



**Middle Tennessee State University  
Board of Trustees  
Executive and Governance Committee**

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May 25, 2021  
1:00 pm

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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May 25, 2021  
1:00 pm

**AGENDA**

Call to Order and Opening Remarks

Roll Call

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

General Parliamentary Rules (Information).....Tab 2

Proposed Policy Revision: Board Committees (Action) .....Tab 3

Proposed New Policy: Requests to Address Board of Trustees (Action).....Tab 4

Closing Remarks

Adjournment





**Middle Tennessee State University**

**Board of Trustees**

**Executive and Governance Committee**

**Action Item**

DATE: May 25, 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 March 16, 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, March 16, 2021.

**Call to Order and Opening Remarks**

Committee Chair Steve Smith welcomed those participating and called the meeting to order at 10:23 a.m.

**Roll Call**

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

The following Committee members were in attendance: Pete DeLay 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 17, 2020, meeting of the Executive and Governance Committee. A motion was made by Trustee Delay and seconded by Chairman Smith, to approve the minutes. A roll call vote was taken and the motion to approve the minutes of the March 17, 2020 meeting of the Executive and Governance Committee passed unanimously.

### **Institutional Mission/Mission Profile**

Dr. Mary Hoffschwelle made the presentation concerning the annual review of the institutional mission statement and mission profile. On February 12, 2021, the University Planning Committee reviewed the mission statement and mission profile. It approved revisions to the mission profile, which were then reviewed and approved by the President. Pursuant to T.C.A. § 49-8-101(d) the mission statement and profile must be submitted to THEC for review and approval.

A motion was made by Trustee Delay, seconded by Chairman Smith, to approve the institutional mission statement and mission profile. A voice vote was taken and the motion was unanimously approved.

Acting Board Secretary Jeff Farrar reported that we have received all Code of Ethics Acknowledgements from Trustees.

The meeting adjourned at 10:26 a.m.

Respectfully submitted,  
Executive and Governance Committee





**Middle Tennessee State University  
Board of Trustees**

**Executive and Governance Committee**

**Information Item**

DATE: May 25, 2021

SUBJECT: **General Parliamentary Rules**

PRESENTER: Jeff Farrar  
Acting Board Secretary

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**BACKGROUND INFORMATION:**

The Board Bylaws provide that “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.” In addition to the general parliamentary rules, the Tennessee Open Meetings Act requires that meetings be open to the public, properly noticed, and that thorough minutes be kept. Acting Board Secretary will provide a brief presentation on general parliamentary rules for conducting an effective meeting and any interplay between these rules and the Tennessee Open Meetings Act.





**Middle Tennessee State University**

**Board of Trustees**

**Executive and Governance Committee**

**Action Item**

DATE: May 25, 2021

SUBJECT: **Proposed Policy Revision: Board Committees**

PRESENTER: Mary Hoffschwelle, Associate Provost  
Strategic Planning and Partnerships

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**BACKGROUND INFORMATION:**

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 will clarify the Executive and Governance Committee’s responsibility for a regular schedule of Board self-evaluation and use of evaluation results for improvement.



# **Middle Tennessee State University**

## **Board of Trustees Policy**

### **Board Committees**

#### **Section 1. Purpose**

The Middle Tennessee State University Board of Trustees (Board) is responsible for the governance of Middle Tennessee State University. As provided in the Board Bylaws, the Board may establish standing and special committees as it deems appropriate and necessary to fulfill these responsibilities. This Board policy establishes the committees of the Board, defining their membership and duties.

#### **Section 2. Standing Committees**

The standing committees of the Board shall be:

- Executive and Governance
- Audit and Compliance
- Finance and Personnel
- Academic Affairs, Student Life and Athletics

#### **Section 3. Membership**

- 3.1** Each standing committee shall have at least three (3) voting members who shall each serve a two-year term.
- 3.2** Each standing committee shall have a chair who shall serve a one-year term.
- 3.3** Members of the standing committees, with the exception of the Executive and Governance Committee, shall be appointed by the Board Chair. The Board Chair shall also appoint the chairs of the standing committees.
- 3.4** The Board Chair shall serve as an ex officio member of all standing committees, entitled to vote.
- 3.5** Each committee shall have an administrator of the University to assist with its work.
- 3.6** The Board Chair may appoint additional member(s) to standing or special committees if the assistance of others with particular professional or business expertise is necessary to carry out the responsibilities of the committee or subcommittee. No such additional non-trustee member shall have voting privileges.

#### **Section 4. 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 committees shall be subject to action and approval by a designated standing committee or the Board before becoming effective.

#### **Section 5. Meetings**

- 5.1** The Committees shall meet as often as necessary to carry out their responsibilities.
- 5.2** Meetings may be called by the Board Chair, the President of the University or the committee chair.

## **Section 6. Notice of Meeting; Agenda**

- 6.1 When feasible, committee members shall receive at least ten (10) days' notice of meetings to include the purpose of the meeting.
- 6.2 When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.
- 6.3 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.

## **Section 7. Quorum**

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.

## **Section 8. Minutes**

Minutes shall be made of all standing and special committee meetings and provided to the Board Chair, the President of the University and the Secretary to the Board. The minutes shall be maintained as the official record of such meetings.

## **Section 9. Open Meetings and Public Notice**

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. Notice provided to the public shall be compliant with the Open Meetings Act.

## **Section 10. Authority of the Standing and Special Committees**

- 10.1 The authority of the standing and special committees shall be subject to action by the entire Board. 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.
- 10.2 The standing and special committees shall have the right to retain independent consultants.

## **Section 11. Executive and Governance Committee**

- 11.1 The Executive and Governance Committee shall be composed of the Chair and Vice Chair of the Board, and the Chair of the Audit and Compliance Committee. The Chair of the Board shall be the chair of this committee.
- 11.2 The Executive and Governance Committee may act for the Board between regular Board meetings on urgent matters except the following, which shall be reserved to the Board:
  1. Presidential selection, evaluation and termination
  2. Amendments to the Board Bylaws
  3. Adoption of the annual budget
  4. Tenure and promotion decisions
- 11.3 The Executive and Governance Committee shall ensure the integrity of the Board and is responsible for:
  1. Establishing and maintaining standards of Board conduct.

2. Assessing the performance of the Board and Board members by monitoring compliance with the Board's Code of Conduct and Conflict of Interest policies.
3. Ensuring an effective orientation and continuing education process for Board members.
4. Periodically reviewing and ensuring compliance with the Board Bylaws and other Board policies, recommending amendments when appropriate.
5. Reviewing the committee structure of the Board for continued effectiveness.
6. Overseeing the work of the other standing committees.
7. Other matters as assigned by the Board.

**11.4** The Executive and Governance Committee shall be responsible for regularly evaluating the Board's responsibilities and expectations on at least a biennial basis, which shall include:

1. Preparation of self-evaluation procedures and instrument.
2. Presentation and discussion of results from completed self-evaluations, including board strengths, needs, and actions for improvement.

**11.45** The Executive and Governance Committee shall have the right to retain independent consultants.

## **Section 12. Audit and Compliance Committee**

**12.1** The Audit and Compliance Committee shall assist the Board in exercising oversight of the University's financial and accounting practices, internal controls and standards of conduct. The Committee shall have the authority to direct University management to initiate and address specific audit and compliance issues within the mandate of the Committee. It may conduct or authorize or facilitate any audit or investigation appropriate to fulfill its oversight responsibilities.

**12.2** The Audit and Compliance Committee is responsible for and shall make recommendations to the Board related to:

1. Oversight of adherence to laws, regulation and policies that pertain to the University's operations.
2. Oversight of the quality and integrity of the accounting and financial reporting practices and processes, and systems of internal controls regarding finance, accounting and legal compliance.
3. Audit issues reported in the University's external audits or reviews.
4. Presidential audits.
5. Oversight of the internal audit function including reviews of the internal audit reports and monitoring of the resolutions of any audit issues.
6. Ensuring compliance with legal and regulatory requirements.
7. Oversight and monitoring of internal controls, compliance and risk management functions of the University.
8. Oversight of the process for the reporting of suspected illegal, improper, wasteful or fraudulent activities involving University resources.
9. Other matters as assigned by the Board.

**12.3** The University's Director of Audit and Consulting Services reports administratively to the President of the University and functionally to the Audit and Compliance Committee, and the Board. The Audit and Compliance Committee will review and recommend the appointment of the Director of Audit and Consulting Services who shall be removable only for cause by a majority vote of the Board. The Director of Audit and Consulting Services shall have direct and unrestricted access to the chair of Page 11

the Audit and Compliance Committee. The Director of Audit and Consulting Services 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.

### **Section 13. Finance and Personnel**

**13.1** The Finance and Personnel Committee shall oversee the integrity and stability of the University's financial operations, long-term economic health and allocation of resources, and its physical assets of land, buildings and equipment.

**13.2** The Finance and Personnel Committee is responsible for:

1. Monitoring the financial performance of the University and reporting to the Board.
2. Reviewing and recommending annual and long-range operating and capital and maintenance budgets.
3. Reviewing and recommending rates for student tuition and fees.
4. Overseeing financial reporting and related disclosures.
5. Recommending adoption or modification of capital improvement plans and the facilities master plan, advocating for new structures, and rehabilitating or removing older structures.
6. Creating and maintaining a maintenance capital expenditures budget and proposed timeline for all capital assets whose repair or replacement would result in an expenditure of \$100,000 or more.
7. Recommending appropriate action with regard to the acquisition and disposition of real property.
8. Recommending execution of contracts as required by University policy.
9. Actions related to personnel, including faculty and staff compensation.
10. Ensuring adequate policies and procedures are in place to promote the effectiveness, integrity and security of the University's information technology investments and their operation.
11. Other matters as assigned by the Board.

### **Section 14. Academic Affairs, Student Life and Athletics**

The Academic Affairs, Student Life and Athletics Committee shall oversee the quality of academic programs and services, student life and athletics consistent with the mission of the University. 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, the educational quality of the University and its academic programs.
3. Matters regarding faculty tenure and promotion.
4. Approval of admission, progression, retention and graduation standards.
5. Institutional and program accreditation, and program review.
6. Promoting the welfare of students attending the University.
7. Metrics to measure efficiency of each academic department.
8. The operation of the intercollegiate athletics programs to assist the Board in carrying out its responsibility of those programs.



9. Other matters as assigned by the Board.

Effective Date: ~~June 5, 2017~~.

Revisions: None.

# **Middle Tennessee State University**

## **Board of Trustees Policy**

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  3. Audit issues reported in the University's external audits or reviews.
  4. Presidential audits.
  5. Oversight of the internal audit function including reviews of the internal audit reports and monitoring of the resolutions of any audit issues.
  6. Ensuring compliance with legal and regulatory requirements.
  7. Oversight and monitoring of internal controls, compliance and risk management functions of the University.
  8. Oversight of the process for the reporting of suspected illegal, improper, wasteful or fraudulent activities involving University resources.
  9. Other matters as assigned by the Board.
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Audit and Consulting Services shall have direct and unrestricted access to the chair of the Audit and Compliance Committee. The Director of Audit and Consulting Services 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.

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6. Creating and maintaining a maintenance capital expenditures budget and proposed timeline for all capital assets whose repair or replacement would result in an expenditure of \$100,000 or more.
7. Recommending appropriate action with regard to the acquisition and disposition of real property.
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3. Matters regarding faculty tenure and promotion.
4. Approval of admission, progression, retention and graduation standards.
5. Institutional and program accreditation, and program review.
6. Promoting the welfare of students attending the University.
7. Metrics to measure efficiency of each academic department.

8. The operation of the intercollegiate athletics programs to assist the Board in carrying out its responsibility of those programs.
9. Other matters as assigned by the Board.

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

Revisions: June 5, 2017 (original); \_\_\_\_\_, 2021.



**Middle Tennessee State University**

**Board of Trustees**

**Executive and Governance Committee**

**Action Item**

DATE: May 25, 2021

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

PRESENTER: Jeff Farrar, Acting Board Secretary

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**BACKGROUND INFORMATION:**

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.





**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) 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 of concern to 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.