

**MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES**

**MINUTES OF THE
EXECUTIVE AND GOVERNANCE COMMITTEE**

The Executive and Governance Committee met on Monday, March 18, 2019 in the Miller Education Center Meeting Room at Middle Tennessee State University.

Call to Order and Roll Call

Committee Chair Steve Smith called the meeting to order at 11:00 a.m. The following Committee members were in attendance: Steve Smith and Darrell Freeman. A quorum was declared. Also present were Trustees J.B. Baker, Pete DeLay, Joey Jacobs, Tony Johnston, Pam Wright and Peyton Tracy. 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; Heidi Zimmerman, University Counsel and Board Secretary; and, Kim Edgar, Assistant to the President and Chief of Staff were also in attendance.

Institutional Mission Statement/Mission Profile

Provost Byrnes reminded the Committee that each year THEC requires the Board to approve the Mission Statement and Mission Profile. This year, there is only one small change in the Mission Profile. Previously it said the University confers more than 5,000 degrees annually. The change is to state that approximately 5,000 degrees are conferred annually. A major revision was approved a year or two ago and this is a housekeeping change.

A motion to approve the Institutional Mission Statement/Mission Profile was made by Trustee Freeman and seconded by Committee Chair Smith. The motion carried.

Establishment of Expense Limit for Spouse of University President

At the December 11, 2018 Board meeting, during discussion regarding the president's contract, there was a request to determine a monetary cap for expenses incurred by Dr. McPhee's spouse as provided for in provision 6.F. of that contract. These expenses would mainly be for the use of facilities at the University and travel reimbursement on official travel related to the University. Mr. Thomas explained that with the help of the Chief Auditor, they went back through the President's Report for the past three years to review Mrs. McPhee's prior expenditures. During this three-year period, there were expenditures of about \$3,500 during two years; one year was around \$6,000. The amount will vary from year to year depending on what events are happening, and what is happening on-campus and off-campus with travel. The recommendation is to set the limit at \$5,000 a year. In the years that it possibly could go above that amount, the contract allows the Board Chair to increase the cap based on need.

Committee Chair Smith made the motion to set the current cap for expenditures of the President's spouse at \$5,000; Trustee Freeman seconded this motion. The motion to set the current cap for expenditures of the President's spouse at \$5,000 passed.

Guidelines Regarding Public Comment

Committee Chair Smith reported that there have been questions about whether Board and committee meetings are open for public comment. Along with the President and the University Counsel, the MTSU Board of Trustees' procedures were reviewed and compared with those of the University of Memphis and with UT-Knoxville. In addition, the Association of Governing Boards unofficially confirmed that the MTSU procedures were consistent with other institutions. Committee Chair Smith stated that Board meetings are conducted similar to, or equal to, every public university in Tennessee. Committee Chair Smith asked Ms. Zimmerman to share with the Committee the current Board procedure, along with those of the University of Memphis and UT-Knoxville.

Ms. Zimmerman stated that currently the Bylaws have a provision concerning public comment that states that anyone wishing to address the Board must submit a written request to the Secretary, to be received at least seven (7) days prior to the scheduled meeting of the Board. The request must include the requester's contact information and the issue to be addressed. After discussion between the Chair and President, the Secretary will either place the requested item on the agenda or notify the requester of the reason for rejecting the request. There is no time limitation included for the total amount of time allotted on the agenda for public comments. UT allots a total of thirty (30) minutes; the University of Memphis allots fifteen (15) minutes total. As concerns the amount of time per speaker, UT provides five (5) minutes per speaker while the University of Memphis provides three (3) minutes. UT requests registration of requests no later than five (5) calendar days prior to the meeting; the University of Memphis requires at least three (3) business days prior to the meeting.

Trustee Freeman asked if anyone has ever come to comment. Ms. Zimmerman responded that there has been no one to this point. There followed a discussion concerning the need for advance notice of who will be addressing the Board. If determined it was needed, arrangements could be made to have University Police present in order to provide for the safety of those present at the meeting.

Approval of Minutes

Trustee Freeman made a motion to approve the minutes from the November 13, 2018 and November 27, 2018 meetings of the Executive and Governance Committee. Committee Chair Smith seconded the motion. The motion to approve the minutes from the November 13, 2018 and November 27, 2018 meetings of the Executive and Governance Committee passed.

The meeting adjourned at 11:12 a.m.

Respectfully submitted,

Executive and Governance Committee