

**MIDDLE TENNESSEE STATE UNIVERSITY  
BOARD OF TRUSTEES**

**EXECUTIVE AND GOVERNANCE COMMITTEE  
MINUTES**

The Executive and Governance Committee met on Tuesday, November 9, 2021.

**Call to Order and Opening Remarks**

Committee Chair Steve Smith welcomed those participating and called the meeting to order at 2:37 p.m.

**Roll Call**

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

The following Committee members were in attendance: Pete DeLay, Christine Karbowskiak Vanek, and Steve Smith. A quorum was declared.

**Approval of Minutes**

The first agenda item was approval of the minutes of the August 24, 2021, meeting of the Executive and Governance Committee. A motion to approve the minutes was made by Trustee DeLay and seconded by Trustee Karbowskiak Vanek. 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.

**President's Compensation - Action**

Chairman Smith introduced Trustee Joey Jacobs, Chair of the Finance and Personnel Committee, to address the president's compensation as the Board of Trustees is responsible for setting the terms and conditions of the president's appointment. Trustee Jacobs advised that he conferred with President McPhee and Alan Thomas, Vice President for Business and Finance,

over several months to establish a compensation proposal including a salary increase and a one-time bonus.

Trustee Jacobs recommended that Dr. McPhee receive the same 2.7% salary increase as staff, which would increase his salary from \$414,750 to \$425,950 rounded up. Also, in acknowledgement of Dr. McPhee's performance especially considering the pandemic, Trustee Jacobs recommended a one-time bonus of \$25,000, which is equal to 6% of his current base salary. Trustee Jacobs confirmed that these amounts are within budget and comply with the terms and conditions of Dr. McPhee's employment contract.

A motion was made by Trustee Karbowski Vanek and seconded by Trustee DeLay to approve Trustee Jacob's recommendation. A voice vote was taken and the motion to approve the recommended salary increase and one-time bonus for the president passed unanimously.

#### **Discussion of 2021 Self-Evaluation Results, Action for Improvement - Information**

Chairman Smith opened a discussion on the Board's self-evaluation survey results for the Committee's assessment. Board Secretary Floyd formally presented the survey. He initially reminded the Committee that our accreditation body, SACSCOC, requires the Board to define and regularly evaluate its responsibilities and expectations. The survey constitutes evidence of compliance with this expectation. Board Secretary Floyd indicated that he issued an online, anonymous evaluation survey in October and thanked all ten trustees for completing the survey. He then opened the floor for discussion and consideration of strengths, needs, and any potential action steps for improvement.

Based off the survey results, Trustee Karbowski suggested that it would be helpful to have refresher training for all Trustees related to board governance and their collective and individual obligations. She submitted that such training could be presented in the first or second quarter of 2022. Dr. McPhee stated he has already discussed this with Board Secretary

Floyd and that they are considering professional development training options that can be scheduled at a convenient time for the Trustees.

The meeting adjourned at 2:50 p.m.

Respectfully submitted,

Executive and Governance Committee