

**MIDDLE TENNESSEE STATE UNIVERSITY  
BOARD OF TRUSTEES**

**EXECUTIVE AND GOVERNANCE COMMITTEE  
MINUTES**

The Executive and Governance Committee met on Tuesday, August 24, 2021.

**Call to Order and Opening Remarks**

Committee Chair Steve Smith welcomed those participating and called the meeting to order at 10:48 a.m.

**Roll Call**

Chairman Smith asked Board Secretary James Floyd to call the roll.

The following Committee members were in attendance: Pete DeLay, Darrell Freeman, and Steve Smith. A quorum was declared. Also present were Trustees J.B. Baker, Tom Boyd, Joey Jacobs, Mary Martin, Pam Wright, and Delanie McDonald. Dr. Sidney A. McPhee, President; 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; James Floyd, University Counsel and 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 May 25, 2021, meeting of the Executive and Governance Committee. A motion to approve the minutes was made by Trustee Delay and seconded by Trustee Freeman. A voice vote was taken and the motion to

approve the minutes of the May 25, 2021 meeting of the Executive and Governance Committee passed unanimously.

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

Board Secretary Floyd advised the Committee that the Board Trustees previously adopted the Requests to Address Board of Trustees policy at its 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 is designed to allow sufficient time after receipt of the request to have the item included on the meeting agenda prior to publication.

There was a combined discussion (as reflected below) of the policy and bylaw revisions. Afterwards, a motion was made by Trustee Delay, seconded by Chairman Smith, to approve the proposed Board Policy revision. A roll-call vote was taken, and the motion was approved with two votes in favor and one vote against.

**Proposed Board Bylaws Revision - Action**

In conjunction with policy revision, Board Secretary Floyd presented the following Board of Trustees Bylaw amendments:

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.

Trustee Freeman reported that other universities have less restrictive deadlines and also don't provide for monitoring of requests by the chair and president. Trustee Freeman

stated he is not in support of the fourteen (14) day provision or the chair's oversight of who can be placed on an agenda in order to present a comment. Trustee Karbowski voiced that we presume that the chair is acting in good faith and that a lack of review could lead to abuse by jamming up the agenda if there is no way to screen requests for legitimacy. She stated that there are different governance models at different universities, and it is not open season on putting items on an agenda. Trustee Freeman said since we are a public university, taxpayers have a right to speak. He stated he is going to err on the side of the students coming to speak before us. Trustee Jaime voiced that she feels fourteen (14) days is an unreasonable barrier. Trustee Boyd added that since trustees often travel, they might not have time in seven (7) days to review and supports the fourteen (14) day notice requirement.

A motion was made by Trustee Delay, seconded by Chairman Smith, to approve the proposed Board Bylaws revision. A roll-call vote was taken, and the motion was approved with two votes in favor and one vote against.

#### **Review and Approval of 2021 Self-Evaluation Instrument - Action**

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. Board Secretary Floyd presented the survey tool for the Committee's approval.

A motion was made by Trustee Delay, seconded by Trustee Freeman, to approve the 2021 self-evaluation instrument. A voice vote was taken and the motion was unanimously approved.

## **Authorization to Conduct Board Self-Evaluation Prior to Nov. 2021 Board of Trustees**

### **Meeting and Adoption of Recurring Schedule - Action**

Board Secretary Floyd expressed that the Executive and Governance Committee is charged with implementation of a regular cycle for 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. The Committee is required to adopt a regular schedule this process to occur on at least a biennial basis. This action will establish a documented cycle of evaluation and continuous improvement for the Board of Trustees.

On a biennial basis, the proposed schedule calls for the Executive and Governance Committee to authorize the evaluation administration at its third quarterly meeting in the calendar year. Thereafter, the Board of Trustees then reviews the Committee report on the forthcoming administration of the self-evaluation instrument. At the Committee's fourth quarterly meeting, the Chair presents the self-evaluation results, and the Committee considers any action steps for improvement based on those results.

A motion was made by Trustee Delay to approve the authorization to conduct the Board self-evaluation prior to the November 2021 Committee meeting and adoption of a recurring schedule. The motion was seconded by Chairman Smith. A voice vote was taken and the motion was unanimously approved.

### **Presentation of 2019 Self-Evaluation Results, Action for Improvement - Information**

The revised Board of Trustees' Policy on Committees requires the Executive and Governance Committee to 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. The 2019 Board of Trustees survey results were presented for the Committee's information.

The meeting adjourned at 11:05 a.m.

Respectfully submitted,

Executive and Governance Committee