



Middle Tennessee State University Executive and Governance Committee

10:00 a.m.
Tuesday
February 27, 2018

President's Conference Room
Cope Administration Building
1301 East Main Street
Murfreesboro, Tennessee 37132



**Middle Tennessee State University
Executive and Governance Committee**

Tuesday, February 27, 2018 – 10:00 a.m.

ORDER OF BUSINESS

1. Call to Order
2. Remarks by Chairperson and President
3. Roll Call
4. Approval of Minutes from November 29, 2017 Meeting (Action) Tab 1
5. Institutional Mission/Mission Profile (Action) Tab 2
6. Board of Trustees Policy Selection, Evaluation and Retention
of the President (Action) Tab 3
7. President’s Compensation and Contract (Action) Tab 4



Middle Tennessee State University
Executive and Governance Committee

Tuesday, February 27, 2018 – 10:00 a.m.

Tab 1

Minutes of November 29, 2017
Executive and Governance
Committee Meeting



**Middle Tennessee State University
Board of Trustees**

MEETING: Executive and Governance Committee

SUBJECT: Minutes of November 29, 2017
Executive and Governance
Committee Meeting

DATE: February 27, 2018

PRESENTER: Steve Smith

ACTION REQUIRED: Voice Vote

STAFF RECOMMENDATION: Approval

BACKGROUND INFORMATION:

The Executive and Governance Committee met on November 29, 2017. Minutes from this meeting are provided for review and approval.

MINUTES OF THE EXECUTIVE AND GOVERNANCE COMMITTEE

The Executive and Governance Committee met on Wednesday, November 29, 2017, at Middle Tennessee State University. Chairman Steve Smith called the meeting to order at 9:36 a.m. 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, Joey Jacobs, Tony Johnston, and Lindsey Weaver. Alan Thomas, Vice President for Business and Finance; Andrew Oppmann, Vice President for Marketing and Communications; Bruce Petryshak, Vice President for Information Technology and Chief Information Officer; Mark Byrnes, Provost; Joe Bales, Vice President for University Advancement; Deb Sells, Vice President for Student Affairs and Vice Provost for Enrollment Management; and Heidi Zimmerman, University Counsel and Board Secretary were also in attendance.

Approval of Minutes. Trustee Freeman made the motion to approve the minutes from the September 12, 2017 meeting of the Executive and Governance Committee. Trustee Karbowskiak seconded that motion. A voice vote was taken and the motion to approve the minutes of the September 12, 2017 meeting of the Executive and Governance Committee carried.

President's Evaluation. Chairman Smith provided a status of the president's annual evaluation by stating that he sent copies of Dr. McPhee's self-assessment to each trustee for review and feedback. He will prepare a written synopsis of the trustees' responses and comments.

President's Compensation. Chairman Smith stated that he has contacted the Association of Governing Boards, of which MTSU is an institutional member, for assistance in evaluating presidential compensation. A proposal including a scope of services was provided, with AGB recommending Dr. Joseph Johnston as the consultant. There was vigorous and thoughtful debate on the topic of hiring a consultant to evaluate the president's

compensation package. Trustee Freeman questioned using taxpayer money to pay an outside consultant to do what could be done in-house. Trustee Karbowski agreed with Trustee Freeman on those points but stated that there was some logic in using an outside source because they needed to get a broader understanding of how institutions outside Tennessee are compensating their presidents. Trustee Johnston stated that valid data was needed to better understand the broader market. The cost for the outside consultant is a factor along with the institution's budget, but valid data is needed to make supportable decisions. Trustee Freeman pointed out that the Board will be asking the institution to make budget cuts while at the same time spending taxpayers' money on outside consultants and that this sent a mixed message to the campus. Trustees Baker and DeLay agreed with Trustee Johnston that the Committee needed to see where the market was. Trustee Freeman replied that TBR did a market data search and that staff had access to sufficient information that could be used to compare salaries paid to presidents at other institutions of higher education. Mr. Thomas confirmed that staff has access to comparative data. Trustee Karbowski was concerned about the currency of that data and any perception of undue influence on staff. Trustee DeLay indicated that the fee was a small price to pay to have an independent set of eyes look at this issue. After a lengthy discussion during which the cost of the service was debated, Trustee Karbowski made the motion to engage AGB as consultant for the scope of services as presented. Trustee Freeman seconded the motion. The motion to engage AGB for the scope of services as proposed passed unanimously. Further discussion after the vote was taken was to place a deadline for receipt of the report as the end of January 2018.

Board Policy Selection, Evaluation, and Retention of the President. Chairman Smith reminded the Committee that it approved policies at the previous Committee meeting for SACSCOC purposes, but that the Committee agreed to put this policy on the agenda for further review. Several revisions were discussed with Trustee Freeman making the motion that the policy be revised to incorporate those changes, and that the revised policy be brought back to the Committee at its next meeting. Those revisions are as follows: 1.) in the first line of Section 3, replace "the Board may set terms and conditions" with "the Board

shall set terms and conditions;" 2.) in Section 5, revise the first sentence of the second paragraph to state: "This review may, from time to time;" and, 3.) combine the elements of the annual and the periodic comprehensive evaluation so that a comprehensive evaluation occurs annually. Trustee Karbowski seconded the motion. The motion to revise the policy as specified and to review it at the next meeting of the Committee carried.

The meeting adjourned at 10:06 a.m.

Respectfully Submitted,
Executive and Governance Committee



**Middle Tennessee State University
Executive and Governance Committee**

Tuesday, February 27, 2018 – 10:00 a.m.

Tab 2

Institutional Mission/Mission Profile



**Middle Tennessee State University
Board of Trustees**

MEETING: Executive and Governance Committee

SUBJECT: [Institutional Mission/Mission Profile](#)

DATE: February 27, 2018

PRESENTER: Mark Byrnes

ACTION REQUIRED: Voice Vote

STAFF RECOMMENDATION: Approval

BACKGROUND INFORMATION:

Tenn. Code Ann. § 49-8-101 (d) requires the institution to annually submit its mission statement to THEC for review and approval. The University Planning Committee reviewed and revised the mission statement, posted the revision for campus-wide review, and it was then reviewed and approved by the President. Once approved by the Board at its March meeting, the mission statement will be provided to THEC to fulfill this statutory requirement.

Statement of Mission

Middle Tennessee State University, a comprehensive, innovative institution, attracts students to distinctive bachelors, master's, specialist, and doctoral programs that prepare graduates to thrive in their chosen professions and a changing global society. Students and faculty generate, preserve, and disseminate knowledge and collaboratively promote excellence through teaching and learning, research, creative activity, and public engagement.

Approved , by the MTSU Board of Trustees.

Institutional Mission Profile

Middle Tennessee State University is a selective, comprehensive institution located in the geographic center of the state. The University embraces its role as a destination of choice for Tennessee undergraduates while its distinctive programs draw students from across the nation and around the world. Through innovative undergraduate and graduate programs, MTSU attracts a diverse, largely full-time student population with a broad range of academic preparedness. The University is committed to using advanced research-based practices to help students recognize their academic promise and achieve success: it annually confers more than 5,000 degrees. Dedicated faculty prepare students for lifelong learning that adapts to and shapes a rapidly changing world through an understanding of culture and history, scholarship, and creative undertakings. MTSU's signature Honors College and experiential and integrative learning programs deliver a value-added undergraduate education rich in research, service learning, and civic engagement. Graduate offerings foster the pursuit of scholarly research, creative endeavors, and professional advancement through programs spanning the arts and humanities, education, business, STEM, the social, behavioral, and health sciences, and media and entertainment. MTSU houses centers of excellence in historic preservation and popular music and notable chairs of excellence. MTSU holds the Doctoral Moderate Research and Community Engagement Carnegie Classifications.

Approved , by the MTSU Board of Trustees.



**Middle Tennessee State University
Executive and Governance Committee**

Tuesday, February 27, 2018 – 10:00 a.m.

Tab 3

**Board of Trustees Policy Selection, Evaluation and
Retention of the President**



**Middle Tennessee State University
Board of Trustees**

MEETING: Executive and Governance Committee

SUBJECT: Board of Trustees Policy
Selection, Evaluation and Retention
of the President

DATE: February 27, 2018

PRESENTER: Heidi Zimmerman

ACTION REQUIRED: Voice Vote

STAFF RECOMMENDATION: Approval

BACKGROUND INFORMATION:

On November 29, 2017, the Committee discussed revision to this policy including as concerns annual evaluation and comprehensive review. The first document is the policy in its current form. The second and third documents are redline and clean versions of the policy including revisions as understood from the November 29 meeting. Provided for the Committee's additional consideration are the fourth and fifth documents. This revision is more broadly worded, indicating that the Board will set a process in place as it deems appropriate, to be administered by the Executive and Governance Committee.

**Middle Tennessee State University
Board of Trustees Policy
Selection, Evaluation and Retention of the President**

Section 1. Purpose

The Middle Tennessee State University Board of Trustees (Board) has the authority to select, appoint, retain and assess the performance of the chief executive of the University (president). This policy shall set the general parameters for these processes.

Section 2. Selection of a President

The Board shall establish a selection process and the qualification criteria as it deems appropriate. The selection process should include a mechanism for consultation and input from the campus and the community, and should reflect the University's commitment to diversity.

Prior to beginning a search for candidates for the office, the Board shall establish the qualification criteria for the position and shall announce the process it will follow for selecting a president.

The selection of the president shall be the sole responsibility of the Board.

In the event of a vacancy in the office of the president, the Executive and Governance Committee shall nominate an interim president to be approved by the Board.

Section 3. Appointment and Retention of the President

The Board may set the terms and conditions of the president's appointment to include:

1. A contract;
2. Compensation;
3. Conditions related to retention; and,
4. Conditions related to removal from office.

The decision to retain or terminate the appointment of the president shall be the sole responsibility of the Board.

Section 4. Annual Evaluation of the President

The president shall be annually evaluated by the Board based on an evaluation process coordinated by the Board Executive and Governance Committee (Committee). The evaluation period will be July 1 through June 30.

The purposes of the annual evaluation are: (1) to assist the Board in determining whether the president's performance is effective; (2) to enable the president to enhance his/her performance and leadership; (3) to promote good communication and strong working relations between the president, the Board and the campus community; (4) to enable the

president and the Board to set mutually agreeable goals; and, (5) to inform Board decisions on compensation and other terms of employment for the president.

The president shall prepare a written self-assessment statement (statement) in a format and according to a timetable mutually agreed upon by the president and the Committee.

The statement shall include the following:

1. Progress toward meeting goals previously agreed upon by the president and the Board with accompanying data and metrics;
2. Assessment of the overall academic quality of the university, including institutional achievements and accomplishments;
3. Assessment of the financial status of the university;
4. Identification of significant institutional challenges faced over the prior year that impacted progress toward goals with an assessment of continuing or future challenges facing the university;
5. Goals proposed by the president for the upcoming year.

After receipt of the statement, the Chair of the Committee will share the statement with the Board and solicit their written comments. Once this feedback is collected, the Chair will meet with the president to discuss the self-assessment statement and the proposed goals, expectations and associated metrics for the upcoming year, along with the information gathered from the Board. The Chair will prepare an evaluation report to include a written assessment of the president's performance and an aggregate summary of the views of the Board. The evaluation report may include a recommendation concerning the president's compensation or other terms of employment. A copy of the evaluation report shall be provided to the president.

All job performance evaluations, as that term is defined in T.C.A. §10-7-504(a)(26), shall be confidential and not open for public inspection.

Section 5. Periodic Comprehensive Review

The president shall also be subject to a comprehensive evaluation every five years. When a comprehensive review is performed, it is to be incorporated into the annual review process, with such adjustments to the schedule as may be necessary.

This review may be performed with the assistance of one or more independent consultants to be chosen by the Executive and Governance Committee (Committee). The specific details for a comprehensive review will be determined by the Committee in consultation with the consultant and the president. However, the review will include input from the university administration, faculty, staff and students, as well as, alumni leadership and the community.

Effective Date: September 15, 2017.

Revisions: None.

**Middle Tennessee State University
Board of Trustees Policy
Selection, Evaluation and Retention of the President**

Section 1. Purpose

The Middle Tennessee State University Board of Trustees (Board) has the authority to select, appoint, retain and assess the performance of the chief executive of the University (president). This policy shall set the general parameters for these processes.

Section 2. Selection of a President

The Board shall establish a selection process and the qualification criteria as it deems appropriate. The selection process should include a mechanism for consultation and input from the campus and the community, and should reflect the University's commitment to diversity.

Prior to beginning a search for candidates for the office, the Board shall establish the qualification criteria for the position and shall announce the process it will follow for selecting a president.

The selection of the president shall ~~be the~~ solely be the responsibility of the Board.

In the event of a vacancy in the office of the president, the Executive and Governance Committee shall nominate an interim president to be approved by the Board.

Section 3. Appointment and Retention of the President

The Board ~~may~~ shall set the terms and conditions of the president's appointment to include:

1. A contract;
2. Compensation;
3. Conditions related to retention; and,
4. Conditions related to removal from office.

The decision to retain or terminate the appointment of the president shall ~~be the~~ solely be the responsibility of the Board.

Section 4. Annual Evaluation of the President

The president shall be annually evaluated by the Board based on an evaluation process coordinated by the ~~Board Executive and Governance Committee~~ (Committee). The review may, from time to time, be performed with the assistance of one or more independent consultants to be chosen by the Committee. The ~~evaluation period~~ performance period to be evaluated will be July 1 through June 30.

The purposes of the ~~annual~~ evaluation are: (1) to assist the Board in determining whether the president's performance is effective; (2) to enable the president to enhance his/her performance and leadership; (3) to promote good communication and strong working

relations between the president, the Board and the campus community; (4) to enable the president and the Board to set mutually agreeable goals; and, (5) to inform Board decisions on compensation and other terms of employment for the president.

The president shall prepare a written self-assessment statement (statement) in a format and according to a timetable mutually agreed upon by the president and the Committee. The statement shall include the following:

1. Progress toward meeting goals previously agreed upon by the president and the Board with accompanying data and metrics;
2. Assessment of the overall academic quality of the university, including institutional achievements and accomplishments;
3. Assessment of the financial status of the university;
4. Identification of significant institutional challenges faced over the prior year that impacted progress toward goals with an assessment of continuing or future challenges facing the university;
5. Goals proposed by the president for the upcoming year.

After receipt of the statement, the Chair of the Committee will share the statement with the Board and solicit their written comments. Feedback will also be solicited from the University administration, faculty, staff and students, as well as alumni leadership and the community (constituent groups).

Once this feedback is collected, the Chair will meet with the president to discuss the self-assessment statement and the proposed goals, expectations and associated metrics for the upcoming year, along with the information gathered from the Board and constituent groups. The Chair will prepare an evaluation report to include a written assessment of the president's performance and an aggregate summary of the views of the Board and constituent groups. The evaluation report may include a recommendation concerning the president's compensation or other terms of employment. A copy of the evaluation report shall be provided to the president.

All job performance evaluations, as that term is defined in T.C.A. §10-7-504(a)(26), shall be confidential and not open for public inspection.

Section 5. Periodic Comprehensive Review

~~The president shall also be subject to a comprehensive evaluation every five years. When a comprehensive review is performed, it is to be incorporated into the annual review process, with such adjustments to the schedule as may be necessary.~~

~~This review may be performed with the assistance of one or more independent consultants to be chosen by the Executive and Governance Committee (Committee). The specific details for a comprehensive review will be determined by the Committee in consultation with the consultant and the president. However, the review will include input from the university administration, faculty, staff and students, as well as, alumni leadership and the community.~~

Effective Date: September 15, 2017.

Revisions: None.

**Middle Tennessee State University
Board of Trustees Policy
Selection, Evaluation and Retention of the President**

Section 1. Purpose

The Middle Tennessee State University Board of Trustees (Board) has the authority to select, appoint, retain and assess the performance of the chief executive of the University (president). This policy shall set the general parameters for these processes.

Section 2. Selection of a President

The Board shall establish a selection process and the qualification criteria as it deems appropriate. The selection process should include a mechanism for consultation and input from the campus and the community, and should reflect the University's commitment to diversity.

Prior to beginning a search for candidates for the office, the Board shall establish the qualification criteria for the position and shall announce the process it will follow for selecting a president.

The selection of the president shall solely be the responsibility of the Board.

In the event of a vacancy in the office of the president, the Executive and Governance Committee (Committee) shall nominate an interim president to be approved by the Board.

Section 3. Appointment and Retention of the President

The Board shall set the terms and conditions of the president's appointment to include:

1. A contract;
2. Compensation;
3. Conditions related to retention; and,
4. Conditions related to removal from office.

The decision to retain or terminate the appointment of the president shall solely be the responsibility of the Board.

Section 4. Evaluation of the President

The president shall be annually evaluated by the Board based on an evaluation process coordinated by the Committee. The review may, from time to time, be performed with the assistance of one or more independent consultants to be chosen by the Committee. The performance period to be evaluated will be July 1 through June 30.

The purposes of the evaluation are: (1) to assist the Board in determining whether the president's performance is effective; (2) to enable the president to enhance his/her performance and leadership; (3) to promote good communication and strong working relations between the president, the Board and the campus community; (4) to enable the

president and the Board to set mutually agreeable goals; and, (5) to inform Board decisions on compensation and other terms of employment for the president.

The president shall prepare a written self-assessment statement (statement) in a format and according to a timetable mutually agreed upon by the president and the Committee.

The statement shall include the following:

1. Progress toward meeting goals previously agreed upon by the president and the Board with accompanying data and metrics;
2. Assessment of the overall academic quality of the university, including institutional achievements and accomplishments;
3. Assessment of the financial status of the university;
4. Identification of significant institutional challenges faced over the prior year that impacted progress toward goals with an assessment of continuing or future challenges facing the university;
5. Goals proposed by the president for the upcoming year.

After receipt of the statement, the Chair of the Committee will share the statement with the Board and solicit their written comments. Feedback will also be solicited from the university administration, faculty, staff and students, as well as, alumni leadership and the community (constituent groups).

Once this feedback is collected, the Chair will meet with the president to discuss the self-assessment statement and the proposed goals, expectations and associated metrics for the upcoming year, along with the information gathered from the Board and constituent groups. The Chair will prepare an evaluation report to include a written assessment of the president's performance and an aggregate summary of the views of the Board and constituent groups. The evaluation report may include a recommendation concerning the president's compensation or other terms of employment. A copy of the evaluation report shall be provided to the president.

All job performance evaluations, as that term is defined in T.C.A. §10-7-504(a)(26), shall be confidential and not open for public inspection.

Effective Date: September 15, 2017.

Revisions: None.

**Middle Tennessee State University
Board of Trustees Policy
Selection, Evaluation and Retention of the President**

Section 1. Purpose

The Middle Tennessee State University Board of Trustees (Board) has the authority to select, appoint, retain and assess the performance of the chief executive of the University (president). This policy shall set the general parameters for these processes.

Section 2. Selection of a President

The Board shall establish a selection process and the qualification criteria as it deems appropriate. The selection process should include a mechanism for consultation and input from the campus and the community, and should reflect the University's commitment to diversity.

Prior to beginning a search for candidates for the office, the Board shall establish the qualification criteria for the position and shall announce the process it will follow for selecting a president.

The selection of the president shall ~~be the~~ solely ~~be the~~ responsibility of the Board.

In the event of a vacancy in the office of the president, the Executive and Governance Committee (Committee) shall nominate an interim president to be approved by the Board.

Section 3. Appointment and Retention of the President

The Board ~~may~~shall set the terms and conditions of the president's appointment to include:

1. A contract;
2. Compensation;
3. Conditions related to retention; and,
4. Conditions related to removal from office.

The decision to retain or terminate the appointment of the president shall be the sole responsibility of the Board.

Section 4. Annual Evaluation of the President

~~The Board shall evaluate the president's job performance on an annual basis following procedures approved by the Board. The Board delegates to the Committee the Responsibility for organizing and conducting these reviews. The review may, from time to time, be performed with the assistance of one or more independent consultants to be chosen by the Committee.~~

~~The president shall be annually evaluated by the Board based on an evaluation process coordinated by the Board Executive and Governance Committee (Committee). The evaluation period will be July 1 through June 30.~~

~~The purposes of the annual evaluation are: (1) to assist the Board in determining whether the president's performance is effective; (2) to enable the president to enhance his/her performance and leadership; (3) to promote good communication and strong working relations between the president, the Board and the campus community; (4) to enable the president and the Board to set mutually agreeable goals; and, (5) to inform Board decisions on compensation and other terms of employment for the president.~~

~~The president shall prepare a written self assessment statement (statement) in a format and according to a timetable mutually agreed upon by the president and the Committee. The statement shall include the following:~~

- ~~6. Progress toward meeting goals previously agreed upon by the president and the Board with accompanying data and metrics;~~
- ~~7. Assessment of the overall academic quality of the university, including institutional achievements and accomplishments;~~
- ~~—Assessment of the financial status of the university;~~
- ~~8. Identification of significant institutional challenges faced over the prior year that impacted progress toward goals with an assessment of continuing or future challenges facing the university;~~
- ~~8. Goals proposed by the president for the upcoming year.~~

~~After receipt of the statement, the Chair of the Committee will share the statement with the Board and solicit their written comments. Once this feedback is collected, the Chair will meet with the president to discuss the self assessment statement and the proposed goals, expectations and associated metrics for the upcoming year, along with the information gathered from the Board. The Chair will prepare an evaluation report to include a written assessment of the president's performance and an aggregate summary of the views of the Board. The evaluation report may include a recommendation concerning the president's compensation or other terms of employment. A copy of the evaluation report shall be provided to the president.~~

~~All job performance evaluations, as that term is defined in T.C.A. §10-7-504(a)(26), shall be confidential and not open for public inspection.~~

Section 5. Periodic Comprehensive Review

~~The president shall also be subject to a comprehensive evaluation every five years. When a comprehensive review is performed, it is to be incorporated into the annual review process, with such adjustments to the schedule as may be necessary.~~

~~This review may be performed with the assistance of one or more independent consultants to be chosen by the Executive and Governance Committee (Committee). The specific details for a comprehensive review will be determined by the Committee in consultation with the consultant and the president. However, the review will include input from the university administration, faculty, staff and students, as well as, alumni leadership and the community.~~

Effective Date: September 15, 2017.

Revisions: None.

**Middle Tennessee State University
Board of Trustees Policy
Selection, Evaluation and Retention of the President**

Section 1. Purpose

The Middle Tennessee State University Board of Trustees (Board) has the authority to select, appoint, retain and assess the performance of the chief executive of the University (president). This policy shall set the general parameters for these processes.

Section 2. Selection of a President

The Board shall establish a selection process and the qualification criteria as it deems appropriate. The selection process should include a mechanism for consultation and input from the campus and the community, and should reflect the University's commitment to diversity.

Prior to beginning a search for candidates for the office, the Board shall establish the qualification criteria for the position and shall announce the process it will follow for selecting a president.

The selection of the president shall solely be the responsibility of the Board.

In the event of a vacancy in the office of the president, the Executive and Governance Committee (Committee) shall nominate an interim president to be approved by the Board.

Section 3. Appointment and Retention of the President

The Board shall set the terms and conditions of the president's appointment to include:

1. A contract;
2. Compensation;
3. Conditions related to retention; and,
4. Conditions related to removal from office.

The decision to retain or terminate the appointment of the president shall be the sole responsibility of the Board.

Section 4. Evaluation of the President

The Board shall evaluate the president's job performance on an annual basis following procedures approved by the Board. The Board delegates to the Committee the responsibility for organizing and conducting these reviews. The review may, from time to time, be performed with the assistance of one or more independent consultants to be chosen by the Committee.

Effective Date: September 15, 2017.

Revisions: None.



Middle Tennessee State University
Executive and Governance Committee

Tuesday, February 27, 2018 – 10:00 a.m.

Tab 4

President's Contract and Compensation



**Middle Tennessee State University
Board of Trustees**

MEETING: Executive and Governance Committee

SUBJECT: [President's Contract and Compensation](#)

DATE: February 27, 2018

PRESENTER: Darrell Freeman

ACTION REQUIRED: Voice Vote

STAFF RECOMMENDATION:

BACKGROUND INFORMATION:

The Board of Trustees Policy - Selection, Evaluation and Retention of the President provides that the Board will set the terms and conditions of the president's appointment to include his/her contract and compensation. A proposal concerning a contract and compensation will be presented for the Committee's discussion and approval in order to provide a recommendation to the full Board.

