS Act were initially unwelcome and perceived as threats by faculty and administration when they are actually great opportunities. Commitment to bring faculty up to peers and review of President's situation in alignment with peers
- learning and taking action to support the university goals.

**What specific goals would you suggest the Board pursue for next year?**

- Provide more connections in the business community for business resources for faculty and programs to be connected and supported by local businesses. Provide resources and connections to raise private funds for the University, and/or donate personally. Develop and begin efforts for more strategic long-term goals that can be accepted and carried forward with future boards.
- The Board needs to set goals for the University to accomplish. The immediate goal should be for the Board to establish a regularly executed forum for the establishment of annual and long-term goals, and ensure the participation of all Board members in the process. During this process and after internal discussion, the University administration (via the President, of course) should be invited to participate.
- Focus on remembering why we are here. We are here to make sure that the school is successful and that the students of the school have a degree that is worth more than it was yesterday. One goal that we should try to attain is having more people attend the meetings and more viewers. We also need to raise awareness to the community that the Board of Trustees is here to serve our students and our community.
- Lead discussion on goals, objectives, metrics and measures. Planning for next round of capital giving. Communicating with political leadership.
- Have more participation with the Foundation and fundraising.
- Development of metrics for faculty and student success.
- continue to advance the work we have already started

**Do you have any concerns in the way the Board now functions? If so, please identify the area (s) along with suggestions for improvement.**

- Occasionally, a Board member will speak directly with the press about what the Board is doing. This is not appropriate or permitted per the By-laws. Small concern that 2 or 3 of the Board members may have private discussions that violate the open meetings law.

- The Board has yet to act as an independent agency guiding the University. Thus far the Board has done little more than approve University-generated proposals. The single greatest issue facing the Board is the lack of discussion and fostering of dissent. There is seldom, if ever, discussion of any issue brought up to the Board. When dissent is raised, the response is to rush to a vote rather than explore the implications of the issue(s) being presented. The danger of this type of action is the potential to be perceived as there having been discussion outside the meeting, resulting in compromise or agreement prior to the meetings. The use of a script only adds to this perception. Discussion and dissent cannot be scripted. Roberts Rules of Order, even a modified or abbreviated version, are not consistently followed. For example, there are frequently no calls for discussion before a vote is called. This is another issue that lends itself to the perception that discussion is held outside the meeting and there is therefore no need to seek and foster discussion. Although all Board members' time is valuable, there is no reason to limit meetings to a stated duration, especially at the cost of discussion.
- I do not.
- Full recognition of the Board as a vital governance body, and utilizing its individual accomplishments and skills to help the University in all facets. (Our Board is comprised of leaders of exceptional accomplishments and a greater awareness of them in the greater community will pay dividends for the University.) Individual recognition of Board members to create a greater community (greater Nashville area) involvement, awareness, and participation. Increased usage of Board members as representatives and "faces" of the University (in settings such as local civic organizations, Kiwanis, etc.). Can be used as a great recruiting tool, etc. Exploit them.
- Often too rigid.
- No concerns, but there are opportunities for improvement.
- none

**What are areas for improvement and how can these be addressed?**

- After being in place for almost two years, the Board could now focus on realistic long-term strategy for taking the University to another level of excellence. Define the expectation of Board members for either personal financial commitment to the University or directly soliciting contributions from their contacts that do not have a history of supporting the University.
- The Board should measure its own success against the previous year's goals rather than simply ensuring that all issues presented are addressed. Self-assessment is lacking. Establishment of a goal-setting forum as previously described is the recommended mechanism for accomplishment.
- The sound system can be improved when we have a trustee calling in. Sometimes they are hard to hear. We also need to have a review of the rules of the board every once in a while, or at least reminded so that we don't get off track.

- Full recognition of the Board as a vital governance body, and utilizing its individual accomplishments and skills to help the University in all facets. (Our Board is comprised of leaders of exceptional accomplishments and a greater awareness of them in the greater community will pay dividends for the University.) Individual recognition of Board members to create a greater community (greater Nashville area) involvement, awareness, and participation. Increased usage of Board members as representatives and "faces" of the University (in settings such as local civic organizations, Kiwanis, etc.). Can be used as a great recruiting tool, etc. Exploit them.
- Public relations. Open conversations.
- As a Board, we are learning the process which will accelerate our effectiveness. We need to develop and formalize metrics to measure faculty success and standards, student success. We need to continue to emphasize high value that allow MTSU to better its students. We need to be able to allocate resources to the most productive and highest performing areas and eliminate low performing and areas.
- none at this time

**Please provide any additional comments.**

- As I have gotten acquainted with faculty and admin staff at the University, I have been (in general) impressed with their abilities and their commitment to the University. I see that they take an innovative, yet practical, approach to looking at new programs and ways to improve the University. Before being a Board member, I was not directly knowledgeable of this or did not have the opportunity to see it. The materials and background information made available to the Board is clear and presents definitive information about recommendations to the Board. I also appreciate how responsive everyone on staff is if I have a question or ask for clarification of anything. That is much appreciated!
- No further comments.
- I am thoroughly enjoying my time as a trustee and I would suggest trying it to anyone. I believe that every single trustee is here for the right reasons and it shows. Also, everyone does an incredible job behind the scenes. Everyone seems prepared and ready to go when they are called upon and I believe that the state of our school is as positive as it has ever been.
- The Board can be utilized to make school THE public university for the State.
- None
- I think our Board has made great progress in this short period of time. I think our Chairman is extraordinarily dedicated to MTSU. I think our Board can be better engaged by the Administration to utilize our relationships and experiences to help MTSU politically and in the business community.
- none