

REPORT FROM THE EXECUTIVE AND GOVERNANCE COMMITTEE

The Executive and Governance Committee met on Tuesday, September 12, 2017, at Middle Tennessee State University. Chairman Steve Smith called the meeting to order at 9:08 a.m. (CDT). Roll call was taken by Heidi Zimmerman and a quorum was present with the following Committee members in attendance: Steve Smith, Darrell Freeman and Chris Karbowskiak. Also present were Trustees Andy Adams, J.B. Baker, Pete Delay, Tony Johnston, Pam Wright and Lindsey Weaver. Dr. Sidney A. McPhee, President; Alan Thomas, Vice President for Business and Finance; Bruce Petryshak, Vice President for Information Technology and Chief Information Officer; Andrew Oppmann, Vice President for Marketing and Communications; Mark Byrnes, Interim Provost; Joe Bales, Vice President for University Advancement; Deb Sells, Vice President for Student Affairs and Vice Provost for Enrollment Management; Kimberly Edgar, Assistant to the President and Chief of Staff; and Heidi Zimmerman, University Counsel and Board Secretary were also present.

Remarks were given by Chairman Steve Smith and Dr. Sidney McPhee. Dr. McPhee reported on the importance of the upcoming SACSCOC Substantive Change visit.

The Committee discussed the draft Board Policy Selection, Evaluation, and Retention of the President, and the issues of evaluating the president and a salary package for Dr. McPhee. An employment contract for the president, including typical provisions or normal business practices it would include, was also discussed. After much discussion, the Committee asked the staff to provide recommendations for the President's 2017-18 fiscal year salary, examples of presidents' contracts, and metrics or criteria by which to evaluate performance. The Committee was most interested in what the other LGIs have put in place or intend to put in place. Retaining an outside consultant to assist with the contract and evaluation was discussed with Chairman Smith asking the Committee members to send their ideas and comments to Ms. Zimmerman. The information gathered will be brought back to the Committee at the next

meeting for continued discussion. The matter of the President's salary was deferred to the next meeting.

Regarding the Board Policy Professional Development, Ms. Zimmerman indicated that such a policy is required by statute. Trustee Freeman moved that the policy be approved and Trustee Karbowski seconded the motion. A voice vote was taken and the motion to approve the Board Policy Professional Development carried.

At a prior meeting, trustees asked for information about obtaining Directors and Officers (D & O) insurance coverage for the Board from third party vendors. Staff researched this matter and recommended the coverage not be purchased. Ms. Zimmerman explained that Board trustees are immune from liability for acts or omissions occurring within the scope of their official duties to the same extent as state officers and employees. The state Claims Commission adjudicates claims and Board members would be represented by Attorney General. Additionally, statute specifies a limit of monetary liability. Finally, the D & O policy options reviewed by staff contained exemptions of the same types of acts or omissions included under the state employee coverage. Therefore, it appeared there would be no additional benefit from purchasing D & O coverage. The Committee accepted the staff recommendation.

Now under the authority of MTSU Board of Trustees, SACSCOC requires that the University mission statement be approved by the Board. The mission statement is revisited, revised, and approved in accordance with the THEC planning cycle. Faye Johnson, Special Assistant to the Provost, stated the current mission statement has been approved internally and externally. She explained that the mission statement is tied to the continuous improvement process and meeting goals. A motion was made by Trustee Karbowski to approve the Institutional Mission Statement and seconded by Trustee Freeman. A voice vote was taken and the motion to approve the Institutional Mission Statement carried.

The final agenda item concerned a requested Delegation of Limited Authority to Board Secretary to Make Technical Changes in Policies and Rules. By delegating authority to the Board Secretary, the Board will not be required to review and approve technical revisions such as typographical errors, changing position titles, updated references, etc. before the changes would be effective. Based on the meeting schedules of the Committees and the Board, the intent of the delegation is to allow the Board Secretary to make minor, technical revisions or corrections in policies or rules which would otherwise require subsequent committee or Board approval. Thus, the effectiveness of the revision or correction would not be delayed. A motion was made by Trustee Karbowskiak, seconded by Trustee Freeman, to approve this delegation with the provision that whenever the authority is exercised, Ms. Zimmerman will report to the Board at the next meeting what revisions were made. A voice vote was taken and the motion to delegate authority to the Board Secretary to make technical changes in policies and rules passed.

The meeting adjourned at 10:01 a.m. (CDT).

The Executive and Governance Committee reconvened at 11:20 a.m. to consider approval of the Board Policy Selection, Evaluation and Retention of the President as such a policy is required to be in place at the time of the SACSCOC substantive change review. A motion was made by Trustee Freeman to approve the policy with the understanding that it would be reviewed at the next Committee meeting. Trustee Karbowskiak seconded the motion. A voice vote was taken and the motion to approve the Board Policy Selection, Evaluation and Retention of the President with the understanding that it would be reviewed at the next Committee meeting passed.

The meeting adjourned at 11:20 a.m. (CDT).

Respectfully Submitted,
Executive and Governance Committee